

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 of 85th Annual General Meeting

NOTICE IS HEREBY GIVEN that the 85th Annual General Meeting of the company (AGM) will be held on **Monday, the 3rd August 2026 at 10.30 a.m. (IST)** at the Registered Office of the company at “Ramakrishna Buildings” No. 2, Dr. P.V. Cherian Crescent, Egmore, Chennai-600008 (deemed venue), through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS

Item no. 1:

Adoption of Audited Financial Statements

To receive, consider and adopt:

- the Audited Standalone Financial Statements for the financial year ended 31st March, 2026 and the Reports of Directors’ and Auditors’ thereon.
- the Audited Consolidated Financial Statements for the financial year ended 31st March, 2026 and the Report of Auditors’ thereon.

Item no. 2:

Declaration of Dividend

To declare dividend on equity shares for the year ended 31st March, 2026.

Item no. 3:

Re-appointment of Director

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.4:

Appointment of 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. Brahmayya & Co., Chartered Accountants, Vijayawada (Firm

Regn. No. 000513S) be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years to hold the office from the conclusion of this 85th Annual General Meeting till the conclusion of 90th Annual General Meeting of the Company, on such remuneration and terms and conditions as may be recommended by the Audit Committee and approved by the Board of Directors of the Company.

FURTHER RESOLVED THAT the Board of Directors of the company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

Item no.5:

Ratification of the remuneration of the Cost Auditors for the financial year ending 31st March, 2027.

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

“**RESOLVED THAT** pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), The Remuneration payable to M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad and M/s. S. Mahadevan & Co, Cost Accountants, Chennai the Cost Auditors appointed by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2027 be and is hereby confirmed and ratified.

Sl. No	Name of the Cost Auditor	Product	Audit fees
1.	Narasimha Murthy & Co., Cost Accountants, Hyderabad	Cement	Rs. 10,00,000/- plus tax as applicable and reimbursement of out-of-pocket expenses

Sl. No	Name of the Cost Auditor	Product	Audit fees
2.	S. Mahadevan & Co, Cost Accountants, Chennai	Heavy Engineering	Rs. 4,00,000/- plus tax as applicable and reimbursement of out-of-pocket expenses.

Item no.6:

Appointment of Sri. K.V.S.R. Subbaiah (DIN: 10828022) as Non-Executive Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, as amended from time to time, Sri. K.V.S.R. Subbaiah (DIN: 10828022), who was appointed as an Additional Director, by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors of the company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

Item no.7:

Appointment of Sri. Parthapratim Brahma (DIN 0009784238) as Non-Executive Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) and

the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Sri. Parthapratim Brahma (DIN 0009784238), who was appointed as an Additional Director by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from the date of this Annual General Meeting.”

Item no.8:

To approve payment of Remuneration by way of Commission payable to Independent Directors and Non - Executive Directors of the Company:

To consider and, if thought fit, to pass the following resolutions as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149 (9), Section 197, Section 198 of the Companies Act, 2013 (**‘Act’**), read with Schedule V to the Act and other applicable provisions if any (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) and based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the company be and is hereby accorded to pay remuneration by way of commission to Independent Directors and Non - Executive Directors of the Company, in such manner as the Board of Directors may from time to time determine, up to 1% of the Net Profits per year as computed in the manner laid down u/s 198 of the Act and other applicable provisions of the Companies Act, 2013 as amended.”

“FURTHER RESOLVED THAT the proposal for payment of commission of Rs. 5,00,000/- each for Independent Directors and Non-executive Directors of the Company for the year 2025-2026 be and is hereby approved.”

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

Notes for Members' Attention:

The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013" and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as "MCA Circulars"]

1. Notice of the AGM along with the Annual Report for financial year ("FY") 2025-2026 is being sent by electronic mode to those Members whose e-mail IDs are registered with the Company or National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL"), collectively ("Depositories"). [SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024, collectively referred as "SEBI Circulars"] The Notice and Annual Report FY 2025-2026 is available on the following websites
 (a) Company - http://kcp.co.in/downloads/financial-results/Annual_report_2026.pdf (b) BSE Limited - www.bseindia.com (c) National Stock Exchange of India Limited - www.nseindia.com and (d) NSDL - <https://www.evoting.nsdl.com>
2. **Registration for receiving Notice of the AGM and Annual Report:** Members whose e-mail IDs are not registered with the Company or Depositories may register the same on or before 5.00 p.m. (IST) on **Monday, July 27, 2026**, to receive Notice of this AGM and Annual Report for FY 2025-2026:
3. Institutional shareholders / Corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/ JPG Format) of their respective Board or Governing Body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail ID to akjainassociates@gmail.com with a copy marked to evoting@nsdl.com.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of determining the quorum. [Section 103 of the Act]
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy (ies) by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
6. in case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on **Friday, July 03, 2026** will be entitled to receive the Notice of the AGM.
7. **Registrar and Share Transfer Agent (RTA)**
 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: 28140801/803 Email: corpserv@iepindia.com www.integratedindia.in CIN: U74900TN2015PTC101466.
8. **Dividend for FY 2025-2026:** The Board of Directors at its meeting held on May 28, 2026, has recommended a Dividend of Rs.050 per equity share (50%). The Record Date fixed for determining entitlement of Members to dividend for the financial year ended March 31, 2026, if approved at the AGM, is **Monday, 27th July, 2026**.
 If the dividend is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or after **Thursday, the 20th August 2026** as under:
 - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories, as of close of business hours on **Monday, the 27th July 2026**.
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on **Monday, the 27th July 2026**.

9. With effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company. [SEBI Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024]
10. Tax Deducted at Source (“TDS”) on dividend: For the prescribed rates for various categories, please refer to the Income Tax Act, 1961 and the Finance Acts of the respective years. The shareholders are requested to update their PAN with the Depository Participants (DPs) (if shares held in dematerialized form) and the Company/ RTA (if shares are held in physical mode). To avail exemption of TDS, shareholders are requested to submit required documents/declaration by updating at <https://www.integratedindia.in/ExemptionFormSubmission.aspx> by 11:59 p.m. IST on **03rd August, 2026**. Members may also refer the e-mail sent to their registered e-mail ID for more details on submission of exemption documents.

Category of Shareholder	Document(s) to be submitted/uploaded
Resident individuals shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax.	i. Form No. 15G or ii. Form No. 15H
Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] who can avail beneficial rates under tax treaty between India and their country of tax residence.	i. No Permanent Establishment Declaration ii. Beneficial Ownership Declaration iii. Tax Residency Certificate iv. Copy of electronically filed Form 10F v. Any other document which may be required

*If PAN is not correct/invalid/inoperative then tax will be deducted at higher rates and credit of TDS will not be available. [Section 206AA of the Income Tax Act, 1961]

11. Unclaimed Dividends and IEPF:

Dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). Further, the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

The Members whose unclaimed dividends and/or shares have been transferred to IEPF may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file web Form IEPF-5 for claiming the dividend and/or shares available on www.mca.gov.in. For further details, please refer to Corporate Governance Report which forms part of this Annual Report and FAQs of investor page on Company’s website www.kcp.co.in

12. Members to intimate change in their details:

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile no., PAN, mandates, choice of nominations, power of attorney, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc.

- a. For shares held in electronic mode: to their DPs
- b. For shares held in physical mode: to the Company/RTA in prescribed Form ISR-1 and other forms. [SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023]

The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. [Section 72 of the Act]

If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.kcp.co.in. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

13. Dematerialization of shares:

SEBI has mandated the Listed Companies to process service requests for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4. The Form is available on website of Company at www.kcp.co.in.

Transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the **Company/RTA** for assistance in this regard. [Regulation 40(1) of the SEBI Listing Regulations]

14. Members holding more than one physical folio in identical order of names are requested to submit Form ISR-4 along with requisite KYC documents and share certificates to the Company/RTA for consolidation of holdings in one folio. The consolidated share certificate will be issued in dematerialized form only.
15. Members seeking any information with regard to the financial statements or any other matters to be considered at the AGM are requested to write to the Company on investor@kcp.co.in latest by **Monday, July 27 2026**, from their registered e-mail ID, mentioning their name, DP ID and Client ID/Folio No. The same will be replied by the Company suitably.
16. 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 the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice or Explanatory Statement will be available electronically for inspection by the Members before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to investor@kcp.co.in

17. Dispute Resolution:

SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - <https://smartodr.in/login>") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal.

18. Instructions for e-voting and joining the AGM are as follows:

(A) Voting through Electronic Means

- i. The Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. [Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and SEBI Circular no. SEBI/HO/ CFD/ CMD/CIR/P/2020/242 dated December 9, 2020 in relation to "e-voting Facility Provided by Listed Entities"]
- ii. The remote e-voting period commences on **Friday, July 31, 2026** from 9.00 a.m. (IST) and ends on **Sunday, August 02, 2026 till 5.00 p.m. (IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **Monday, July 27 2026**, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from Friday, July 31, 2026 to Sunday, August 02, 2026 or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

- iii. Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.

Book Closure:

- iv. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The Register of Members Books of the Company shall remain closed from **Tuesday, 28th July 2026 to Monday, 3rd August 2026 (Both days inclusive)**.
- v. The Company has appointed Sri. Balu Sridhar (FCS 5869 and CP No. 3550), or failing him Sri. Anil Kumar Jain (FCS 4851 and CP No. 3283), 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.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and Password for casting the vote. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned under "Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode."
- vii. The way to vote electronically on **NSDL e-voting system** consists of "Two Steps" as mentioned below:

Step 1: Login for e-voting system

Step 2: Casting of votes for Resolutions.

Details on Step 1 are mentioned below :

I) Login method for remote e-voting and joining the virtual meeting for individual shareholders holding securities in dematerialized mode

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on "e-voting facility provided by Listed Entities", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Login method for Individual Shareholders holding securities in dematerialized mode is given below:

Login Method

For Individual Shareholders holding securities in dematerialized mode with **NSDL**

A. OTP based login

1. For OTP based login click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
2. Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
3. Enter the OTP received on your registered email ID/mobile number and click on login.
4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.

5. 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 and voting during the meeting.

B. NSDL IDeAS facility

If you are already registered, follow the below steps

1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.
3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services.
4. Click on “Access to e-voting” appearing on the left-hand side under e-voting services and you will be able to see e-voting page.
5. Click on options available against Company name or e-Voting service provider - NSDL and you will be redirected to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.

If you are not registered, follow the below steps

- a. Option to register is available at <https://eservices.nsdl.com/>.
- b. Select “Register Online for IDeAS” Portal.
- c. Please follow steps given above in points 1-5.

Login Method

C. e-voting website of NSDL

1. Open web browser and type the following URL: <https://www.evoting.nsdl.com> either on a personal computer or on a mobile phone.
 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 need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - 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 and e-voting during the meeting.
- D. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



For Individual Shareholders holding securities in dematerialized mode with CDSL

1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-voting page without any further authentication. The users who login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use the existing my easi username & password.
2. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from the e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.

For Individual Shareholders (holding securities in demat mode) login through their DPs

1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.
2. Once logged-in, you will be able to see the e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.
3. Click on options available against Company name or e-voting service provider - 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 and e-voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Members facing any issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at +91 22 48867000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at toll free no. 1800 21 09911

II) 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 clicking the 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, Password/OTP and a verification code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsd.com/> with your existing IDeAS login. Once you login to NSDL e-services after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

5. Your User ID details are given below:

1 Manner of holding shares i.e. Demat Your User ID is: (NSDL or CDSL) or Physical

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 EVEN is 123456 and folio number is 001*** then User ID is 123456001***

6. 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 by NSDL. 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 e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the e-mail and open the attachment i.e. a .pdf file. Open that .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) In case you have not registered your e-mail address with the Company/Depository, please follow instructions mentioned below in this Notice.

7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"
(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, PAN, name and registered address.
- d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

9. Now, you will have to click on "Login" button.

10. After you click on the “Login” button, home page of e-voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-voting system?

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

General Guidelines for shareholders

1. 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 <https://www.evoting.nsdl.com> to reset the password.
2. In case of any queries related to e-voting, you may refer the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on +91 22 48867000 or send the request to Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com
3. Members may send a request to evoting@nsdl.com for procuring User ID and password for e-voting by providing demat account number/Folio number, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above.
4. The instructions for Members for e-voting on the day of the AGM are mentioned in point number 21(A).

(B) Instructions for members for attending the AGM through VC/OAVM are as under

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> following the steps mentioned above for login to NSDL e-voting system. After successful login, you can see VC/OAVM link placed under Join meeting menu against the Company name. You are requested to click on VC/OAVM link placed under “Join Meeting” menu.

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 this Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
3. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com or +91 22 48867000 or contact Amit Vishal, Deputy Vice President - NSDL at evoting@nsdl.com or Sanjeev Yadav, Assistant Manager - NSDL at sanjeevy@nsdl.com

4. **Registration as speaker shareholder:** Members 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 e-mail ID mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at vijaycs@kcp.co.in **on or before Monday, July 22, 2026** (5:00 p.m. IST). 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.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by her in writing. The results will be announced within the time stipulated under the applicable laws.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.kcp.co.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where the shares of the Company are listed.

For and on behalf of the Board of Directors

(Dr. V.L. Indira Dutt)
Chairperson & Managing Director

Place: Chennai
Date: May 28, 2026

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Items No. 4 to 8 of the accompanying Notice dated May 28, 2026.

Item no. 4:

Appointment of Statutory Auditors of the Company

In terms of Section 139 of the Companies Act, 2013 (“the Act”), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, The Board of Directors based on the recommendations of the Audit Committee of the company at its meeting held on May 28, 2026 had recommended for the appointment of M/s. Brahmayya & Co., Chartered Accountants, Vijayawada (Firm Regn. No. 000513S) as the Statutory Auditors of the Company for approval of the members. The proposed Auditors shall hold office for a term of five consecutive years from the conclusion of this 85th Annual General Meeting till the conclusion of 90th Annual General Meeting of the Company.

M/s. Brahmayya & Co., Chartered Accountants, Vijayawada have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013.

They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. Brahmayya & Co., Chartered Accountants, Vijayawada as the Statutory Auditors of the Company and to fix their remuneration.

The Board accordingly recommends the resolution set out at item no. 4 of this Notice for your approval

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested in the resolution.

Item no. 5:

Ratification of the remuneration of the Cost Auditors

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad and M/s. S. Mahadevan & Co, Cost Accountants, Chennai, Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2027 as per the following details:

No	Name of the Cost Auditor	Product	Audit fees
1.	Narasimha Murthy & Co., Cost Accountants, Hyderabad	Cement	Rs. 10,00,000/- plus tax as applicable and reimbursement of out-of-pocket expenses
2.	S. Mahadevan & Co, Cost Accountants, Chennai	Heavy Engineering	Rs. 4,00,000/- plus tax as applicable and reimbursement of out-of-pocket expenses.

In terms of the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors must be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing the resolution as set out in item no. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2027.

The Board accordingly recommends the ordinary resolution set out at item no. 5 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and their relatives thereof are, in any way, concerned or interested in the resolution.

Item no.6:**Appointment of Sri. K.V.S.R. Subbaiah (DIN: 10828022) as Non-Executive Director of the Company**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on May 28, 2026 had appointed Sri. K.V.S.R. Subbaiah (DIN: 10828022), as Additional Director of the company liable to retire by rotation.

Sri. K.V.S.R. Subbaiah (Aged 67 years) has B.Tech from VR Siddhartha Engineering College, Vijayawada.

He has more than 42 years of experience in various units/divisions of the KCP Limited.

He started his career as Assistant Engineer in Workshop unit, Vuyyuru, Krishna District Andhrapradesh, worked as Asst. Manager at Lakshmipuram Sugar unit of The KCP Limited and played key role in renovation and modernization of the Unit.

He worked as Asst Manager/Manager (Vietnam operations) for the KCP Limited in Vietnam.

From year 2000 he is working as Joint General Director/General Director of our subsidiary company M/s KCP Vietnam Industries Limited, Vietnam (KCP VIL) and played vital role in shifting the loss making sugar plant from TT Hue province to Phu Yen province and in subsequent expansion and diversification of the subsidiary company (KCP VIL).

Currently he is working as General Director and is managing two sugar units in Vietnam.

Sri. K.V.S.R. Subbaiah received several awards/recognitions from the Government of Vietnam.

Other details of Sri. K.V.S.R. Subbaiah is provided in annexure to the Notice pursuant to the provision of SEBI Listing Regulations and the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI).

The Board recommends passing of the Ordinary Resolutions as set out in Items no. 6 of this Notice, for approval by the Members of the Company, as the rich experience and the vast knowledge he bring with him would benefit the Company.

Except Sri. K.V.S.R. Subbaiah, None of the Directors, Key Managerial Personnel and their relatives thereof are, in any way, concerned or interested in the resolution.

Item no.7:**Appointment of Sri. Parthapratim Brahma (DIN 0009784238) as Non-Executive Independent Director of the Company**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 28, 2026 had appointed Sri. Parthapratim Brahma (DIN 0009784238), as additional Director of the company in the category of Non-Executive Independent Director not liable to retire by rotation, subject to approval of the shareholders of the Company at the AGM.

Sri. Parthapratim Brahma (Aged 67 years) has B.E (Mechanical) from Calcutta University, and M.Tech (Production Science & Technology) from Indian Institute of Technology, Kharagpur.

He has more than 42 years of experience in shipbuilding, boiler and pressure vessel industry in various capacities in manufacturing, quality assurance, quality control, learning and competency developments and he served in various roles to include area operations, business developments and technical governance and retired as Area Technical and Quality Manager, South Asia Middle East and Africa Lloyd's Register of Shipping.

1. Currently associated with TWI India Ltd. as Mentor. Professional Membership with The Welding Institute, UK (MWeldI)
2. He is a Member of American Society of Mechanical Engineers (ASME)
3. He is a Member of Life member Indian Institute for Non-destructive Testing (ISNT)

Other details of Sri. Parthapratim Brahma is provided in annexure to the Notice pursuant to the provision of SEBI Listing Regulations and the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Presently he is serving as Director on the Board of our Joint Venture Company M/s Fives Cail KCP Limited.

The Board recommends passing of the Special Resolutions as set out in Items no. 7 of this Notice, for approval by the Members of the Company, as the rich experience and the vast knowledge he bring with him would benefit the Company.

Except Sri. Parthapratim Brahma, None of the Directors, Key Managerial Personnel and their relatives thereof are in any way, concerned or interested in the resolution.

Item no.8:

To consider payment of Commission to Independent Directors and Non - Executive Directors of the Company:

The shareholders have witnessed the growth of the Company to which the contributions of Non-Executive Directors, Independent Directors has been vital. The recent trend of globalization of business, corporate governance and risk assessment requirements has made the role of Non-Executive Directors, Independent Directors more imperative.

The Companies Act, 2013 has cast more onus and vigorous responsibilities on the role to be played by Non-executive and Independent Directors as laid down in Schedule IV in terms of Section 149 (7) of the Companies Act, 2013.

Section 149 read with 197 of the Companies Act, 2013 provides that Non-executive and Independent Directors may receive profit related commission as may be approved by the members. It is, therefore, recommended to approve payment of commission maximum upto 1% of Net Profits in the manner laid down in addition to the fees for attending the meetings of the Board/Committee until further modified.

On the recommendations of the Nomination and Remuneration Committee the Board of Directors of the Company has recommended for payment of Rs. 5 lakhs each for Non-Executive Directors and Independent Directors for the year 2025-2026.

The Directors recommends the resolution for members' approval as Special Resolution.

All the Independent and Non-Executive Directors of the Company are deemed to be interested in the Resolution to the extent the commission is payable to them in accordance with the proposed resolution.

For and on behalf of the Board of Directors

Place: Chennai
Date: May 28, 2026

(Dr. V.L. Indira Dutt)
Chairperson & Managing Director

ANNEXURE

(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. Ravi Chitturi	Sri. Parthapratim Brahma	Sri. K.V.S.R.Subbaiah
DIN	00328364	0009784238	10828022
Date of Birth and Age	17/11/1965 - 60 years	15/08/1959- 67 years	10/07/1959-67 years
Qualifications	B.Tech (Chemical Engg) from IIT Madras, PGD in Industrial Engg, FCMA	B.E. (Mechanical) Calcutta University, M.Tech (Production Science & Technology) IIT, Kharagpur.	B.Tech. Velagapudi Ramakrishna Siddhartha Engg. College, Vijayawada
Experience and expertise in specific functional area	37 years experience inAutomotive, Banking,IT and Capital Good Manufacturing Sector with specific expertise in Portfolio & Risk Management and Manufacturing strategies.	42 Years Experience in Shipbuilding, Boiler & PV Industries in manufacturing, Quality control, inspection, Shop Audits, etc. Worked with Mazagon Dock Ltd, Lloyd's Register of Shipping.	44 Years of Experience. Worked with The KCP Limited & Fives-Cail KCP Ltd. Currently as General Director of KCP Vietnam Industries Ltd.
Shareholding in the Company as on date of Notice	-	-	-
Terms and conditions of appointment	As per terms of resolution proposed for the approval of the shareholders.	As per terms of resolution proposed for the approval of the shareholders.	As per terms of resolution proposed for the approval of the shareholders.
Inter-se relationships between • Directors; • Manager; • Key Managerial Personnel	Husband of Smt. V. Kavitha Dutt, Joint Managing Director of the Company.	NA	NA
Number of Meetings of the Board attended during FY 2025-2026 as on date of Notice	5/5 Meeting attended.	NA	NA
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of The KCP Limited	Member of Risk Management Committee. Member of CSR Committee	NA	NA
Other Companies in which he is a Director	KCP Technologies Ltd BGE Engineering India Pvt. Ltd KCP Vietnam Industries Ltd.	Fives-Cail KCP Limited	Nil
Chairperson/ Member-ship of the Statutory Committee(s) of Board of Directors of other companies in which she is a Director	Nil	Nil	Nil