



194 Ref: KCP / SHARE / RB/ 17-18 / 19171

September 1, 2017

National Stock Exchange of India Limited(NSE)
Scrip : KCP
BandraKurla Complex,
Bandra (E)
Mumbai-400 051

Bombay Stock Exchange Ltd (BSE)
Scrip - 590066
Floor No.25, P J Towers
Dalal Street,
Mumbai 400 001

Dear Sir /Madam,

Sub: Declaration of Voting results and Summary of the Proceedings of 76th Annual General Meeting held on August 31, 2017.

In continuation to our Letter dated 04/08/2017, the 76th Annual General Meeting of the Company was held on August 31st 2017 at 10.15 am at "Ramakrishna Buildings, No.2, Dr. P.V. Cherian Crescent, Egmore, Chennai 600 008 and the business items set out in the AGM Notice dated 22nd May 2017 were transacted and approved.

In this regard, please find enclosed the following:

1. Voting Results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended.
2. Report of the Scrutinizer dated 31st August 2017 pursuant to Section 108 of the Companies Act, 2013 and Rules made thereunder.
3. Annexure I – Summary of proceedings of the 76th Annual General Meeting.

This is for your information and records.

Thanking you,

Yours faithfully,
For THE KCP LIMITED,

Y. VIJAYAKUMAR
COMPANY SECRETARY AND
COMPLIANCE OFFICER.

THE KCP LIMITED

Registered Office: Ramakrishna Buildings, 2, Dr. P. V. Cherian Crescent, Egmore, Chennai 600 008. INDIA

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R. BALASUBRAMANIAM
B.A., B.L., F.C.S
Company Law Consultant
Email id: balu_comsec@yahoo.com
Contact No: 044 - 26269826

"J", Block, Second Street,
Door No 27, Flat No A2,
Anna Nagar East,
Chennai- 600102

SCRUTINIZER REPORT

To,
The Chairman
of the 76th Annual General Meeting of the shareholders of M/s. THE K C P LIMITED, held on 31.08.2017 at "Ramakrishna Building" No.2, Dr. P.V. Cherian Crescent, Egmore, Chennai – 600 008.

Dear Sir,

The Board of Directors of the Company, at their meeting held on 22.05.2017 had, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014 and as amended from time to time, appointed me as the Scrutinizer for the e-voting process to be held for passing of resolutions as set out in the Notice dated 22.05.2017 convening the 76th Annual General Meeting (AGM).

In this connection, I hereby submit my report as under:

1. The members of the Company as on the "cut-off" date i.e., Monday, August 24, 2017 were entitled to vote on the resolutions (Item No. 1 to 5 as set out in the Notice of the 76th Annual General Meeting of the Company).
2. The period for e-voting remained open from Sunday, August 27, 2017 (09.00 A.M) to Wednesday, August 30, 2017 (05.00 P.M) as mentioned in the Notice convening AGM.
3. The votes cast were unblocked after the conclusion of voting at the Annual General Meeting at 11.15 A.M on Thursday, August 31, 2017 in the presence of 2 witnesses, Ms. Manasi R. Rao & Ms. Jayasree, who are not in the employment of Company.
4. The details viz., the list of Equity Shareholders, who voted "For", "Against" each of the resolutions that were put to vote, were generated from the e-voting Website of National Securities Depository Limited (NSDL) which is <https://www.evoting.nsdl.com/> and based on such report, I am enclosing the report for each of the items contained in the Notice.



E-VOTING RESULTS

Item No.	1
Particulars of the Business	Resolution to receive, consider and adopt (a) the Audited Financial Statements for the year ended March 31, 2017, together with the reports of the Board of Directors and the Auditors thereon. (b) the Audited Consolidated Financial Statements for the year ended March 31, 2017 and the Report of the Auditors thereon.
Type of Resolution	Ordinary

Particulars	No. of members voted	No of votes cast	Total Votes (in %)
Received	91	5,73,65,248	100
Assent	90	5,73,64,148	99.9981
Dissent	1	1,100	0.0019

Item No.	2
Particulars of the Business	Resolution for declaration of dividend @ Rs.2/- per share on the Equity share capital of the Company for the year 2016-2017
Type of Resolution	Ordinary

Particulars	No. of members voted	No of votes cast	Total Votes (in %)
Received	91	5,73,65,094	100
Assent	90	5,73,63,994	99.9981
Dissent	1	1,100	0.0019

Item No.	3
Particulars of the Business	Resolution for re-appointment of Dr. V.L. Dutt (DIN: 00143013), as Director liable to retire by rotation.
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	90	5,73,65,044	100
Assent	84	5,73,59,204	99.9898
Dissent	6	5,840	0.0102



Item No.	4
Particulars of the Business	Resolution for appointment of Auditors of the Company and fixing their remuneration.
Type of Resolution	Ordinary

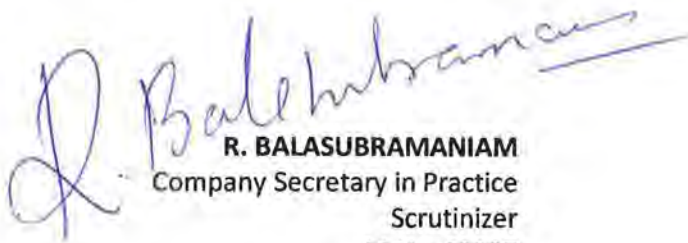
Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	90	5,73,65,044	100
Assent	83	5,59,83,219	97.5912
Dissent	7	13,81,825	2.4088

Item No.	5
Particulars of the Business	Resolution for ratification of the Cost Auditors Remuneration for the year 2017-18.
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	91	5,73,65,344	100
Assent	87	5,73,63,929	99.9975
Dissent	4	1,415	0.0025

5. a) A shareholder holding 50 shares as on the cut-off date, had abstained from voting for Item No.3, 4 & 5.
- b) A shareholder holding 300 shares as on the cut-off date, had abstained from voting for Item No. 1,2,3 & 4.
- c) A shareholder holding 1 share as on the cut-off date, had abstained from voting for Item No. 1
- d) A shareholder holding 155 share as on the cut-off date, had abstained from voting for Item No. 2,3,4 & 5.
6. All relevant records of e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary of the Company.

Place: Chennai
Date: 31.08.2017


R. BALASUBRAMANIAM
Company Secretary in Practice
Scrutinizer

M.No. F2397
C.P. No. 1340

R. BALASUBRAMANIAM
B.A., B.L., F.C.S
Company Law Consultant
Email id: balu_comsec@yahoo.com
Contact No: 044 - 26269826

"J", Block, Second Street,
Door No 27, Flat No A2,
Anna Nagar East,
Chennai- 600102

FORM No. MGT-13

Report of Scrutinizer

*[Pursuant to Section 109 of the Companies Act, 2013 and
Rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

To,
The Chairman
of the 76th Annual General Meeting of the shareholders of THE K.C.P. LIMITED, held on 31.08.2017
at "Ramakrishna Building" No.2, Dr. P.V. Cherian Crescent, Egmore, Chennai – 600 008.

Dear Sir,

I, R. Balsubramaniam, Company Secretary in Practice, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the Annual General Meeting of the shareholders of M/s. THE K.C.P. LIMITED, held on 31.08.2017 at 10.15 A.M. at "Ramakrishna Building" No.2, Dr. P.V. Cherian Crescent, Egmore, Chennai – 600008, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ONE (1) ballot box kept for polling was locked in my presence.

2. The locked ballot box was subsequently opened in the presence of two members Mr. Viswanathan S and Mr. P. Sreenivasulu and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. Two shareholders holding 120 shares and 3579 shares as on the Cut-off date i.e. August 24, 2017 had casted vote for 115 shares and 3500 shares respectively in the poll taken at the 76th Annual General Meeting held on 31.08.2017. The no. of votes for the purpose of this report had been restricted to 115 shares and 3500 shares.

4. A shareholder holding 330 shares as on the Cut-off date i.e. August 24, 2017 had cast vote for 336 shares in the poll taken in 76th Annual General Meeting held on August 31, 2017. The no of votes for the purpose of this report had been restricted to 330 shares

5. The result of the Poll is as under:



Item No.1**Resolution– Ordinary**

Resolution to receive, consider and adopt

(a) the Audited Financial Statements for the year ended March 31, 2017, together with the reports of the Board of Directors and the Auditors thereon.

(b) the Audited Consolidated Financial Statements for the year ended March 31, 2017 and the Report of the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	5,588,029	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

Item No.2:**Resolution –Ordinary**

Resolution for declaration of dividend @ Rs.2/- per share on the Equity share capital of the Company for the year 2016-2017

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	5,588,029	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

Item No.3

Resolution – Ordinary

Resolution for re-appointment of Dr. V.L. Dutt (DIN: 00143013), as Director liable to retire by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	5,588,029	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

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Item No.4**Resolution – Ordinary**

Resolution for appointment of Auditors of the Company and fixing their remuneration

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	5,588,024	99.9999

ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	5	0.0001

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

Item No.5**Resolution – Ordinary**

Resolution for ratification of the Cost Auditors Remuneration for the year 2017-18

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	5,588,024	99.9999

ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	5	0.0001

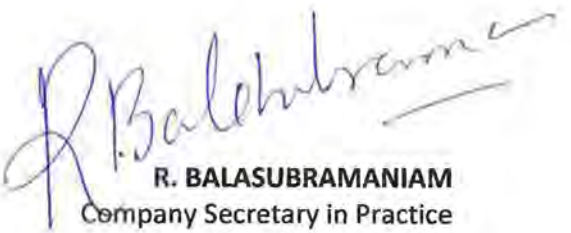
(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" for each resolution is enclosed.

7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary as authorized by the Board for safe keeping.

Place: Chennai
Date: 31.08.2017



R. BALASUBRAMANIAM
Company Secretary in Practice
Scrutinizer
M.No. F2397
C.P. No. 1340

R. BALASUBRAMANIAM
B.A., B.L., F.C.S
Company Law Consultant
Email id: balu_comsec@yahoo.com
Contact No: 044 - 26269826

"J", Block, Second Street,
Door No 27, Flat No A2,
Anna Nagar East,
Chennai- 600102

CONSOLIDATED SCRUTINISER REPORT
[Pursuant to Section 108 of the Companies Act, 2013, and
Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
of the 76th Annual General Meeting of the shareholders of THE K C P LIMITED, held on 31.08.2017
at "Ramakrishna Building" No.2, Dr. P.V. Cherian Crescent, Egmore, Chennai – 600 008.

Dear Sir,

Sub: Consolidated Scrutinizer Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time and poll conducted at the 76th AGM of THE K C P LIMITED on August 31, 2017.

The Board of Directors of the Company, at its meeting held on May 22, 2017 had appointed me as the Scrutinizer for e-voting held between 27th August, 2017 (9.00 A.M.) and 30th August, 2017 (5.00 P.M.) and for the poll conducted at the 76th Annual General Meeting of the Company held on August 31, 2017.

The Company had appointed National Securities Depository Limited, as the Service Provider, for extending the facility of e-voting to the shareholders of the Company from August 27, 2017 (09:00 A.M) till August 30, 2017 (05.00 P.M). The e-voting results were unblocked by me after the conclusion of Annual General Meeting held on August 31, 2017 at 11.15 A.M. For further details, refer Scrutinizer report on e-voting dated August 31, 2017.

At the 76th AGM of the Company held on August 31, 2017, the Chairman of the Company had suo-moto called for a poll to facilitate the members present in the meeting, who could not participate in the e-voting, to record their votes through the poll process.

The results of voting through remote e-voting and ballot papers at the AGM venue are as under:



Item No	Type of Resolution	Subject Matter
1	Ordinary	Resolution to receive, consider and adopt (a) the Audited Financial Statements for the year ended March 31, 2017, together with the reports of the Board of Directors and the Auditors thereon. (b) the Audited Consolidated Financial Statements for the year ended March 31, 2017 and the Report of the Auditors thereon.
2	Ordinary	Resolution for declaration of dividend @ Rs.2/- per share on the Equity share capital of the Company for the year 2016-2017.
3	Ordinary	Resolution for re-appointment of Dr. V.L. Dutt (DIN: 00143013), as Director liable to retire by rotation.
4	Ordinary	Resolution for appointment of Auditors of the Company and fixing their remuneration.
5	Ordinary	Resolution for ratification of the Cost Auditors Remuneration for the year 2017-18.

Item No.	Total valid Votes received through			Votes in favour of the resolution		Votes against the resolution	
	E-voting	Ballot Paper	Total	No	% of votes	No	% of votes
1	57,365,248	5,588,029	62,953,277	62,952,177	99.9983	1,100	0.0017
2	57,365,094	5,588,029	62,953,123	62,952,023	99.9983	1,100	0.0017
3	57,365,044	5,588,029	62,953,073	62,947,233	99.9907	5,840	0.0093
4	57,365,044	5,588,029	62,953,073	61,571,243	97.8050	1,381,830	2.1950
5	57,365,344	5,588,029	62,953,373	62,951,953	99.9977	1,420	0.0023

1. a) A shareholder holding 50 shares as on the cut-off date, had abstained from e-voting for Item No.3, 4 & 5.

b) A shareholder holding 300 shares as on the cut-off date, had abstained from e-voting for Item No. 1, 2, 3 & 4.

c) A shareholder holding 1 share as on the cut-off date, had abstained from e-voting for Item No. 1

d) A shareholder holding 155 shares as on the cut-off date, had abstained from e-voting for Item No. 2, 3, 4 & 5.

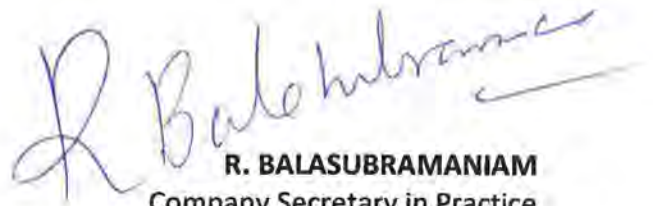


2. Two shareholders holding 120 shares and 3579 shares as on the Cut-off date i.e. August 24, 2017 had casted vote for 115 shares and 3500 shares respectively in the poll taken at the 76th Annual General Meeting held on 31.08.2017. The no. of votes for the purpose of this report had been restricted to 115 shares and 3500 shares.

3. A shareholder holding 330 shares as on the Cut-off date i.e. August 24, 2017 had cast vote for 336 shares in the poll taken in 76th Annual General Meeting held on August 31, 2017. The no of votes for the purpose of this report had been restricted to 330 shares

Place: Chennai

Date: 31.08.2017



R. BALASUBRAMANIAM

Company Secretary in Practice

Scrutinizer

M. No. F2397

C.P. No. 1340


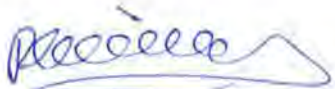
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Door No 27, Flat No A2,
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Chennai- 600102


WITNESS PURSUANT TO THE RULE 21 OF
COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

76th ANNUAL GENERAL MEETING OF
M/s. THE K C P LIMITED
HELD ON 31.08.2017

As per Rule 21 of the Companies (Management and Administration) Rules, 2014, the Polling box was opened in the presence of following two witnesses who have countersigned against their names.

S.No.	Name of the witnesses	Signature
1.	VISWANATHAN S. DPID: IN300183 Client ID: 11006927	
2.	P. SREENIVASULU IN301549, 14710889	

CHENNAI
31.08.2017


R. BALASUBRAMANIAM
Company Secretary in Practice
Scrutinizer

M. No. F2397
C.P. No. 1340

R. BALASUBRAMANIAM
B.A., B.L., F.C.S
Company Law Consultant
Email id: balu_comsec@yahoo.com
Contact No: 044 - 26269826

"J", Block, Second Street,
Door No 27, Flat No A2,
Anna Nagar East,
Chennai- 600102

To
The Chairman
THE K C P LIMITED
No 2, DR P V Cherian Crescent,
Egmore, Chennai - 600008

Dear Sir,

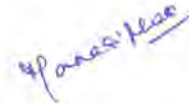
Sub: Witness - Electronic Voting

As per Rule 20 of Companies (Management and Administration) Rules, 2014, and as amended from time to time, the E-voting results of M/s. **THE K C P LIMITED** were unblocked after the conclusion of voting at the Annual General Meeting at 11.15 A.M. on 31.08.2017 in the presence of the following two witnesses;

NAME & ADDRESS OF WITNESS

SIGNATURE

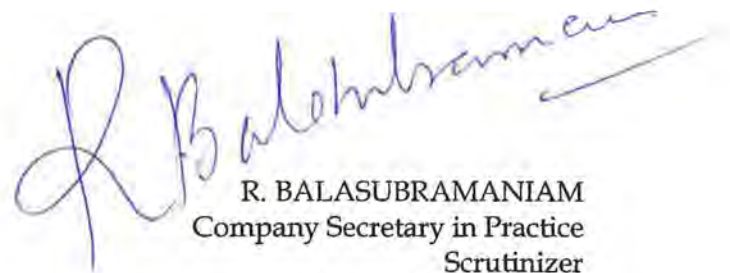
1. MS. MANASI R. RAO
No.2, Raja Annamalai Road,
Puraswalkam, Chennai - 600084



2. MS. JAYASREE
No.2, Raja Annamalai Road,
Puraswalkam, Chennai - 600084



Date: 31.08.2017
Place: Chennai



R. BALASUBRAMANIAM
Company Secretary in Practice
Scrutinizer
M. No. F2397
C.P. No. 1340



Annexure I

Summary of proceedings of the 76th Annual General Meeting

The 76th Annual General Meeting of the Members of the Company was held on Thursday, the 31st August 2017 at 10.15 am at "Ramakrishna Buildings", No.2, Dr. P.V. Cherian Crescent, Egmore, Chennai 600 008. Dr. V.L. Dutt chaired the meeting. He introduced the Directors to the shareholders. The requisite quorum being present, the Chairman called the meeting to order. All the directors of the Company attended the meeting. The Chairman delivered his speech. The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Member who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the meeting. It was further informed that there would be no voting by show of hands.

The following items of business, as per the Notice for AGM dated 22nd May 2017 were transacted at the meeting:

1. Adoption of Financial Statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors (the Board) and Auditors thereon.
2. Declaration of dividend for the year 2016-17.
3. Appointment of Dr. V.L. Dutt as director liable to retire by rotation.
4. Appointment of Statutory Auditors for five consecutive years from 75th Annual General Meeting to till the conclusion of 81st Annual General Meeting of the Company.
5. Ratification of Remuneration of the Cost Auditors for the year 2017-2018.

Clarifications were provided to the queries raised by the members. The Board of Directors has appointed Sri. R. Balasubramanian Company Secretary in Practice (FCS No. 2397) as the Scrutinizer to supervise the e-voting and ballot voting process.

This is for your information and records.

Yours faithfully,
For THE KCP LIMITED

Y. VIJAYAKUMAR
COMPANY SECRETARY AND
COMPLIANCE OFFICER.

THE KCP LIMITED

Registered Office: Ramakrishna Buildings, 2, Dr. P. V. Cherian Crescent, Egmore, Chennai 600 008, INDIA

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CIN : L31919 TN1911PLC001123