



THE K.C.P. LIMITED

“Ramakrishna Buildings”, 2, Dr. P.V. Cherian Crescent, Egmore, Chennai - 600 008.

Ph: 66772600, Fax: 66772620 www.kcp.co.in, E-mail: investor@kcp.co.in

CIN: L65991TN1941PLC001128

In view of prevailing MCA Circulars on postal ballot process, the voting on the resolutions covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer to detailed instructions for e-voting explained in the Notice.

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended).

Dear Members,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of The KCP Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules read with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (ICSI) and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

The Board has appointed Sri. Balu Sridhar (FCS 5869 and CP No. 3550), or failing him Sri. Pankaj Mehta (ACS 29407 and CP No. 10598), partners A.K. Jain & Associates, Practicing Company Secretaries Chennai to act as the Scrutinizer, to scrutinize the e-voting process and to conduct the Postal Ballot in a fair and transparent manner. They have communicated their willingness to be appointed and will be available for the said purpose.

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and aforementioned MCA Circulars.

SPECIAL BUSINESS

- 1.. Appointment of Sri. Thiruvengadam Parthasarathi (DIN: 00016375) as a Non-Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, **Sri. Thiruvengadam Parthasarathi** (DIN: 00016375), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as a Non Executive Independent Director of the Company for a period of (5) five years with effect from **1st February, 2024**, and that he shall not be liable to retire by rotation”.

“FURTHER RESOLVED THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

2. Appointment of Sri. Harish Lakshman (DIN:00012602) as a Non-Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, **Sri. Harish Lakshman** (DIN:00012602), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as a Non Executive Independent Director of the Company for a period of (5) five years with effect from **1st February, 2024**, and that he shall not be liable to retire by rotation”.

“FURTHER RESOLVED THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

For and on behalf of the Board of Directors

Place: Chennai

(Dr. V.L. Indira Dutt)

Date: November 10, 2023

Chairperson & Managing Director

Notes :

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason/ rationale for the proposal is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India)

Limited (“CDSL”) and whose email address is registered with the Company / depository participant(s), as on **Friday December 08, 2023** (“Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.

In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.

3. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for e-voting i.e., **January 16, 2024**.

Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

4. The Scrutinizer will submit their report to the Chairperson & Managing Director or any other person authorized by her after completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the Company website <https://www.kcp.co.in>, on the website of NSDL www.evoting.nsdl.com, and communicated to the stock exchanges.
5. All material documents referred to in the explanatory statement will be available for inspection online at the Company website <https://www.kcp.co.in> from the date of dispatch of notice until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to investor@kcp.co.in from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
6. Members may send an email request to yuvraj@integratedindia.in along with the scanned copy of their request letter duly signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to

temporarily register their email address and mobile number. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information. In case of any queries, in this regard, Members are requested to write to yuvraj@integratedindia.in or contact RTA.

7. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at yuvraj@integratedindia.in

Members may follow the process detailed below for registration of email ID:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, M/s. Integrated Registry Management Services Private Limited, II Floor, "Kences Towers", No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600 017, Ph No. 44- 28140801-803, Fax No. 044-28142479.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode.	Form ISR - 1
	Update of signature of securities holder.	Form ISR - 2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014.	Form SH-13
	Declaration to opt out.	Form ISR-3
	Other service requests / updation of demat account details.	ISR 4
	The forms for uploading the above details are available at:	http://www.kcp.co.in/downloads/investor/shareholders-information/KYCPROCEDURE.pdf
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

8. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023 and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 14, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars M/s. Integrated Registry Management Services Private Limited, II Floor, "Kences Towers", No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600 017, Ph No. 044- 28140801-803, Fax No. 044-28142479. The forms for updating the same are available at <https://www.kcp.co.in>

E-voting:

- (a) In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolutions as set out in this Postal Ballot Notice.
- (b) The e-voting period commences from **December 18, 2023** (9.00 a.m. IST) and ends on **January 16, 2024**, (5.00 p.m IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- (c) The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off Date i.e. **December 08, 2023**.
- (d) Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. **December 08, 2023**, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolutions as set out in this Postal Ballot Notice only through the e-voting.

The instructions for e-voting are as follows:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

- **Step 1:** Access to the NSDL e-voting system
- **Step 2:** Cast your vote electronically on NSDL e-voting system.

Step 1:

Access to the NSDL e-voting system

- (A) Login method for e-voting and voting for individual shareholders holding securities in demat mode:

In terms of the SEBI circular dated December 9, 2020 on the e-voting facility provided by listed companies and as part of increasing the efficiency of the voting process, the e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful

	<p>authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

(B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

Process for procuring user ID and password for e-voting for those shareholders whose email IDs are not registered with the depositories / Company

1. Shareholders may send a request to evoting@nsdl.co.in for procuring user ID and password for e-voting.
2. If shares are held in physical mode, please provide Folio Number, name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card)
3. In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), name of Member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self attested scanned copy of Aadhaar Card).
4. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-voting and voting during the meeting for individual shareholders holding securities in demat mode.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2:

Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for e-voting

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board resolution / authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to akjainassociates@gmail.com with a copy marked to evoting@nsdl.co.in.

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.

Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com or call the number: 022 - 4886 7000 and 022 - 2499 7000, or send a request to evoting@nsdl.co.in, or contact Amit Vishal, Assistant Vice President, or Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., at the designated email ID: evoting@nsdl.co.in to get your grievances on e-voting addressed.

Key Information at a Glance:

Cut-off Date to determine eligible numbers to vote on the resolution	December 08, 2023
Voting start time and date	December 18, 2023
Voting end time and date	January 16, 2024
Address and contact details of Registrar and Share Transfer Agent. Contact name:	M/s. Integrated Registry Management Services Private Limited, II Floor, “Kences Towers”, No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600 017, Ph No. 44- 28140801-803, Fax No. 044-28142479
Name, address and contact details of e-voting service provider Contact name	Amit Vishal, Assistant Vice President Pallavi Mhatre Senior Manager National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, India Contact details: evoting@nsdl.co.in ; Contact number- 022 - 4886 7000 and 022 - 2499 7000.
NSDL e-voting website address	https://www.evoting.nsdl.com

ANNEXURE 1

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 1

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on November 10, 2023 considered and recommended to the members the appointment of **Sri. Thiruvengadam Parthasarathi** (DIN: 00016375) as Non-Executive Independent Director of the Company with effect from 1st February, 2024.

Sri.Thiruvengadam is a Cost Accountant and a graduate from Indian Institute of Technology, Madras with a B. Tech. He also holds a Post Graduate Diploma in Industrial Engineering from T.I.P.I.E, NPC.

Sri. Thiruvengadam was a National Director of the Deloitte Touche Tohmatsu India Pvt. Ltd (DTTIPL) and has over 40 years of experience in management consultancy with a breadth of experience in India, the Middle and Far East Asia.

Sri. Thiruvengadam Parthasarathi, currently serves as Independent Director on the Boards of 3 Listed and 5 unlisted companies.

He is qualified to be appointed as Non-executive Independent Director of the company in terms of Section under Section 149(6) of the Act and the Rules made thereunder read with Regulation 16(1)(b) of the SEBI (LODR) Regulations and has given his consent to act as Independent Director.

The Company has also received declaration from him, confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The Company has also received notice under Section 160 of the Act from a member proposing the candidature of Sri. Thiruvengadam Parthasarathi for the office of Non-Executive Independent Director of the Company.

Details of pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are provided in the “Annexure 2” to the Postal Ballot Notice.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the meetings within the limits stipulated under Section 197 of the Act and Rules made thereunder.

In accordance with the provisions of Section 152 of the Act and applicable provisions of the Listing Regulations, appointment of a director requires approval of members of the company by way of a Special resolution.

Accordingly, the approval of Members is being sought for appointment of Sri. Thiruvengadam Parthasarathi as Non-Executive Independent Director of the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item Nos. 1 of the Postal Ballot Notice for approval by the Members.

Item No. 2

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on November 10, 2023 considered and recommended to the members the appointment of **Sri. Harish Lakshman** (DIN:00012602) as Non-Executive Independent Director of the Company with effect from 1st February, 2024.

Sri. Harish Lakshman is the Vice Chairman of Rane Group, He holds Bachelor’s degree in Mechanical Engineering from BITS, Pilani, and Master’s degree in Business from Krannert School of Management at Purdue University, USA.

Sri. Harish Lakshman held different positions of increasing responsibilities in the areas of Marketing and Operations in Rane Group and is currently spearheading the Group’s initiative to achieve an accelerated profitable growth. As an active member of several industrial associations and government panels he has been well-regarded spokesman of automotive industry. He also played a key role as President of Automotive Component Manufacturers Association of India (ACMA) for the period 2013-14. He currently serves in the Past President’s Council and as Chairman, Finance of ACMA.

Sri. Harish serves as an Independent Director on the Board of Oriental Hotels Limited.

He is qualified to be appointed as Non-executive Independent Director of the company in terms of Section under Section 149(6) of the Act and the Rules made thereunder read with Regulation 16(1)(b) of the SEBI LODR Regulations and has given his consent to act as Independent Director.

The Company has also received declaration from him, confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The Company has also received notice under Section 160 of the Act from a member proposing the candidature of Sri.Harish Lakshman for the office of Non-Executive Independent Director of the Company.

Details of pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure 2" to the Postal Ballot Notice.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the meetings within the limits stipulated under Section 197 of the Act and Rules made thereunder.

In accordance with the provisions of Section 152 of the Act and applicable provisions of the Listing Regulations, appointment of a director requires approval of members of the company by way of a Special resolution.

Accordingly, the approval of Members is being sought for appointment of Sri.Harish Lakshman as Non-Executive Independent Director of the Company..

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item Nos. 2 of the Postal Ballot Notice for approval by the Members.

For and on behalf of the Board of Directors

Place: Chennai

Date: November 10, 2023

(Dr. V.L. Indira Dutt)

Chairperson & Managing Director

ANNEXURE 2**PROFILE OF THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED**

(As required under applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings issued by ICSI)

Name of the Director	Sri. Thiruvengadam Parthasarathi	Sri. Harish Lakshman
DIN	00016375	00012602
Date of Birth and Age	28/12/1951 - 72 Years	12/02/1974 - 49 Years
Qualifications	B.Tech (Chemical Engineering) from IIT Madras, PGD in Industrial Engg, FCMA.	B.E (Mechanical Engineering) from BITS, Pilani, MBA from Krannert School of Management at Purdue University, USA.
Experience and expertise in specific functional area	He has over 40 years of experience in management consultancy in Cost Management, Joint Ventures and acquisitions, Risk and Talent Management.	He held different positions in the areas of Marketing and Operations in Rane Group.
Shareholding in the Company as on date of Notice	NIL	NIL
Terms and conditions of appointment	As per the terms of Resolution proposed for approval of the shareholders.	As per the terms of Resolution proposed for approval of the shareholders.
Details of remuneration last drawn (FY 2022-23)	NA	NA
Details of proposed remuneration	Sitting fees for attending the Board and other committee meetings.	Sitting fees for attending the Board and other committee meetings.
Inter-se relationships between • Directors; • Manager; • Key Managerial Personnel	NIL	NIL
Number of Meetings of the Board attended during FY 2023-24 as on date of Notice	NIL	NIL

Chairperson / Membership of the Statutory Committee(s) of Board of Directors of The KCP Limited	NIL	NIL
Other Companies in which he/she is a Director	Director of 1. DTDC Express Limited 2. Centum Electronics Ltd 3. Western India Plywoods Ltd 4. Fine Organic Industries Ltd 5. DTDC 3PL and Fulfilment Ltd 6. ACE Multi Axes Systems Ltd 7. PJ Margo Private Ltd 8. Surin Automotive Pvt Ltd 9. Micromatic Machine Tools (MMT) Pvt Ltd.	Director of 1. Oriental Hotels Ltd 2. Rane (Madras) Ltd. 3. Rane Brake Lining Limited. 4. Rane Holdings Ltd 5. Rane Engine Valve Ltd 6. Rane NSK Steering Systems (P) Ltd 7. ZF Rane Automotive India (P) Ltd. 8. Young Presidents Organisation (Chennai Chapter) 9. Rane Holdings America Inc. USA
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of other companies in which she is a Director	Chairman of the Committees of: 1. Fine Organics Ltd- Nomination & Remuneration Committee. 2. MMT Ltd - CSR Committee 3. DTDC Ltd - Nomination & Remuneration Committee. 4. Ace Multi Axes Systems Ltd - Audit Committee. Member of the Committees of: 1. Fine Organics Ltd - Audit and Risk Management Committee. 2. Centum Electronics Ltd - Audit, CSR and Risk Management Committees. 3. Western India Plywoods Ltd - Audit Committee. 4. Surin Automobile Ltd - Audit 5. MMT Ltd - Audit Committee 6. DTDC Express Ltd - Audit Committee.	Chairperson of the Committees of: 1. Rane (Madras)Ltd - Stakeholders' Relationship Committee 2. Rane Brake Lining Limited - Stakeholders' Relationship Committee Member of the Committees of: 1. Rane (Madras) Ltd - Nomination & Remuneration Committee, CSR Committee and Risk Management Committee. 2. Rane Holdings Ltd-CSR Committee, Risk Management Committee and Stakeholders' Relationship Committee. 3. Rane Brake Lining Ltd - Nomination & Remuneration committee, CSR Committee and Risk Management Committee. 4. Rane Engine Valve Ltd - Nomination & Remuneration Committee and CSR Committee. 5. Rane NSK Steering Systems (P) Ltd - CSR Committee and Audit Committee. 6. Oriental Hotels Ltd - Audit Committee.
