



CIN: L65991TN1941PLC001128

Registered Office: "Ramakrishna Buildings",

No. 2, Dr. P.V. Cherian Crescent, Egmore, Chennai - 600 008,

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NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Dear Shareholder(s)

The Ministry of Corporate Affairs (MCA), Government of India by way of General Circular No. 32/2014 Dt.23/07/2014 has clarified that resolutions approved or passed by companies under relevant applicable provisions of the Companies Act, 1956 (old Act) during the period from 1st September, 2013 to 31st March, 2014, can be implemented, in accordance with provisions of the old Act, notwithstanding the repeal of the relevant provision subject to the conditions (a) that the implementation of the resolution actually commenced before 1st April, 2014 and (b) that this Transitional arrangement will be available up to expiry of one year from the passing of the resolution or six months from the commencement of the corresponding provision in the Companies Act, 2013 (New Act) whichever is later.

The Shareholders of the Company have approved the resolutions for re-appointment of Dr.V.L.Dutt as Chairman and Managing Director, Smt.V.L.Indira Dutt as Joint Managing Director and Smt.Kavitha Dutt Chitturi as Executive Director of the Company for a period of three years by way of postal ballot on 23rd December, 2013 and the implementation of the said resolutions will be commenced after 1st April, 2014.

In compliance with the MCA General Circular No. 32/2014, Dated.23/07/2014, the approval of the Shareholders being sought for the fresh approval of the resolutions for re-appointment of Dr.V.L.Dutt as Chairman and Managing Director, Smt.V.L.Indira Dutt as Joint Managing Director and Smt.Kavitha Dutt Chitturi as Executive Director of the Company at the same remuneration and terms and conditions approved earlier by the shareholders of the Company.

NOTICE is hereby given for seeking the approval of the shareholders for the proposals contained in the resolutions appended below by way of Postal Ballot. The Explanatory Statement pertaining to the said Resolutions setting out material facts is annexed hereto along with a Postal Ballot Form for your consideration.

Item No - 1

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

“RESOLVED THAT Pursuant to Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act or any amendments thereto as may be agreed between the Board and Dr. V.L. Dutt), Dr. V.L. Dutt (DIN : 00143013) be and is hereby re-appointed as Chairman and Managing Director of the Company for a period of 3 (three) years with effect from 1st July 2014 on the remuneration and terms and conditions as detailed below:

I	SALARY	Rs.600,000/- per month.
II	PERQUISITES	
	1. Housing	Free furnished accommodation.
	2. Medical Reimbursement	Rs. 20,000 Per annum or Rs.60,000 In a block of three years, for self and family.
	3. Club Fees	Two clubs
	4. Car and Telephone	Will be provided with one or more cars and one or more Mobile phones including hand held email devices and telephones at his residence or such other places as necessary for use in connection with the Company's business.
	5. Encashment of Leave.	Accumulated leave can be en-cashed at the end of the contract period.
	6. Leave travel concession.	Rs.20,000 pa
III	COMMISSION	Remuneration by way of commission on net profits in addition to salary and perquisites is also payable. The amount of salary, perquisites and commission in aggregate is subject to an overall ceiling of 4% of the net profits of the Company in a financial year computed in accordance with the provisions of Section 198 of the Companies Act, 2013 as amended.
IV	MINIMUM REMUNERATION	Where in any financial year during the currency of the tenure of the Chairman & Managing Director, the Company has no profits or its profits computed in accordance with Section 198 of the Companies Act, 2013 are inadequate the Company will pay his remuneration by way of Salary and perquisites as specified above subject to the provisions of Schedule V of the Companies Act, 2013.

“FURTHER RESOLVED THAT the Board of Directors be and are hereby severally authorized to take such steps as the Board may consider necessary or expedient to give effect to this Resolution.”

Item No - 2

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

“RESOLVED THAT Pursuant to Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act or any amendments thereto as may be agreed between the Board and Smt. V.L. Indira Dutt), Smt. V.L. Indira Dutt (DIN: 00139883) be and is hereby re-appointed as Joint Managing Director of the Company for a period of 3 (three) years with effect from 1st July 2014 on the remuneration and terms and conditions as detailed below:

I	SALARY	Rs.500,000/- per month.
II	PERQUISITES	
	1. Housing	Free furnished accommodation.
	2. Medical Reimbursement	Rs. 20,000 Per annum or Rs. 60,000 In a block of three years, for self and family.
	3. Club Fees	Two clubs
	4. Personal Accident Insurance	As per Company Rules.
	5. Provident Fund	12% of salary as Provident Fund contribution
	6. Superannuation Fund/Annuity Fund	15% of salary as Superannuation Fund contribution
	7. Gratuity	In accordance with Payment of Gratuity Act, read with Company rules.
	8. Car and Telephone	Will be provided with one or more cars and one or more Mobile phones including hand held email devices and telephones at her residence or such other places as necessary for use in connection with the Company's business.
	9. Encashment of Leave.	Accumulated leave can be en-cashed at the end of the contract period.
	10. Leave travel concession.	Rs.20,000 pa
III	COMMISSION	Remuneration by way of commission on net profits in addition to salary and perquisites is also payable. The amount of salary, perquisites and commission in aggregate is subject to an overall ceiling of 3% of the net profits of the Company in a financial year computed in accordance with the provisions of Section 198 of the Companies Act, 2013.
IV	MINIMUM REMUNERATION	Where in any financial year during the currency of the tenure of the Joint Managing Director, the Company has no profits or its profits computed in accordance with Section 198 of the Companies Act 2013 are inadequate the Company will pay her remuneration by way of Salary and perquisites as specified above subject to the provisions of Schedule V of the Companies Act, 2013.

“FURTHER RESOLVED THAT the Board of Directors be and are hereby severally authorised to take such steps as the Board may consider necessary or expedient to give effect to this Resolution.”

Item No - 3

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Pursuant to Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act or any amendments thereto as may be agreed between the Board and Smt. Kavitha Dutt Chitturi), Smt. Kavitha Dutt Chitturi (DIN: 00139274) be and is hereby re-appointed as Executive Director of the Company for a period of 3 (three) years with effect from 1st October, 2014 on the remuneration and terms and conditions as detailed below (revision in remuneration is effective from 25th January 2014):

I	SALARY	200,000 per month in the scale of Rs.200,000 –Rs.250,000-Rs.300,000.
II	PERQUISITES	
	1. Housing	40% of salary per month will be HRA
	2. Medical Reimbursement	Rs.20,000 per annum or Rs.60,000 In a block of three years, for self and family.
	3. Car and Telephone	Will be provided with one or more cars and one or more Mobile phones including hand held email devices and telephones at her residence or such other places as necessary for use in connection with the Company's business.
	4. Club Fees	Two clubs
	5. Personal Accident Insurance	As per Company Rules.
	6. Provident Fund	12% of salary as Provident Fund contribution
	7. Superannuation Fund/Annuity Fund	15% of salary as Superannuation Fund contribution
	8. Gratuity	In accordance with Payment of Gratuity Act, read with Company rules.
	9. Encashment of leave	Accumulated leave can be en-cashed at the end of the contract period.
	10. Leave travel concession.	Rs.20,000 pa
III	COMMISSION	Remuneration by way of commission on net profits in addition to salary and perquisites is also payable. The amount of salary, perquisites and commission in aggregate is subject to an overall ceiling of 1.5% of the net profits of the Company in a financial year computed in accordance with the provisions of Section 198 of the Companies Act, 2013.
IV	MINIMUM REMUNERATION	Where in any financial year during the currency of the tenure of the Executive Director, the Company has no profits or its profits computed in accordance with Section 198 of the Companies Act 2013 are inadequate the Company will pay her remuneration by way of Salary and perquisites as specified above subject to the provisions of Schedule V of the Companies Act, 2013.

“FURTHER RESOLVED THAT the Board of Directors be and are hereby severally authorized to take such steps as the Board may consider necessary or expedient to give effect to this Resolution.”

Place : Chennai

For and on behalf of the Board of Directors

Dated: 11th August, 2014

(V.L.Dutt)
Chairman and Managing Director

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013, read with Companies (Management and Administration) Rules, 2014, setting out the material facts is annexed.
2. The Board of Directors has appointed Sri. R. Balasubramaniam, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner and to receive and scrutinize the completed Ballot Papers from the Members. The Postal Ballot Form and the self addressed business reply envelope are enclosed for use of the Members.
3. You are requested to read carefully the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) duly completed with the assent (for) or dissent (against), in the attached pre-paid envelope, so as to reach the Scrutinizer on or before 29th September, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of postal ballot will be announced at 3 P.M. on 30/09/2014, at the Registered Office of the Company “Ramakrishna Buildings”, 2, P.V.Churian crescent, Egmore, Chennai-600008. The results of the Postal Ballot will be posted on the website of the Company www.kcp.co.in, besides communicating to the Stock Exchanges where the company shares are listed.
4. In compliance with provisions of Section 108 of the Companies Act, 2013 and rules made there under read with Clause 35B of the Equity Listing Agreement, the Company is pleased to provide e-voting facility for its members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date being 22nd August, 2014. The instructions for Shareholders for e-voting are as under:

a) In case of Shareholders' receiving e-mail from NSDL:

- (i) Open e-mail and open PDF file viz; "The KCP Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login.
- (iv) Insert user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Evoting Cycles.

- (vii) Select "EVEN" of The KCP Limited.
- (viii) Now you are ready for e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) For the votes to be considered valid, the institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at balu_comsec@yahoo.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders' receiving Postal Ballot Form by Post

- (I) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
 - (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If shareholders are opting for e-voting, then do not vote by Physical Ballot or vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting both, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
 6. Shareholders who wish to be present at the time of declaration of the result may do so.
 7. All documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection at the Registered Office of the Company between 10.00 A.M. and 1.00 P.M. on working days up to 29th September, 2014.
 8. The Notice together with the accompanying Explanatory Statement is and may be treated as an abstract of the terms of appointment/variation in terms of appointment and memorandum of interest of Directors under Section 190 of the Companies Act, 2013.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 1

Dr. V.L.Dutt (DIN: 00143013) was appointed as Chairman and Managing Director of the Company on 23rd December, 2013 for a period of three years from 1st July, 2014.

The Remuneration Committee at their meeting held on 18th October, 2013, has recommended the remuneration as set out in the resolution against this item.

Dr. Dutt aged 76 years was educated in London, England and secured the Grad BIM Degree. Dr. V.L. Dutt is the Chairman of The K.C.P. Ltd, Fives-Cail KCP Ltd, KCP Vietnam Industries Limited. Apart from KCP Group, Dr. Dutt is a Director on the Board of DCM Shriram Industries Limited, and a Director of V Ramakrishna Sons Private Ltd.

Presently, he is the Honorary Consul General of the Republic of Turkey in Chennai, for the States of Tamilnadu, Kerala, Karnataka, Andhra Pradesh and Union Territory of Pondicherry.

Dr. V.L. Dutt has guided the affairs of the company for over 40 years during which period it has grown from strength to strength as would be seen from the figures of turnover, profits, dividends all of which have had steady and constant increases infusing confidence in all stakeholders including Banks, shareholders, customers etc. He has steered the company towards enhancing and stabilizing capacities in its manufacturing units and the affairs of the subsidiary and joint ventures in a professional manner to maximize value and profits.

His reappointment therefore is in the best interests of the company at this stage when it is looking to further growth and stability in a competitive business world.

Approval of the shareholders is therefore being sought for the re-appointment of Dr. V.L.Dutt as Chairman & Managing Director of the company for 3 years as per the terms and conditions and for the remuneration, as specified in the resolution.

The terms of appointment and remuneration as set out in the Resolution are in accordance with the applicable provisions of Companies Act, 2013 rules made there under read with Schedule V to the Companies Act, 2013.

Pursuant to Section 203 of the Companies Act, 2013 read with Articles of Association of the Company the same individual may at the same time, be appointed or reappointed as the Chairperson of the Company, as well as the Managing Director (CEO) of the Company.

Your Directors commend the resolution for your approval.

Dr.V.L. Dutt holds 60,05,569 Equity Shares in the Company

None of the Directors of the Company except Dr.V.L.Dutt, Chairman & Managing Director, Smt.V.L.Indira Dutt, Joint Managing Director and Smt.Kavitha Dutt, Executive Director, Key Managerial Persons of the Company and their relatives is/are concerned or interested in the resolution.

Item No. 2

Smt. V.L.Indira Dutt (DIN: 00139883) was appointed as Joint Managing Director of the Company on 23rd December, 2013 for a period of three years from 1st July, 2014.

The Remuneration Committee at their meeting held on 18th October, 2013, has recommended the remuneration as set out in the resolution against this item.

Smt. V.L. Indira Dutt aged 73 years is a B.A (Economics) from Madras University. Smt.V.L.Indira Dutt serves as Director of Fives Cail - KCP Limtied, Velagapudi foundation, KCP Vietnam Industries Limited and V Ramakrishna Sons Private Limited. Currently she serves as the President of Andhra Chamber of Commerce.

Smt. V. L .Indira Dutt with a bachelor's degree was the Executive Director of the company initially and appointed as Joint Managing Director from 01/10/1999. She has ably supported the Chairman & Managing Director in the general management of the affairs of the company and has personally contributed towards the growth and operations of the Cement Production Units at Macherla and Mukthiyala.

Her reappointment as Joint Managing Director is in the best interests of the company for steering the company towards further growth.

Approval of the shareholders is therefore being sought for the re-appointment of Smt. V.L. Indira Dutt as Joint Managing Director of the company for 3 years as per the terms and conditions and for the remuneration as specified in the resolution.

The terms of appointment and remuneration as set out in the Resolution are in accordance with the applicable provisions of Companies Act, 2013 rules made there under read with Schedule V to the Companies Act, 2013.

Your Directors commend the resolution for your approval.

Smt. V.L. Indira Dutt holds 30,64,479 Equity Shares in the Company

None of the Directors of the Company except Dr.V.L.Dutt, Chairman & Managing Director, Smt.V.L.Indira Dutt, Joint Managing Director and Smt.Kavitha Dutt, Executive Director, Key Managerial Persons of the Company and their relatives is/are concerned or interested in the resolution.

Item No. 3

Smt. Kavitha Dutt Chitturi (DIN: 00139274) was appointed as Executive Director of the Company on 23rd December 2013 for a period of 3 years with effect from 1st October, 2014

The Remuneration Committee at their meeting held on 18th October, 2013, has recommended the remuneration as set out in the resolution against this item.

Smt. Kavitha Dutt Chitturi aged 42 years is a graduate in Business Management from Cedar Crest College Allentown, Pennsylvania with specialization in International Business. She also holds a Post-Graduate Diploma in Human Resources from New York University (NYU).

Smt. Kavitha Dutt Chitturi serves as Director of V Ramakrishna Sons Private Ltd and KCP Vietnam Industries Limited. She is a Member of Young Presidents' Organization, (YPO) Madras Chapter, an International Organization based at USA and served as National President of FICCI Ladies Organization (FLO).

Smt. Kavitha Dutt Chitturi has been Executive Director of the company since 01/10/1999 and during this period she has significantly contributed at all levels of management including in particular overseeing new projects, financial and human resources management besides steering budgetary policies and review procedures for effective monitoring and follow up. Her continuance as Executive Director will help the company gain further momentum in its existing activities and also expanding its horizons by appropriate development for the future.

Approval of the shareholders is therefore being sought for the re-appointment of Smt. Smt. Kavitha Dutt Chitturi as Executive Director of the company for 3 years as per the terms and conditions and for the remuneration paid to her for the said period, as specified in the resolution.

The terms of appointment and remuneration as set out in the Resolution are in accordance with the applicable provisions of Companies Act, 2013 rules made there under read with Schedule V to the Companies Act, 2013.

Smt. Kavitha Dutt Chitturi holds 9,00,000 Equity Shares in the Company Your Directors commend the resolution for your approval.

None of the Directors of the Company except Dr.V.L.Dutt, Chairman & Managing Director, Smt.V.L.Indira Dutt, Joint Managing Director and Smt.Kavitha Dutt, Executive Director, Key Managerial Persons of the Company and their relatives is/are concerned or interested in the resolution.

Place : Chennai

For and on behalf of the Board of Directors

Dated: 11th August, 2014

(V.L. DUTT)

Chairman and Managing Director