

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

NOTICE

NOTICE IS HEREBY GIVEN that the **80th Annual General Meeting of the company** will be held on Friday, the **3rd September 2021 at 10.15 a.m.** at the Registered Office of the company at “Ramakrishna Buildings” No. 2, Dr. P.V.Cherian Crescent, Egmore, Chennai-600008, through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General circular No. 20/2020, 14/2020 and 17/2020 dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 and Circular No. 02/2021 dated January 13, 2021 respectively, to transact the following business:

ORDINARY BUSINESS

Item No. 1:

Adoption of Audited Financial Statements

To receive, consider and adopt:

(a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2021, together with the Reports of the Directors and the Auditors thereon; and

(b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2021 and the Report of the Auditors thereon.

Item No. 2:

Declaration of Dividend

To consider, declaration of Dividend for the year 2020-21

Item No. 3:

To appoint a Director in place of Sri. V. Chandra Kumar Prasad (DIN: 008744154), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 4:

4. To appoint a Director in place of Dr. Subbarao Vallabhaneni (DIN: 008746927), who retires by rotation and being eligible, offers himself for re-appointment

Item No. 5:

To appoint a Director in place of Sri. Ravi Chitturi (DIN: 00328364), who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESS

Item No. 6:

Ratification of the remuneration of the Cost Auditors viz. M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad and M/s. S. Mahadevan & Co, Cost Accountants, Chennai for the financial year ending 31st March, 2022.

To consider and if thought fit, to pass the following resolution 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 2021-22.”

Sl. No	Name of the Cost Auditor	Product	Audit fees
1.	M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad	Cement	Rs. 7,00,000/- plus out-of pocket expenses and applicable taxes
2.	M/s. S. Mahadevan & Co, Cost Accountants, Chennai	Engineering Products	Rs.3,00,000/- plus out-of pocket expenses and applicable taxes.

Item No. 7:

Appointment of the Statutory Auditors of the company

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

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. K.S. Rao & Co., Chartered Accountants, Hyderabad (Firm Regn. No. 003109S) be and are hereby re-appointed as Statutory Auditors of the Company for a second term of 5 (five) consecutive years to hold the office from the conclusion of this 80th Annual General Meeting till the conclusion of 85th Annual General Meeting of the Company, on such remuneration and terms and conditions as set out in the explanatory statement to this notice and further increment (s) if any, as may be recommended by the Audit committee and approved by the Board of Directors of the company.

Notes:

1. In view of the continuing restrictions on the movement of people at several places in the country, due to the outbreak of COVID-19 and pursuant to General Circular

Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021, respectively issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars") read with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated 12th May, 2020 and 15th January, 2021, respectively issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members.

In compliance with the provisions of the Act, Listing Regulations, MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis.

This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.

For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.

The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kcp.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 31st August, 2021 at 09.00 A.M (IST). and ends on 2nd September, 2021 at 05.00 P.M (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e, 27th August, 2021 may cast their vote electronically. 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 27th August, 2021.

How do I vote electronically using NSDL e-Voting system?





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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed 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 in order 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.nsd.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 or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>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> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 and joining virtual meeting 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 e-services 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.**

- (6). If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- 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.
 - Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - 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?

- 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.
- 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”.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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. 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.
- It is strongly recommended not to 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.
- 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@kcp.co.in.
- In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@kcp.co.in. 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 joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
7. The Board of Directors have appointed Sri. Balu Sridhar, Partner, AK Jain & Associates, Company Secretaries, Chennai or failing him, Sri. Pankaj Mehta, Partner, AK Jain & Associates, Company Secretaries, Chennai as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
8. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC / OAVM. The e-voting window shall be activated upon instructions of the Chairperson of the AGM during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform and no separate login is required for the same.
9. The results declared along with the Scrutinizer's report will be forwarded to BSE Limited and National Stock Exchange of India Limited and simultaneously be uploaded on the Company's website www.kcp.co.in.

10. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

11. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**.

After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note

that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (investor@kcp.co.in). The same will be replied by the company suitably.
6. Shareholders who would like to express their views or ask questions during the AGM may register themselves **as a speaker** by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, mobile number at vijaycs@kcp.co.in in on or before 5.00 PM (IST) on 31/08/2021. Those Members who have registered themselves **as a speaker will only be allowed to express their views/ask questions during the AGM**. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

12. BOOK CLOSURE:

The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 28th August, 2021 to Friday, 3rd September, 2021 (both days inclusive) for the purpose of payment of dividend, if any, approved by the Members.

13. PAYMENT OF DIVIDEND:

The dividend, as recommended by the Board of Directors, if approved at the AGM, will be paid on or before 2nd October, 2021 to those Members, whose names appear on Company's Register of Members on 27th August, 2021 in respect of physical shareholders and whose names appear in the list of beneficial owners on 27th August, 2021 furnished by NSDL and CDSL for this purpose.

- (1) The Company shall make the payment of dividend to those Members directly in their bank accounts whose bank account details are available with the Company and those who have given their mandate for receiving dividends directly in their bank accounts through the Electronic Clearing Service

("ECS") / National Electronic Clearing Service ("NECS").

- (2) In case, the Company is unable to electronically transfer the dividend to any Member due to non-availability of their bank account details, the Company shall dispatch the dividend warrants to them by post.
- (3) In order to be able to receive the dividend amount expeditiously and also eliminate the risks associated with fraudulent encashment of warrants, Members are advised to avail of the facility for receipt of dividend through ECS / NECS.
- (4) Members holding shares in electronic form are requested to contact their respective DPs for availing ECS / NECS facility.
- (5) Members holding shares in physical form are requested to download the ECS form from the company website www.kcp.co.in and the same duly filled up and signed along with a photocopy of a cancelled cheque may be sent to the Company or to Registrar & Share Transfer Agents.
- (6) Members who hold shares in electronic form and want to change / correct the bank account details should send the same immediately to their concerned DP and not to the Company. Members are also requested to give the MICR Code of their bank to their DPs. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered, as will be furnished by the Depositories to the Company.
- (7) The Listing Regulations provides for companies to use any of the approved electronic payment facility such as ECS, NECS or RTGS etc. for making payments to Members. The Company or Registrar & Share Transfer Agents is required to maintain bank details of their members as follows:
 - for Members holding securities in dematerialised form, the Company shall seek relevant bank details from the Depositories.
 - for Members holding securities in physical mode, the Company shall maintain updated bank details from their end.
- (8) To avoid the incidence of fraudulent encashment of dividend warrants, Members are requested to intimate the Company under the signature of the Sole / First Joint holder, the following information, so that the bank account number and name and address of the bank can be printed on the dividend warrants:
 - Name of Sole / First Joint holder and Folio number.

- Particulars of bank account, viz.

- i) Name of bank
 - ii) Name of branch
 - iii) Complete address of bank with Pincode
 - iv) Account type, whether Savings (SB) or Current Account (CA)
 - v) Bank Account Number
- (9) Further, in case Members have not updated their bank account details, please do so by sending a copy of a cancelled cheque leaf (self-attested), with name, bank account number, bank address and IFSC code printed thereon. In case the cheque leaf does not contain the aforesaid details, please submit a copy of the first page of the bank account passbook showing the aforesaid details, duly attested and signed by the bank manager.

14. DEDUCTION OF TAX AT SOURCE ON DIVIDEND:

Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source updating in the link <https://www.integratedindia.in/ExemptionFormSubmission.aspx> by 11:59 p.m. IST on 31/08/2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending in the link <https://www.integratedindia.in/ExemptionFormSubmission.aspx>. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on 31/08/2021.

15. UNPAID DIVIDEND AND TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND ("IEPF") ACCOUNT:

- (1) Pursuant to the provisions of Section 124 of the Act, the unpaid / unclaimed dividend for the financial year 2012-2013 has been transferred by the Company to the IEPF established by the Central Government.
- (2) In compliance with the Investor Education and

Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has already transferred equity shares pertaining to the financial year 2012-2013 to the IEPF Suspense Account, after providing necessary intimations to the relevant Members.

- (3) Details of unpaid / unclaimed dividend and equity shares for the financial year 2012-2013 are uploaded on the website of the Company as well as that of the MCA. No claim shall lie against the Company in respect of unclaimed dividend amount and equity shares transferred to the IEPF and IEPF Suspense Account, respectively, pursuant to the IEPF Rules. Members can however claim both the unclaimed dividend amount and the equity shares from the IEPF Authority by making applications in the manner provided in the IEPF Rules.
- (4) In terms of the provisions of Section 124(5) of the Act, dividend for the financial year 2013-2014 and the dividends for the subsequent years, which remain unpaid or unclaimed for a period of seven years will be transferred to IEPF.

Further, in terms of the provisions of the IEPF Rules, equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more from the date of declaration will also be transferred to an account viz. IEPF Suspense Account, which is operated by the IEPF Authority in terms of the IEPF Rules.

- (5) Members, who have so far not encashed their dividend relating to the financial year 2013-2014 are requested to do so by 30th September, 2021 by writing to the Secretarial Department at the Registered Office of the Company or to Registrar & Share Transfer Agents, failing which the dividend and the equity shares relating thereto will be transferred to the IEPF and the IEPF Suspense Account respectively.

16. GENERAL:

- (1) Members are requested to notify immediately any change of address:
- to their DPs in respect of the shares held in electronic form, and
 - to the Company or Registrar & Share Transfer Agents, in respect of the shares held in physical form together with a proof of address viz. Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.
- (2) Non-resident Indian Members are requested to inform the Company or Registrar & Share Transfer Agents or to the concerned DPs, as the case may be, immediately:
- the change in the residential status on return to India for permanent settlement.

- the particulars of the NRE Account with a Bank in India, if not furnished earlier.
- Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or Registrar & Share Transfer Agents quoting their Folio number or their Client ID number with DP ID number, as the case may be.

- (3) Members who are holding shares in identical order of names in more than one folio are requested to consider consolidating the different folios into one.

Post consolidation, the number of shares would remain the same.

To enable the Company, consolidate the folios, kindly send the following, under a covering letter, addressed to Registrar & Share Transfer Agents:

- share certificate(s)
- copy of PAN Card(s) of all the Members
- Member's email ID and mobile number

Upon receipt of the above documents, the Company will consolidate the holdings and return the share certificate(s) with necessary endorsements on the reverse thereof. The Member's email ID, mobile number and bank account will be updated in the Company's record. This will not only facilitate speedy communication but also result in faster disbursement of future dividend. Moreover, the possibility of loss / misplacement of dividend warrants will also be eliminated.

As a subsequent step, it is also recommended that Members consider migrating their shareholding to the electronic mode.

- (4) Depository System

- The Company has entered into agreements with the Depositories. The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
- With effect from 1st April, 2019, the Company has stopped effecting transfer of securities in physical form.
- Members are therefore requested to demat their physical holding for any further transfer. Members can however continue to make request for transmission or transposition of

securities held in physical form.

- (5) As per the provisions of Section 72 of the Act, facility for making nominations is now available to INDIVIDUALS holding shares in the Company.

Members holding shares in physical form may obtain the Nomination Form from the Company's Secretarial Department at its Registered Office or Registrar & Share Transfer Agents or can download the form from the company website www.kcp.co.in.

Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.

- (6) The annual accounts of the Company's subsidiary company and the related information is placed on the company website and shall be made available to Members seeking such information at any point of time.

In terms of the Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or Registrar & Share Transfer Agents in the following cases viz. deletion of name, transmission of shares and transposition of shares.

For and on behalf of the Board of Directors

	(Dr.V.L. INDIRA DUTT)
Place: Chennai Date: 25th June, 2021	Chairperson & Managing Director

Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 annexed to and forming part of the Notice dated 25th June, 2021:

ITEM NO. 6

Ratification of the remuneration of the Cost Auditors:

The Board of Directors of the company, 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, 2022 on remuneration as set out in the resolution:

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 being 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 No.7

Appointment of Statutory Auditors:

M/s K.S.Rao & Co., Chartered Accountants, Hyderabad (Firm Regn. No. 003109S) who were appointed as Statutory Auditors of the Company hold the office up to the conclusion of this 80th Annual General Meeting. Thus, the appointment of Statutory Auditors for a second term of 5 (five) consecutive years has been put up for the approval of members at item No.7 of the Notice.

Terms and Conditions of Re-appointment are as under:

Term of Appointment:

5 years from the conclusion of this 80th AGM till the conclusion of 85th AGM of the Company.

Proposed Fees:

Fixed Remuneration for Statutory Audit of Rs.20 Lakhs plus applicable taxes, travelling and other out-of-pocket expenses incurred by them in connection with the statutory audit of the Company. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by M/s K.S.Rao & Co., during their association with the Company and is also in line with the industry benchmarks.

The fees for services in the nature of limited review, statutory certifications and other professional work will be in addition to the audit fee as above and will be decided by the management in consultation with the Auditors and further increment(s), if any in remuneration of statutory Auditors will be made as recommended by the Audit committee and approved by the Board of Directors of the Company.

Credentials:

M/s K.S.Rao & Co., is a firm of Chartered Accountants formed in the year 1976 with Hyderabad being its head office. It has branch offices in Vijayawada, Chennai, and Bengaluru.

The firm comprises experts specializing in Assurance, Risk, Tax advisory and Transaction services.

The firm not only works with its audit clients, but it has also rendered one-off engagements in implementing IND AS framework, evaluation of Internal Financial Controls etc. for large companies.

Presently, there are 14 partners across 4 locations.

Accordingly, consent of the Members is sought for the re-appointment of M/s K.S.Rao & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the Company.

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.

For and on behalf of the Board of Directors

(Dr.V.L. INDIRA DUTT)

Place: Chennai Chairperson & Managing Director
Date: 25th June, 2021

Profile of the Directors proposed to be re-appointed at the Annual General Meeting

(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. Vasireddy Chandrakumar	Dr. Subbarao Vallabhaneni	Sri. Ravi Chitturi
DIN	008744154	008746927	00328364
Date of Birth and Age	13/01/1943 (77 years)	05/01/1947 (74 years)	17/11/1965 (55 years)
Qualifications	M.S. in Management Science from Stevens Institute of Technology, USA.	MBBS from Andhra University. Certified General Surgery from St. Joseph Hospital & medical Centre, NJ USA.	B.E. (Mechanical) from Anna University and MS (Computer Science from Alabama A& m University, USA.
Experience and expertise in specific functional area	Worked with BUITONI Foods in USA. Later called as NESTLE for 22 years.	In Private Practice for 31 years.	Worked with Madras Engg. Industries Ltd and Sr. Tech. Analyst with Republic of New York Corporation. He was the MD of KCP Technologies Ltd.
Shareholding in the Company as on date of Notice	1000	116130	-
Details of remuneration last drawn	-	-	-
Details of proposed remuneration	Sitting fees for attending the meetings.	Sitting fees for attending the meetings.	Sitting fees for attending the meetings.
Inter-se relationships between • Directors; • Manager; • Key Managerial Personnel	Brother of Dr. V.L. Indira Dutt, Chairperson and Managing Director of the Company.	Relative of Dr. V.L. Indira Dutt, Chairperson & Managing Director of the Company.	Husband of Smt. V. Kavitha Dutt, Joint Managing Director of the company
Number of Meetings of the Board attended during FY 2020 – 21 as on date of Notice	4	4	4
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of The KCP Limited	Risk Management Committee - Member (w.e.f. 25/06/2021)	-	Risk Management Committee - Member and Innovation and best practices committee - Member (w.e.f. 25/06/2021)
Other Companies in which he is a Director	Fives-cail KCP Limited - Director	BGE Global (INC), USA - Director	1. KCP Technologies Limited - Director 2. KCP Vientam Industries Ltd - Director 3. Bridgeway Engineering India Pvt Ltd - Director
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of other companies in which she is a Director	-	-	-