



THE K.C.P. LIMITED

CIN: L65991TN1941PLC001128

"Ramakrishna Building", 2, Dr. P.V. Cherian Crescent, Egmore, Chennai - 600 008.

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

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 75th Annual General Meeting of the company will be held on Monday, 8th August, 2016 at 10.25 am at the Registered Office of the company at "Ramakrishna Buildings" No. 2, Dr. P.V. Cherian Crescent, Egmore, Chennai-600008, to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Financial statements for the year ended 31st March, 2016 together with the Reports of the Board of Directors and the Auditors thereon.
- 2) To confirm the interim dividend paid during the year 2015-16
- 3) To appoint a Director in the place of Smt.V.L.Indira Dutt (DIN: 00139883), Joint Managing Director of the Company who retires by rotation and, being eligible, offers herself for re-appointment and for the said purpose to consider and if thought fit, to pass the following resolution with or without modification(s) as an **Ordinary Resolution**.
"RESOLVED THAT Smt.V.L.Indira Dutt (DIN: 00139883), Joint Managing Director of the Company, who retires by rotation be and is hereby re-appointed as Director of the Company liable to retire by rotation"..
- 4) To ratify the appointment of the Statutory Auditors of the Company, for the said purpose to consider and if thought fit, to pass the following resolution with or without modification(s) as an **Ordinary Resolution**.
"RESOLVED THAT pursuant to Section 139 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014 M/s. Brahmayya & CO., Chartered Accountants, Vijayawada (Firm registration No.000513S) appointment as Statutory auditors of the company for the year 2016-17 be and is hereby ratified and their remuneration to be fixed by the Board of Directors on mutually agreed terms and conditions."

SPECIAL BUSINESS

- 5) To consider and pass the following resolution with or without modification/s as an Ordinary Resolution:
"RESOLVED THAT pursuant to Section 139 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, M/s. K.S. Rao & Co, Chartered Accountants, Hyderabad (Firm registration No.003109S), be and are hereby appointed as the Joint Auditors of the Company together with M/s. Brahmayya & CO., Chartered Accountants, Vijayawada (Firm registration No.000513S) the Auditors of the Company, from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the company at such remuneration as may be decided by the Board of Directors of the Company on mutually agreed terms and conditions."
- 6) To consider and pass the following resolution with or without modification/s as an Ordinary Resolution:
"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Cost Auditors appointed to conduct the audit of cost records maintained by the Company for the Financial Year 2016-17."

Sl.No	Name of the Cost Auditor	Product	Audit fees
1.	M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad	Cement	Rs. 3,50,000/- plus out-of pocket expenses.
2.	M/s. S. Mahadevan & Co, Cost Accountants, Chennai	Engineering	Rs. 1,50,000/- plus out-of pocket expenses.

- 7) To consider and pass the following resolution with or without modification/s as Special Resolution:
"RESOLVED THAT pursuant to Sections 196, 197,198, 200 and any other applicable provisions 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 Companies Act, 2013,or any amendments thereto as may be agreed between the Board of directors and Smt. V.L. Indira Dutt, the consent of the company be and is hereby accorded for the following revised remuneration of Smt. V.L. Indira Dutt, Joint Managing Director of the company with effect from 1st April 2016 for the remaining period of her tenure as Joint Managing Director of the company:

I	SALARY	Rs.900,000/- per month (excluding perquisites).
II	PERQUISITES	
	1. Medical Reimbursement	Rs. 20000 Per annum or Rs. 60000 in a block of three years, for self and family.
	2. Club Fees	Two clubs
	3. Personal Accident Insurance	As per Company Rules.

	4. Provident Fund	12% of salary as Provident Fund contribution
	5. Superannuation Fund / Annuity Fund	15% of salary as Super Annuation Fund contribution
	6. Gratuity	In accordance with Payment of Gratuity Act, read with Company rules.
	7. Car and Telephone	Will be provided with one or more cars and one or more Mobile phones including hand held email devises and telephones at her residence or such other places as necessary for use in connection with the Company's business.
	8. Encashment of Leave.	Accumulated leave can be encashed at end of the contract period.
	9. Leave travel concession.	Rs.20000 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 the 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 as amended.
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 the profits computed in accordance with Section 198 of the Companies Act 2013 are inadequate the Company will pay remuneration by way of Salary and perquisites as specified above subject to the provisions of Schedule V to 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 and to file necessary forms.”

8). To consider and pass the following resolution with or without modification/s as **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 196, 197, 198, 200 and any other applicable provisions 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 Companies Act, 2013, or any amendments thereto as may be agreed between the Board and Smt. Kavitha D Chitturi, the consent of the company be and is hereby accorded for the following revised remuneration of Smt. Kavitha D Chitturi Executive Director of the company with effect from 1st April 2016 for the remaining period of her tenure as Executive Director of the company:

I	SALARY	700,000 per month (excluding perquisites)
II	PERQUISITES	
	1. Housing	Free furnished accommodation/40% 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. Leave travel concession	Rs. 20,000 pa
	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. Car and Telephone	Will be provided with one or more cars and one or more Mobile phones including hand held email devises and telephones at her residence or such other places as necessary for use in connection with the Company's business.
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 the 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 as amended.
IV	MINIMUM REMUNERATION	Where in any financial year during the currency of the tenure of the Executive Director, the Company has no profits or the profits computed in accordance with Section 198 of the Companies Act 2013 are inadequate the Company will pay remuneration by way of Salary and perquisites as specified above subject to the provisions of Schedule V to 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 and to file necessary forms.”

9) To consider and pass the following resolution with or without modification/s as Special Resolution:

“**RESOLVED THAT** pursuant to Sections 196, 197, 198, 200 and any other applicable provisions 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 Companies Act, 2013, or any amendments thereto as may be agreed between the Board and Sri.V.Gandhi, the consent of the company be and is hereby accorded for the following revised remuneration of Sri.V.Gandhi, Technical Director of the company with effect from 1st April 2016 and to the payment of the following remuneration for the remaining period of his tenure as Technical Director of the company:

I	SALARY	700,000 per month (excluding perquisites).
II	PERQUISITES	
	1. Housing	Free furnished accommodation/40% 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. Leave travel concession	Rs. 20,000 pa
	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. Car and Telephone	Will be provided with one or more cars and one or more Mobile phones including hand held email devises and telephones at her residence or such other places as necessary for use in connection with the Company's business.
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 the 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 as amended.
IV	MINIMUM REMUNERATION	Where in any financial year during the currency of the tenure of the Executive Director, the Company has no profits or the profits computed in accordance with Section 198 of the Companies Act 2013 are inadequate the Company will pay remuneration by way of Salary and perquisites as specified above subject to the provisions of Schedule V to the Companies Act, 2013.

Notes:

1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.

2) **Proxies:**

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting

A Proxy Form is annexed to this Report. Proxies submitted on behalf of the companies, societies, etc. must be supported by an appropriate resolution / authority, as applicable.

3) Members/Proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.

4) The Annual Report of the company and other documents proposed to be sent through e- mail would also be made available on the Company's website at www.kcp.co.in.

5) Register of Directors and key managerial personnel and their shareholding maintained under section 170 of the companies Act, 2013 will be available for inspection by the members at the meeting.

- 6) Register of contracts or arrangements in which directors and Key managerial personnel are interested Maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the registered office of the Company
- 7) Pursuant to the provisions of Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will remain closed from 1st August, 2016 to 8th August, 2016 (both days inclusive).
- 8) Pursuant to the provisions of Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in prescribed Form (which will be made available on request) to the Registrar and Share Transfer Agents.
- 9) Members must quote their Folio Number/ Demat Account number and contact details such as email address, contact number etc in all correspondence with the Company/Registrar and Share Transfer Agents.
- 10) Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically by sending an e-mail with RTA (yuvraj@integratedindia.in) or with the Company (investor@kcp.co.in).
- 11) **E-Voting:**
 - (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (LODR) Regulations, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - (ii) The facility for voting through ballot shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through Ballot.
 - (iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again
 - (iv) The Company has engaged the services of National Securities Depository Limited (NSDL) as the Agency to provide e-voting facility
 - (v) The Board of Directors of the Company has appointed Sri. R. Balasubramaniam (FCS: 2397), Company Secretary in practice as Scrutinizer to scrutinise the Ballot and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

(vi) Instructions and other information relating to remote e-voting:

- A. In case a member receives an e-mail from NSDL** [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:
 - (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: 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 numerals 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 E-voting 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.
 - (xiii) However, if you are already registered with NSDL for e-voting, you can use your existing User ID and password for casting your vote.
 - (xiv) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- B. In case a member receives physical copy of the Notice by Post** [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

(i) Initial Password is provided, as follows, at the bottom of the Attendance Slip.

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

(ii) Please follow the steps above, to cast your vote.

(iii) The Remote e-voting period commences from 9.00am (IST) on 04/08/2016 and ends on 5pm (IST) on 07/08/2016.

(iv) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by National Securities Depository Limited (NSDL) upon expiry of aforesaid period.

(v) The Scrutinizer, after scrutinising the votes cast at the meeting (Ballot) and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.kcp.co.in and on the website of NSDL <https://www.evoting.nsdl.com>.

(vi) The results shall simultaneously be communicated to the Stock Exchanges.

(vii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e 8th August, 2016.

(viii) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at NSDL website [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com).

12) Payment of dividend through ECS:

We recommend to our valued shareholders to make use of Electronic Clearing Services (ECS) / National Electronic Clearing Services (NECS Scheme) of Reserve Bank of India (RBI) for dividend payment. A shareholder availing this Scheme can receive dividend directly into his/her bank account and avoid hassles relating to handling of physical warrants besides elimination of risk of loss in postal transit/fraudulent encashment of warrants. In view of the conveniences which ECS/NECS offer, we request you to register the same by sending a duly signed request letter along with a cancelled cheque to our Registered office/ Registrar & Share Transfer Agents M/s Integrated Enterprises (India) Limited for shares held in physical form. In case shares are held in electronic form, the same may be registered with your Depository Participant (DP)..

13) Members are requested to address all correspondences, including dividend matters to the Registrar & Share Transfer Agents, Integrated Enterprises (India) 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, email yuvraj@integratedindia.in.

14) Shareholders who have not yet en-cashed their dividend warrants for the years 2008-16 may approach the Company for Revalidation, issue of duplicate warrants etc quoting the Folio Number/Client ID. Please note that as per section 125 of the Companies Act, 2013 dividend which remains unpaid/unclaimed over a period of 7 years has to be transferred by the company to the Investor Education & protection Fund (IEPF).

Information in respect of such unclaimed dividend and the due date for transfer (immediately) to the IEP Fund is given below:-

Financial Year	Type of Dividend	Dividend Declaration Date (AGM date/BM date for interim)	Due date for remittance to IEPF (7 years)
2008-09	Final Dividend	27-Jul-09	27-Jul-16
2009 - 10	First interim Dividend	17-Aug-09	17-Aug-16
	Second interim Dividend	29-Oct-09	29-Oct-16
	Third interim Dividend	28-Jan-10	28-Jan-17
	Final Dividend	28-Jul-10	28-Jul-17
2010-11	First interim Dividend	26-Aug-10	26-Aug-17
	Second interim Dividend	27-Oct-10	27-Oct-17
	Third interim Dividend	24-Jan-11	24-Jan-18
	Final Dividend	27-Jul-11	27-Jul-18
2011-12	First interim Dividend	30-Aug-11	30-Aug-18
	Second Interim Dividend	7-Nov-11	7-Nov-18
	Third interim Dividend	6-Feb-12	6-Feb-19
	Final Dividend	13-Aug-12	13-Aug-19
	70th Year Special Dividend	13-Aug-12	13-Aug-19
	First interim Dividend	17-Sep-12	17-Sep-19
2012-13	Second interim Dividend	25-Oct-12	25-Oct-19
	Final Dividend	8-Aug-13	8-Aug-20
2013-14	Final Dividend	11-Aug-14	11-Aug-21
2014-15	Final Dividend	12-Aug-15	12-Aug-22
2015-16	Interim Dividend	10-Mar-15	10-Mar-22

- 15) Members seeking any information relating to the Accounts may write to the Company at "Ramakrishna Buildings" 2 Dr. P.V. Cherian Crescent, Egmore, Chennai-600008, Ph No.044-66772622, Fax No.044-66772620, email :investor@kcp.co.in, for the attention to Company Secretary at least seven days before the date of the Annual General Meeting.
- 16) All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours between 11.00 a.m. and 1.00 p.m. except in holidays up to and including the date of the Annual General Meeting of the Company

For and on behalf of the Board of Directors

Place: Chennai

Date: 27th May, 2016

(V.L. DUTT)

Chairman and Managing Director

Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 annexed to and forming part of the Notice dated 27th May, 2016:

ITEM NO. 5

Pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules, 2014 M/s. Brahmayya & CO., Chartered Accountants, Vijayawada, statutory auditors of the company are going to retire by rotation in 76th Annual General Meeting of the company and it is proposed to appoint M/s. K.S. Rao & Co, Chartered Accountants, Hyderabad (Firm registration No.003109S) as Joint Auditors of the company to hold office along with the Statutory Auditors of the Company from conclusion of this meeting till conclusion the next Annual General meeting of the company.

A Special Notice under Section 115 of the Companies Act, 2013 has been received from a Shareholder proposing the name of M/s. K.S. Rao & Co, Chartered Accountants, Hyderabad as Joint Auditors of the Company who have conveyed their eligibility and willingness for such appointment.

Your Directors recommend the resolution for your approval.

None of the Directors, Key Managerial Persons of the Company and their relatives is/are concerned or interested in the resolution.

ITEM NO. 6

Ratification/Confirmation of the remuneration of the Cost Auditors:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017 on remuneration as set out in the table below:

Sl.No	Name of the Cost Auditor	Product	Audit fees
1.	M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad	Cement	Rs. 3,50,000/- plus out-of pocket expenses.
2.	M/s. S. Mahadevan & Co, Cost Accountants, Chennai	Engineering	Rs. 1,50,000/- plus out-of pocket expenses.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors

Your Directors recommend the resolution for your approval.

None of the Directors, Key Managerial Persons of the Company and their relatives is/are concerned or interested in the resolution.

ITEM Nos 7, 8 and 9:

Revision in monthly remuneration of Smt.V.L.Indira Dutt, Joint Managing Director, Smt. Kavitha D Chitturi, Executive Director and Sri.V.Gandhi, Technical Director of the Company.

The Shareholders of the company have approved the appointment and Remuneration for Smt.V.L.Indira Dutt, Joint Managing Director(JMD), Smt.Kavitha Dutt Chitturi, Executive Director(ED) and Sri.V.Gandhi, Technical Director (TD) of the Company on 23rd December, 2013 for a period of 3 years by way of postal ballot

On the eve of 75th year of the company the management has revised the salary structure of the employees and eventually monthly salaries of some of the executives of the company has crossed the salaries of the JMD, ED, TD and to align the monthly salaries of JMD, ED, TD with the executives' salaries, it is proposed to revise the salary structure (monthly salaries) of Joint Managing Director (JMD), Executive Director(ED) and Technical Director (TD) of the company with effect from 1st April, 2016.

The Remuneration of Smt.V.L.Indira Dutt, Joint Managing Director(JMD), Smt.Kavitha Dutt Chitturi, Executive Director(ED) and Sri.V.Gandhi, Technical Director (TD) of the Company before and after the revision as approved by the Board of Directors on the recommendations of Nomination and Remuneration committee of the company is detailed in below given table.

Continued in next page.

Sl.No	Details	JMD Pr e- revision	Post - revision	ED Pre - revision	Post - revision	TD Pre - revision	Post - revision
I	Salary	500,000	900,000*	300,000	700,000*	300,000	700,000*
II	Perquisites						
1.	Housing	-	-	Free furnished accommodation /40% of salary per month will be HRA	No change	Free furnished accommodation / 40% Salary per another will be HRA.	No change
2.	Medical reimbursement	Rs. 20000 Per annum or Rs. 60000 In a block of three years, for self and family.	No change	Rs.20000 per annum or Rs.60000 In a block of three years, for self and family.	No Change	Rs.20000 per annum or Rs.60000 In a block of three years, for self and family.	No change
3.	Club fees	Two Clubs	No change	Two Clubs	No change	Two clubs	No change
4.	Personnel Accident insurance	As per Company Rules		As per Company Rules		As per Company Rules	No change
5.	Provident Fund	12% of Salary as PF contribution	No change	12% of salary as Provident Fund contribution	No change	12% of salary as Provident Fund contribution	No change
6.	Superannuation Fund/ Annuity Fund	15% of salary as Super Annuation Fund contribution	No change	15% of salary as Superannuation Fund contribution	No change	15% of salary as Superannuation Fund contribution	No change
7.	Gratuity	In accordance with payment of Gratuity Act, read with Company Rules.	No Change	In accordance with Payment of Gratuity Act, read with Company rules	No change	In accordance with Payment of Gratuity Act, read with Company rules.	No change
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..	No change	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.	No change	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.	No change
9.	Encashment of leave	Accumulated leave can be encashed at end of the contract period.	No change	Accumulated leave can be encashed at the end of the contract period	No change	Accumulated Leave can be en-cashed at the end of the contract period.	No change
10.	Leave travel concession	Rs.20000 pa	No change	Rs.20000 pa	No change	Rs.20,000 p.a.	No change
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 the overall ceiling of 3% of the net profits of the Company in a financial year computed in accordance with the Section 198 of the Companies Act, 2013 as amended..	No change	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 the overall ceiling of 1.5% of the net profits of the Company in a financial year computed in accordance with the Section 198 of the Companies Act, 2013 as amended.	No change	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 the overall ceiling of 1.5% of the net profits of the Company in a financial year computed in accordance with the Section 198 of the Companies Act, 2013 as amended.	No change
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 the profits computed in accordance with Section 198 of the Companies Act, 2013 are inadequate the Company will pay remuneration by way of Salary and perquisites as specified above subject to the provisions of Schedule V of the Companies Act, 2013 as amended.	No change	Where in any financial year during the currency of the tenure of the Executive Director, the Company has no profits or the profits computed in accordance with Section 198 of the Companies Act 2013 are inadequate the Company will pay remuneration by way of Salary and perquisites as specified above subject to the provisions of Schedule V of the Companies Act, 2013 as amended..	No change	Where in any financial year during the currency of the tenure of the Technical Director, the Company has no profits or the profits computed in accordance with Section 198 of the Companies Act 2013 are inadequate the Company will pay remuneration by way of Salary and perquisites as specified above subject to the provisions of Schedule V of the Companies Act, 2013 as amended.	No change

* The above monthly salaries excludes Perquisites

The revised remuneration of JMD, ED and TD are within the overall limits approved by the Board of Directors on 18th October 2013 on the recommendations of Remuneration committee and sanctioned by the Shareholders of the company by way of postal ballot on 23rd December, 2013 and the same are within the limits prescribed by the Companies Act, 2013 and Rules made there under as amended.

At the request of Dr.V.L.Dutt, Chairman and Managing Director of the company,his remuneration was not considered for revision.

Your Directors recommend the resolution for your approval.

Except Dr.V.L.Dutt, Chairman and Managing Director, Smt.V.L.Indira Dutt, Joint Managing Director (JMD), Smt.Kavitha Dutt Chitturi, Executive Director(ED) and Sri.V.Gandhi, Technical Director (TD) of the Company, None of the Directors, Key Managerial Persons of the Company and their relatives is/are concerned or interested in the resolution.

For and on behalf of the Board of Directors

Place: Chennai
Date: 27th May, 2016

(V.L. DUTT)
Chairman and Managing Director

Details of the Director seeking re-appointment / appointment at the Annual General Meeting

Name of Director	V.L. Indira Dutt
Date of Birth	14.09.1940
Date of Appointment	10.10.1999
Qualification	B.A. (Economics)
List of outside Chairmanships / Directorships held	Director in Fivescail KCP Limited, KCP Vietnam Industries Limited and Ramakrishna Sons Private Limited.
Chairman / Member of the Committee of the Board of Directors of the Company.	Chairperson of CSR Committee of the Company and Member of Risk Management Committee and Finance Committee of the Company.
Shareholding in the Company	3064479

Route Map for the venue of 75th Annual General Meeting of the Company.

