



The KCP Limited

“Ramakrishna Buildings”,
 2, Dr. P.V. Cherian Crescent, Egmore, Chennai - 600 008. India
 Phone: +91 44 66772600 | Fax: 66772620 | E-Mail: investor@kcp.co.in | www.kcp.co.in
 CIN: L65991TN1941PLC001128

NOTICE is hereby given that the **83rd Annual General Meeting of the company** will be held on Thursday, the **22nd August 2024 at 11.00 AM (IST)** 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”), to transact the following business:

Ordinary Business

Adoption of Audited Annual Financial Statements for the year 2023-24.

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 2023-2024 and the Reports of the Board of Directors and Auditors thereon.

2. Declaration of Dividend

To consider, declaration of Dividend for the year 2023-2024

Appointment of Directors retiring by rotation

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.

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

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:

6.. Ratification of remuneration to Cost Auditors for Financial Year ended 31st March, 2025:

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014,

(including any statutory modification(s) or re-enactment thereof for the time being in force), the following remuneration payable to M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad (Firm Registration No.000042) and M/s Mahadevan & Co., Cost Accountants, Chennai (Firm Registration No. 000007), the Cost Auditors appointed by the Board of Directors on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2025, be and is hereby ratified.”

No	Name of the Cost Auditor	Product	Audit fees
1.	Narasimha Murthy & Co., Cost Accountants, Hyderabad	Cement	Rs. 8,50,000/- plus out-of pocket expenses and applicable taxes
2.	S. Mahadevan & Co, Cost Accountants, Chennai	Engi neering	Rs.3,00,000/- plus out-of pocket expenses and applicable taxes.

NOTES:

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out material facts concerning the business under Item Nos. 6 of the Notice, is annexed hereto and forms part of this Notice.
- The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2023 dated 25th September, 2023 (MCA Circulars), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till 30th September, 2024.

In compliance with the provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (Listing Regulations) and MCA Circulars, the 83rd AGM of the Company shall be conducted through VC/OAVM National Securities Depository Limited (NSDL) will be providing facilities in respect of:

- (a) voting through remote e-voting;
- (b) participation in the AGM through VC/OAVM facility;
- (c) e-voting during the AGM.

The procedure for participating in the meeting through VC/OAVM is explained at Note No. 18 below and is also available on the website of the Company at www.kcp.co.in.

3. As the AGM would be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice and Institutional / Corporate Members are entitled to appoint authorised representatives to attend, participate at the AGM through VC / OAVM and cast their votes through e-voting. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board resolution/Letter authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutinizer at akjainassociates@gmail.com and to evoting@nsdl.co.in.
4. In accordance with the circulars issued by MCA and SEBI, the Notice of the 83rd AGM along with the Annual Report for the Financial Year (FY) 2023-24 is being sent by electronic mode to Members whose e-mail ids are registered with the Company or the Depository Participants (DPs).
5. Those Members who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card, and self-attested copy of any document (e.g. Driving License, Voter Identity Card, Passport) in support of the address of the Member, to the RTA /Company at yuvraj@integratedindia.in or investor@kcp.co.in.
6. Members holding shares in dematerialised (demat) mode are requested to register/update their e-mail ids with their relevant DPs. In case of any queries/ difficulties in registering the e-mail ids, Members may write to the RTA /Company at yuvraj@integratedindia.in or investor@kcp.co.in.
7. The Notice of the 83rd AGM along with Annual Report for the FY 2023-2024, is available on the website of the Company at www.kcp.co.in, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at www.evoting.nsdl.com.
8. Physical copy of the Annual Report for the FY 2023-2024 (including the Notice of the 83rd AGM) shall be sent only to those Members who specifically request for the same. Accordingly, Members who wish to obtain a physical copy of the Annual Report for the FY 2023-2024, may write to the Company at investor@kcp.co.in or yuvraj@integratedindia.in requesting for the same by providing their holding details..
9. Members may join the 83rd AGM through VC/ OAVM facility by following the procedure as mentioned below which shall be kept open for the members from 10:30 A.M. (IST) i.e. 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/ OAVM facility 30 minutes after the scheduled time to start the AGM.
10. Members may note that the VC/ OAVM facility provided by NSDL, allows participation of at least one thousand members on a first-come-first-served basis. The large members (i.e. members 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. can attend the AGM without any restriction on account of first-come-first-served basis.
11. Attendance of the members participating in the 83rd AGM through VC/ OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be available on the website of the company www.kcp.co.in and during the AGM, the Register

of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon login at NSDL e-Voting page at <https://www.evoting.nsdl.com>.

13. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars, as amended, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the 83rd AGM and facility for those members participating in the AGM to cast vote through e-Voting system during the AGM. For this purpose, NSDL will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/ OAVM facility and e-Voting during the AGM. Members may note that NSDL may use third party service provider for providing participation of the members through VC/ OAVM facility.
14. The Company has appointed Sri. Balu Sridhar (FCS 5869 and CP No. 3550), or failing him Sri. Pankaj Mehta (ACS 29407 and CP No. 10598), partners, M/s A.K.Jain & Associates, Company Secretaries, Chennai to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.

15. Remote e-voting - Key Dates:

<p>Cut-off date</p> <p>The date, one day prior to the commencement of book closure, for determining the Members who are entitled to vote on the resolutions set forth in this Notice</p>	<p>Thursday 15th August 2024</p>
<p>Book closure dates</p> <p>Period during which the Register of Members and Share Transfer Books of the Company shall remain closed</p>	<p>Friday 16th August 2024 to Thursday 22nd August 2024 (both days inclusive)</p>

Remote e-voting period

Period during which Members, as on the cut-off date, may cast their votes on electronic voting system from any location

Start Date and Time

**Monday 19th
August 2024,
9.00 AM (IST)**

End Date and Time

**Wednesday,
21st August, 2024
5 PM (IST)**

16. General instructions for accessing and participating in the 83rd AGM through VC/ OAVM facility and voting through electronic means including remote e-Voting: -

A. Instructions for members for Remote e-Voting are as under: -

The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

The facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the AGM. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.

The details of the process and manner for remote e-Voting are explained herein below:

- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
- Step 2: Cast your vote electronically on NSDL e-Voting system.

Procedure for remote e-voting

17. For Individual Members holding shares in demat mode:

Steps	For Members holding shares with DP registered with NSDL
(A)	For Members registered on NSDL IDeAS facility
1	The NSDL IDeAS facility can be accessed either on Laptop or Mobile by typing the URL https://eservices.nsdl.com/ .
2	Once the e-Services home page appears, click on 'Beneficial Owner' under the IDeAS Section.
3	User ID and Password are required to be entered. The system will authenticate the Member by sending OTP on registered Mobile Number & E-mail ID.
4	After successful authentication, click on 'Access to e-voting' under e-voting services.
5	Click on link placed under 'Actions' against the Company for which the Member wishes to exercise e-voting for casting the vote during the remote e-voting period or for voting during the AGM.
	Members who are not already registered and wish to register for NSDL IDeAS facility Option of Direct Registration for IDeAS facility is available at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
(B)	For Members not registered on NSDL IDeAS facility
1	The NSDL e-voting website can be accessed either on Laptop or Mobile by typing the URL https://www.evoting.nsdl.com/
2	Once the e-voting page appears, click on 'Login' under the 'Shareholder/Member' Section.
3	For logging in, User ID (i.e. 16-digit NSDL demat account number) and Password / OTP and a Verification Code, are required to be entered. The system will authenticate the Member by sending OTP on registered Mobile Number & e-mail ID.
4	After successful authentication, the Member will be redirected to the IDeAS e-voting page.
5	Click on link placed under 'Actions' against the Company for which the Member wishes to exercise e-voting for casting the vote during the remote e-voting period or for voting during the AGM.
	'NSDL Speede' Mobile App for e-voting For a seamless e-voting experience, Members can also download the 'NSDL Speede' App by scanning the below QR code.



Steps	For Members holding shares with DP registered with CDSL
(A)	For Members registered on CDSL Easi / Easiest
1	The CDSL e-voting facility, viz. Easi / Easiest, can be accessed either on Laptop or Mobile by typing the URL https://web.cdslindia.com/myeasitoken/Home/Login .
2	User ID and Password are required to be entered. The system will authenticate the Member by sending OTP on registered Mobile Number & E-mail ID.
3	After successful authentication, Members are required to click on NSDL, being the e-voting service provider, and choose the Company for which they wish to cast their vote.

Members who are not already registered and wish to register for CDSL Easi / Easiest facility

Option of Direct Registration for Easi/Easiest facility is available at <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> or <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>

(B) For Members not registered on CDSL Easi / Easiest facility

- 1 Members can directly access the e-voting page by typing the URL <https://www.evotingindia.com/> either on Laptop or Mobile.
 - 2 Members are required to provide their demat account number and PAN. The system will authenticate the Member by sending OTP on registered Mobile Number & E-mail ID.
 - 3 After successful authentication, click on link for e-voting against the Company for which the Member wishes to cast their vote.
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QR Codes for CDSL e-Voting App required

Securities held in demat mode - login through depository participants

- A. Members can also login using the login credentials of their demat account through their DP registered with NSDL / CDSL for e-voting facility. After logging in, the e-voting option will appear.
- B. Once Members click on the e-voting option, they will be redirected to the website of NSDL/CDSL. After successful authentication, they can click on options available against the Company for which the Member wishes to exercise e-voting for casting the vote during the remote e-voting period or for voting during the AGM.

Important Note: Members who are unable to retrieve User ID / Password are advised to use the 'Forgot User ID / Password' option.

Advisory for Members

In order to access e-voting facility, Members are requested to update their Mobile Number and E-Mail ID in their demat accounts through their DPs

NSDL	CDSL
E-mail ID: evoting@nsdl.co.in	Email: helpdesk.evoting@cdslindia.com
Toll free no.: 022 - 4886 7000 / 022 - 2499 7000	Phone No.: 1800 22 55 33

For Technical Assistance

Members facing any technical issues related to e-voting may reach out to helpdesk of the respective depositories at the contacts given hereinafter:

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP).

For other than Individual Members holding shares in demat mode and for Members holding shares in physical mode:

Steps

For Members registered on NSDL IDeAS facility

- 1 Members who have registered for NSDL e-services i.e. IDeAS, can log-in using the URL <https://eservices.nsdl.com/> with their existing IDeAS login.
 - 2 Once Members log-in to NSDL e-services with their log-in credentials, they can click on e-voting and select the Company for which they wish to cast their vote during the remote e-voting period or for voting during the AGM.
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For Members not registered on NSDL IDeAS facility

- 1 The NSDL e-voting website can be accessed either on Laptop or Mobile by typing the URL <https://www.evoting.nsdl.com/>
 - 2 Once the e-voting page appears, click on 'Login' under the 'Shareholder/ Member' Section.
 - 3 For logging in, User ID (i.e. 16-digit NSDL demat account number) and Password / OTP and a Verification Code, are required to be entered. The system will authenticate the Member by sending OTP on registered Mobile Number & E-mail ID.
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User ID details:

Manner of holding shares	User ID
a) For Members holding shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID
b) For Members holding shares in demat account with CDSL.	16 Digit Beneficiary ID
c) For Members holding shares in Physical Form.	EVEN (E-Voting Event Number) followed by KCP Folio Number

Password details

Members already registered for e-voting	Existing password can be used for logging-in and casting vote.
Members using NSDL e-voting system for the first time	Initial password' communicated to Members is required to be entered. Once entered, the system will prompt to change the password.

How to retrieve the Initial Password?

Members holding shares in demat mode would have received an email from NSDL with the Initial Password in a pdf attachment, on their registered E-mail IDs.

The password to open the pdf:

- for shares held in NSDL account: 8 digit client ID,
- for shares held in CDSL account: last 8 digits of client ID
- for shares held in physical mode: folio number.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

Members who are not able to retrieve the password, can send a request at evoting@nsdl.co.in mentioning their demat account number / folio number, PAN, name and registered address.

Note: It is strongly recommended that Members take utmost care to keep their password confidential and not to share their password with any other person.

Login to the e-voting system shall be disabled upon five unsuccessful attempts to key in the correct password. In such an event, Members are advised to use the 'Forgot User Details/Password' or

'Physical User Reset Password' option available on www.evoting.nsdl.com to reset the password.

How can Members verify that their votes have been cast successfully?

- After selecting appropriate options i.e. assent or dissent and after verifying / modifying the number of shares for which the votes are to be cast, click on 'Submit' and also 'Confirm' when prompted.
- Upon confirmation, the message 'Vote cast successfully' will be displayed.
- Once Members confirm their votes on the resolution(s), they will not be allowed to modify their votes.

Procedure to join the AGM on NSDL e-voting system

- After successful authentication, Members need to click on 'VC/OAVM' link placed under 'Join General Meeting' for joining virtual meeting.
 - Members are encouraged to join the Meeting through Laptops for better experience.
 - Please note that Members connecting from mobile devices, tablets or laptops via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM. The joining link shall be kept open throughout the proceedings of AGM.
 - Members, who need assistance before or during the AGM, may send a request at evoting@nsdl.com or use Toll free no.: 022 - 4886 7000.
- ### 23. Procedure for e-voting during the AGM
- The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast 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.
 - 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.

26. In case of any queries, Members 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.: 022 - 4886 7000.

Procedure for Members whose e-mail ids are not registered with the DPs for procuring User ID and Password and registration of email ids for e-voting

27. Members whose shares are held in physical mode are requested to send the following details/documents at evoting@nsdl.com or investor@kcp.co.in

- Name of the Shareholder
- Folio No.
- Self-attested copy of PAN and address proof
- Copy of Share Certificate (front and back)

28. Members whose shares are held in demat mode are requested to send the following details/documents at evoting@nsdl.com or investor@kcp.co.in

- Name of the Shareholder
- 16-digit DP ID Client ID or beneficiary ID
- Self-attested copy of PAN and address proof
- Copy of Client Master List or Consolidated Account Statement

29. **E-voting results** : The results of the e-voting shall be declared to the Stock Exchanges after the conclusion of AGM. The results along with the Scrutinizer's Report, shall also be available on the website of the Company at www.hul.co.in.

30. Procedure to raise questions / seek clarifications with respect to Annual Report (Speaker shareholder):

- A. Members who would like to express their views or ask questions may register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number / folio number, e-mail id and mobile number at vijaycs@kcp.co.in Only those speaker registration requests received till 5.00 P.M. (IST) on Monday, **19th August, 2024** shall be considered and allowed as Speakers during the AGM.
- B. The Company reserves the right to restrict the number of questions and speakers, as appropriate for smooth conduct of the AGM.

31. General Information

It is reiterated that Members take utmost care to keep their password confidential and not to share their password with any other person.

32. Dividend related Information

Dividend - Key Dates:

Cut-off Date (for determining the Members eligible for dividend)	Thursday, 15th August, 2024
Date of Payment	on or after Thursday, 12th September, 2024

33. Members holding shares in demat form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their DPs only, as the Company or its Registrar cannot act on any request received directly on the same.

34. Members may please note that as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 as amended from time to time, the latest being SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023, Members, who hold shares in physical form and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode with effect from 1st April, 2024. Accordingly, payment of dividend, subject to approval by the Members in the AGM, shall be paid to physical holders only after the above details are updated in their folios. Members may refer to FAQs issued by SEBI in this regard available on their website at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf (FAQ Nos. 38 & 39).

Communication in this regard has been sent to all physical holders whose folios are not KYC updated at the latest available address/email-id. Members are once again requested to update their KYC details by submitting the Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly complete and signed by the registered holder(s) so as to reach

our RTA, on or before 15th August, 2024 so that the folios can be KYC updated before the cut-off date of 15th August, 2024. ISR Forms can be accessed from our website at www.kcp.co.in

35. Dividend Distribution Tax:

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 22/08/2024. 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 22/08/2024.

35. 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 Registry Management Services Private 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).

37. Members are requested to address all correspondences, including dividend matters to the Registrar & Share Transfer Agents, M/s. Integrated Registry Management Services Private Limited, II Floor, “Kences Towers”, No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600 017, Ph No. 44- 28140801-803, Fax No. 044-28142479, link <https://www.integratedindia.in/emailupdatation.aspx>.

38. Shareholders who have not yet en-cashed their dividend warrants for the years 2017-2023 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 when due for transfer (immediately) to the IEP Fund is given below:-

Financial Year	Meeting No	Type of Dividend	Dividend on Equity %	Dividend declaration date (AGM date / BM date)	Due date for remittance to IEPF (7years)	Max date for remittance to IEPF (67days) (DUE DATE)
2016-2017	76	Final Dividend	200%	31-Aug-17	31-Aug-24	06-Nov-24
2017-2018	77	Final Dividend	100%	30-Jul-18	30-Jul-25	05-Oct-25
2018-2019	78	Final Dividend	100%	07-Aug-19	07-Aug-26	13-Oct-26
2019-2020	79	Final Dividend	15%	04-Sep-20	04-Sep-27	10-Nov-27
2020-2021	80	Final Dividend	200%	03-Sep-21	03-Sep-28	9-Nov-27
2021-2022	81	Final Dividend	100%	10-Aug-22	10-Aug-29	9-Nov-28
2022-2023	82	Final Dividend	10%	17-Aug-22	10-Aug-30	10-Oct-29



Note: Remittance to IEPF after 7 YEARS +67 DAYS for Final dividend and 7years +30 days for Interim dividend/Special Dividend

39. Pursuant to Section 124(6) of the Companies Act, 2013 the Company has to transfer all shares in respect of which dividend has not been claimed by the shareholders for seven consecutive years or more to Investor Education and Protection Fund (IEPF) and pursuant to Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules 2017 ('IEPF Rules') the details of such shares transferred to IEPF authority during the year 2023-2024 is provided in Corporate Governance Report. forming part of the Annual Report.

For and on behalf of the Board of Directors

(Dr. V.L. INDIRA DUTT)
Chairperson & Managing Director

Place: Chennai

Date: May 20, 2024

EXPLANATORY STATEMENT

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), set out all material facts relating to the business proposed to be transacted under Item Nos. 6 of the accompanying Notice dated 20th May 2024.

Item No. 6

On the recommendation of the Audit Committee, the Board of Directors at their meeting held on May 20, 2024 approved the appointment of M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad and M/s. S. Mahadevan & Co Cost Accountants, Chennai as Cost Auditors to conduct the audit of the cost records of the Company pertaining to products (Cement, Engineering etc.), falling under the specified Customs Tariff Act Headings, manufactured by the Company for the financial year ending 31st March 2025 at a remuneration of 850,000/- (Rupees Eight Lakh fifty thousand only) and 300,000/- (Rupees Eight Lakh fifty thousand only) plus out of pocket expenses and applicable taxes as detailed in the Resolution proposed for the same.

Considering the scope of audit, time and resources deployed by the cost auditors, in the opinion of the Directors, the proposed remuneration payable would be fair and reasonable and do not in any way impair the independence & judgment of the Cost Auditors.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, 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 for passing an Ordinary Resolution as set out at Item No. 6 of the Notice of the 83rd AGM for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March 2025 .

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested Financial or otherwise, in the proposed Resolution.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 6 of the Notice of the 83rd AGM for approval by the members.

(Dr.V.L. INDIRA DUTT)
Chairperson & Managing Director

Place: Chennai

Date: May 20, 2024

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	13/01/1943	05/01/1947	17/11/1965
Qualifications	M.S. (Chemical Engineering)	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 USA Inc. for 22 years.	In Private Medical Practice for 31 years.	Worked with Madras Engg. Industries Ltd, Sr. Tech. Analyst with Republic of New York Corporation and KCP Technologies Limited.
Shareholding in the Company as on date of Notice	1,000	1,90,900	-
Terms and conditions of appointment	As per the terms of Resolution proposed for the approval of the shareholders.	As per the terms of Resolution proposed for the approval of the shareholders.	As per the terms of Resolution proposed for the approval of the shareholders.
Details of remuneration last drawn (FY 2023-2024)	-	-	-
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 2023 – 2024 as on date of Notice	4	4	4

Chairperson / Membership of the Statutory Committee(s) of Board of Directors of The KCP Limited	Member Risk Management Committee	-	Member Risk Management Committee
Other Companies in which she is a Director	Director Fives-Cail KCP Limited.	Director 1. BGE Global Inc.	Director 1. KCP Technologies Limited. 2. KCP Vientam Industries Limited. 3. Bridgegap Engineering India Private Limited.
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of other companies in which He is a Director	-	-	-



The KCP Limited

“Ramakrishna Buildings”,

2, Dr. P.V. Cherian Crescent, Egmore, Chennai - 600 008. India

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CIN: L65991TN1941PLC001128

Corrigendum / Addendum to the Notice of the 83rd Annual General Meeting

This Corrigendum is being issued by The KCP Limited (“Company”) for convening 83rd Annual General Meeting of the Shareholders of the Company (“AGM”) on **Thursday, 22nd August, 2024 at 11:00 AM**. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) for which purpose the Registered Office of the Company situated at “Ramakrishna Buildings”, 2, Dr. P.V. Cherian Crescent, Egmore, Chennai - 600 008 shall be deemed as the **venue for the Meeting**.

This Corrigendum is to be read in conjunction with the **83rd AGM Notice dated May 20, 2024** as available on the website of the Company, National Stock Exchange Limited (NSE) and Bombay Stock Exchange Limited (BSE) where the shares of the Company are listed.

The Notice of the AGM was dispatched to all the shareholders of the Company on **Monday July 29, 2024** in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with relevant circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India (SEBI).

This Corrigendum shall form an integral part of the AGM Notice circulated to the shareholders of the Company.

Accordingly, all concerned shareholders, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, National Securities Depositories Limited (NSDL) the Agency appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the following changes.

Deletion:

At the request of **Dr. Subbarao Vallabhaneni** (DIN: 008746927) retiring Director, who expressed his **unwillingness** to be considered for re-appointment, we are **deleting** the following business from the Notice of 83rd AGM, Dated May 20, 2024 and the voting facility (Both remote and voting during AGM) won't be available for the following business item .

Item No.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.

Addition:

Company is looking for expansion of the Board and hence the appointment of new director is being proposed.

Item No.7

Appointment of **Sri. C. Panduranga Rao** (DIN: 10012716) as a Non-Executive Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, **Sri. C.Panduranga Rao (DIN: 10012716)**, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Non Executive Independent Director of the Company for a period of (5) five consecutive years with effect from **1st August, 2024**, and that he shall not be liable to retire by rotation”.

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

For and on behalf of the Board of Directors

Place: Chennai

(**Dr. V.L.Indira Dutt**)

Date: August 05, 2024

Chairperson & Managing Director

Notes:

1). The Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing **83rd AGM**, is annexed as **Annexure 1** hereto and forms part of the Notice.

2). Relevant documents referred to in this Corrigendum / Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.

3). This Corrigendum/ addendum to the Notice of AGM is available on the website of the Company at www.kcp.co.in and website of NSDL at www.evoting.nsdl.com.

4). All the processes, notes and instructions relating to attending AGM through VC / OAVM and evoting set out for and applicable for the ensuing **83rd AGM** shall mutatis-mutandis apply to attending AGM through VC / OAVM and e-voting for the resolution proposed in this Addendum to the Notice of AGM.

Furthermore, the Scrutinizer appointed for the ensuing 83rd AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of AGM.

ANNEXURE 1

Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 7

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on August 01, 2024 considered and recommended to the members the appointment of Sri. **C. Panduranga Rao (DIN: 10012716)** as Non-Executive Independent Director of the Company with effect from **1st August, 2024**.

Sri.C. Panduranga Rao is an officer from the 1983 batch of Indian Revenue Service (IRS) (Customs & Indirect Taxes) and has wide experience in administering indirect taxes for over three and half decades in various capacities in Customs, Central Excise, Service Tax and GST.

He holds a Masters Degree in Political Science from University of Delhi.

He was the Principal Chief Commissioner of Tamilnadu & Puducherry when GST was introduced in year 2017 and took several measures in simplifying the GST provisions throughout his jurisdiction.

He has handled various facets of tax administration including Assessment, Investigation, Policy making, Adjudication and Litigation in Customs, Central Excise and Service Tax.

During his career, he was trained in prestigious institutions like IIM, ISB and Syracuse University.

After his retirement, he was appointed to Settlement Commission and retired as Vice-Chairman of the commission.

He is empaneled with the database of Independent Directors maintained by the Ministry of Corporate Affairs.

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

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

The Company has also received notices under Section 160 of the Act from a member proposing the candidature of C.Panduranga Rao for the office of Non-Executive Independent Director of the Company.

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

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

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

Accordingly, the approval of Members is sought for appointment of C.Panduranga Rao as Non-Executive Independent Director of the Company.

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

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

For and on behalf of the Board of Directors

Place: Chennai

(Dr. V.L.Indira Dutt)

Date: August 05, 2024

Chairperson & Managing Director

The details required in terms of Secretarial Standard – 2 and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided hereinafter.

PROFILE OF THE DIRECTOR PROPOSED TO BE APPOINTED.

Name of the Director	Chilukalapalli Panduranga Rao
DIN	10012716
Date of Birth and Age	DOB: 24/03/1959, 65 years.
Qualifications	Masters Degree in Political Science from University of Delhi.
Experience and expertise in specific functional area	Retired officer of Indian Revenue Service (IRS) (Customs & Indirect Taxes). He has handled various facets of tax administration including Assessment, Investigation, Policy making, Adjudication and Litigation in Customs, Central Excise and Service Tax.
Shareholding in the Company as on date of Notice	Nil
Terms and conditions of appointment	As per the terms of Resolution proposed for the approval of the shareholders.
Details of remuneration last drawn	NA
Details of proposed remuneration	Sitting fees for attending the meetings.
Inter-se relationships between • Directors; • Manager; • Key Managerial Personnel	NIL
Number of Meetings of the Board attended during FY 2023-24 as on date of Notice	NA
Chairperson / Membership of the Statutory Committee(s) of Board of Directors of The KCP Limited	NIL
Other Companies in which he/she is a Director	NIL
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of other companies in which she is a Director	NIL