



# THE K.C.P. LIMITED

“Ramakrishna Buildings”, 2, Dr. P.V. Cherian Crescent, Egmore, Chennai - 600 008.

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CIN: L65991TN1941PLC001128

**In view of prevailing MCA Circulars on postal ballot process, the voting on the resolutions covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer to detailed instructions for e-voting explained in the Notice.**

## NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended).

Dear Members,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of The KCP Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules read with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023 and General Circular No.09/2024 Dated September 19, 2024, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

The Board has appointed Sri. Balu Sridhar (FCS 5869 and CP No. 3550), or failing him Sri. Pankaj Mehta (ACS 29407 and CP No. 10598), partners A.K. Jain & Associates, Practicing Company Secretaries Chennai to act as the Scrutinizer, to scrutinize the e-voting process and to conduct the Postal Ballot in a fair and transparent manner. They have communicated their willingness to be appointed and will be available for the said purpose.

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and aforementioned MCA Circulars.

**SPECIAL BUSINESS:**

**Resolution 1:**

Appointment of **Sri. Ravi Chitturi** (DIN:00328364) as Technical Director of the company and in this regard, pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with applicable provisions of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the consent/approval of any authorities, approval of the members be and is hereby accorded for appointment of Sri. Ravi Chitturi (DIN:00328364) (Aged 59 years) as Technical Director of the company for a period of 3 (Three) years w.e.f **February 1, 2025** on the terms and conditions including remuneration as set out in the table below, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit “

I	SALARY	9,00,000 per month (Excluding perquisites).
II	PERQUISITES	
	1. Housing	50% of salary per month will be HRA
	2. Medical Reimbursement	Rs.40,000 per annum or Rs.120,000 In a block of three years, for self and family.
	3. Personal Accident Insurance	As per Company Rules.
	4. Club Fees	Two clubs
	5. Provident Fund	12% of salary as Provident Fund contribution
	7. Gratuity	In accordance with Payment of Gratuity Act, read with Company rules.
	8. Car and Telephones	Will be provided with one or more cars and one or more Mobile phones including hand held email devices and telephones at his residence or such other places as necessary for use in connection with the Company’s business.
	9. Encashment of leave	Accumulated leave can be en-cashed at the end of the contract period.
	10. Leave travel concession.	Rs.40,000 pa

III	COMMISSION	Remuneration by way of commission on net profits in addition to salary and perquisites is also payable. The amount of salary, perquisites and commission in aggregate is subject to an overall ceiling of 1% of the net profits of the Company in a financial year computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and Rules made thereunder.
IV	MINIMUM REMUNERATION	Where in any financial year during the currency of the tenure of the Technical Director, the Company has no profits or its profits computed in accordance with Section 198 of the Companies Act 2013 are inadequate the Company will pay remuneration by way of Salary and perquisites as specified above subject to the provisions of Schedule V of the Companies Act, 2013.
V	NATURE OF DUTIES	Sri. Ravi Chitturi shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and subject to superintendence, control and directions of the Board.

**Resolution 2:**

To revise remuneration of **Dr. V.L. Indira Dutt** (DIN: 00139883), Chairperson & Managing Director of the company and in this regard, pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with applicable provisions of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the consent/approval of any authorities, approval of the members be and is hereby accorded for revision in remuneration of Dr. V.L. Indira Dutt (DIN: 00139883) (Aged 84 years) Chairperson & Managing Director of the company, with effect from **February 1, 2025** as set out in the table below, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit;

I	SALARY	Rs.13,00,000/- per month (Excluding perquisites).
II	PERQUISITES	
	1. Housing	Free Accommodation.
	2. Medical Reimbursement	Rs. 40,000 per annum or Rs. 120,000 In a block of three years, for self and family.
	3. Club Fees	Two clubs
	4. Personal Accident Insurance.	As per Company Rules.

	5. Provident Fund	12% of salary as Provident Fund contribution
	6. Gratuity.	Contribution to Gratuity Fund in accordance with Payment of Gratuity Act, read with Company rules.
	7. Car and Telephones.	Will be provided with one or more cars and one or more Mobile phones including hand held email devices and telephones at her residence or such other places as necessary for use in connection with the Company's business.
	8. Encashment of Leave.	Accumulated leave can be en-cashed at the end of the contract period.
	9. Leave travel concession.	Rs.40,000 pa
III	COMMISSION	Remuneration by way of commission on net profits in addition to salary and perquisites is also payable. The amount of salary, perquisites and commission in aggregate payable to Dr.V.L. Indira Dutt shall not exceed 5.5% (earlier 6%) of the net profits of the Company in a financial year computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and Rules made thereunder.
IV	MINIMUM REMUNERATION	Where in any financial year during the currency of the tenure of the Chairperson & Managing Director, the Company has no profits or its profits computed in accordance with Section 198 of the Companies Act 2013 are inadequate the Company will pay remuneration by way of Salary and perquisites as specified above subject to the applicable provisions of Schedule V of the Companies Act, 2013.
V	NATURE OF DUTIES	Dr.V.L. Indira Dutt shall devote her whole time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board from time to time and subject to superintendence, control and directions of the Board.

**“FURTHER RESOLVED THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and to resolve and settle all questions, difficulties or doubts that may arise with regard to the above resolution and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit.”

**Resolution 3:**

To revise the remuneration of **Smt. V. Kavitha Dutt** (DIN: 00139274) Joint Managing Director of the company and in this regard, pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with applicable provisions of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the consent/approval of any authorities, approval of the members be and is hereby accorded for revision in remuneration of Smt. V. Kavitha Dutt (DIN: 00139274) (Aged 53 years) Joint Managing Director of the company, with effect from **February 1, 2025** as set out in the table below, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit;

I	SALARY	11,00,000 per month (Excluding perquisites).
II	PERQUISITES	
	1. Housing	50% of salary per month will be HRA
	2. Medical	Rs. 40,000 per annum or Rs.120,000 In a block of three years, Reimbursement for self and family.
	3. Personal Accident Insurance	As per Company Rules.
	4. Club Fees	Two clubs
	5. Provident Fund	12% of salary as Provident Fund contribution
	6. Superannuation Fund / Annuity Fund	15% of salary as Superannuation Fund contribution
	7. Gratuity	Contribution to Gratuity Fund in accordance with Payment of Gratuity Act, read with Company rules.
	8. Car and Telephones	Will be provided with one or more cars and one or more Mobile phones including hand held email devices and telephones at her residence or such other places as necessary for use in connection with the Company’s business.
	9. Encashment of leave	Accumulated leave can be en-cashed at the end of the contract period.
	10. Leave travel concession.	Rs.40,000 pa

III	COMMISSION	Remuneration by way of commission on net profits in addition to salary and perquisites is also payable. The amount of salary, perquisites and commission in aggregate payable to Smt. V. Kavitha Dutt shall not exceed 3.5% (earlier 4%) of the net profits of the Company in a financial year computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and Rules made thereunder.
IV	MINIMUM REMUNERATION	Where in any financial year during the currency of the tenure of the Joint Managing Director, the Company has no profits or its profits computed in accordance with Section 198 of the Companies Act 2013 are inadequate the Company will pay remuneration by way of Salary and perquisites as specified above subject to the applicable provisions of Schedule V of the Companies Act, 2013.
V	NATURE OF DUTIES	Smt.V. Kavitha Dutt shall devote her whole time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board from time to time and subject to superintendence, control and directions of the Board.

**“FURTHER RESOLVED THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and to resolve and settle all questions, difficulties or doubts that may arise with regard to the above resolution and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit .”

**For and on behalf of the Board of Directors**

**Place :** Chennai  
**Date :** November 08, 2024

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



## NOTES:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason/ rationale for the proposal is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / depository participant(s), as on **Friday November 29, 2024** (“Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.

In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.

3. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., **January 06, 2025**.

Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

4. The Scrutinizer will submit their report to the Chairperson & Managing Director or any other person authorized by her after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the Company website <https://www.kcp.co.in>, on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com), and communicated to the stock exchanges.
5. All material documents referred to in the explanatory statement will be available for inspection online at the Company website <https://www.kcp.co.in> from the date of dispatch of notice until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to [investor@kcp.co.in](mailto:investor@kcp.co.in) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
6. Members may send an email request to [yuvraj@integratedindia.in](mailto:yuvraj@integratedindia.in) along with the scanned copy of their request letter duly signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information. In case of any queries, in this regard, Members are requested to write to [yuvraj@integratedindia.in](mailto:yuvraj@integratedindia.in) or contact RTA.
7. We urge Members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA at [yuvraj@integratedindia.in](mailto:yuvraj@integratedindia.in).

Members may follow the process detailed below for registration of email ID:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, 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.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode.	Form ISR - 1
	Update of signature of securities holder.	Form ISR - 2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014.	Form SH-13
	Declaration to opt out.	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee.	ISR 4
	The forms for uploading the above details are available at:	<a href="http://www.kcp.co.in/downloads/investor/shareholders-information/nomination-form.pdf">http://www.kcp.co.in/downloads/investor/shareholders-information/nomination-form.pdf</a> .
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

8. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023 and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 14, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars 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. 044- 28140801-803, Fax No. 044-28142479. The forms for updating the same are available at <https://www.kcp.co.in>



### **E-voting:**

- (a) In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolutions as set out in this Postal Ballot Notice.
- (b) The e-voting period commences from **December 08, 2024** (9.00 a.m. IST) and ends on **January 06, 2025**, (5.00 p.m IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- (c) The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off Date i.e. **November 29, 2024**.
- (d) Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. **November 29, 2024**, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolutions as set out in this Postal Ballot Notice only through the e-voting.

### **The instructions for e-voting are as follows:**

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

- **Step 1:** Access to the NSDL e-voting system
- **Step 2:** Cast your vote electronically on NSDL e-voting system.

#### **Step 1:**




Access to the NSDL e-voting system

- (A) Login method for e-voting and voting for individual shareholders holding securities in demat mode:

In terms of the SEBI circular dated December 9, 2020 on the e-voting facility provided by listed companies and as part of increasing the efficiency of the voting process, the e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts to access e-voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li data-bbox="628 368 1425 910">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="628 932 1425 1091">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="628 1112 1425 1698">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="794 363 1246 549" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div> <ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <b><a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a></b> or <b><a href="http://www.cdslindia.com">www.cdslindia.com</a></b> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <b><a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></b></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <b><a href="http://www.cdslindia.com">www.cdslindia.com</a></b> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <b>evoting@nsdl.co.in</b> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <b>helpdesk.evoting@cdslindia.com</b> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

**Process for procuring user ID and password for e-voting for those shareholders whose email IDs are not registered with the depositories / Company**

1. Shareholders may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user ID and password for e-voting.
2. If shares are held in physical mode, please provide Folio Number, name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card)
3. In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), name of Member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self attested scanned copy of Aadhaar Card).
4. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-voting for individual shareholders holding securities in demat mode.
6. 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.nsdl.com](http://www.evoting.nsdl.com)**.
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.



## Step 2:

**Cast your vote electronically on NSDL e-Voting system.**

### **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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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/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.
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 e-voting**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board resolution / authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [akjainassociates@gmail.com](mailto:akjainassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

2. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.

Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password?” or “Physical User Reset Password?” option available on **www.evoting.nsdl.com** to reset the password.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for shareholders available in the download section of **www.evoting.nsdl.com** or call the number: 022 - 4886 7000 and 022 - 2499 7000, or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), or contact Amit Vishal, Deputy Vice President, or Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) to get your grievances on e-voting addressed.

**Key Information at a Glance:**

<b>Cut-off Date to determine eligible numbers to vote on the resolution</b>	November 29, 2024
<b>Voting start time and date</b>	December 08, 2024 at 9:00 am (IST)
<b>Voting end time and date</b>	January 06, 2025 at 5:00 pm (IST)
<b>Date on which the resolution is deemed to be passed</b> <b>Last date of voting</b>	January 06, 2025
<b>Address and contact details of Registrar and Share Transfer Agent.</b> <b>Contact name:</b>	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
<b>Name, address and contact details of e-voting service provider</b> <b>Contact name</b>	Amit Vishal, Deputy Vice President Pallavi Mhatre Senior Manager National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, India Contact details: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> ; Contact number- 022 - 4886 7000 and 022 - 2499 7000.
<b>NSDL e-voting website address</b>	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>

**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 AS AMENDED.**

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**Item No. 1**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on November 08, 2024, considered and recommended to the members the appointment of Sri. Ravi Chitturi (DIN:00328364) as Technical Director of the Company with effect from 1st February, 2025.

Sri. Ravi Chitturi, has a Bachelor Degree in Mechanical Engineering from College of Engineering, Anna University, Chennai and Master's Degree in Computer Science from Alabama A & M University, Huntsville, AL, USA.

He has over 36 years experience in Automotive, Banking, IT and Capital Goods Manufacturing sector with specific expertise in Portfolio & Risk Management and Manufacturing strategies.

He was the Managing Director of KCP Technologies Limited. Earlier he was a Senior Technology Analyst with Republic New York Corporation, New York.

He is on the Boards of KCP Technologies Limited, BGE Engineering India Private Limited and KCP Vietnam Industries Limited.

He is a member of Risk Management Committee, CSR Committee and Innovation and Best Practices Committees of the Company.

Details of 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 1**" to the Postal Ballot Notice.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolutions at Item No.1 is annexed hereto as **Annexure - 2**.

The Resolution set out at Item No. 1 shall be considered as sufficient compliance for the purpose of Regulation 17 of the Listing Regulations as amended from time to time.

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 Sri. Ravi Chitturi as Technical Director of the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives except Dr. V.L. Indira Dutt, Chairperson and Managing Director, Smt. V. Kavitha Dutt, Joint Managing Director and Sri. Ravi Chitturi is/are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item Nos. 1 of the Postal Ballot Notice for approval by the Members.

## **Item No. 2**

On the recommendations of Nomination and Remuneration committee, Board of Directors of the company, the shareholders of the Company vide Resolution dated 17th January, 2023 had appointed Dr.V.L. Indira Dutt as the Chairperson & Managing Director of the Company for a tenure of three years w.e.f 01st March 2023.

Further it is proposed to appoint Sri.Ravi Chitturi as Technical Director of the company and pursuant to Sub-section (1) of Section 197 of the Companies act, 2013, that Mangerial remuneration of Manging Director or Wholetime time Director where there are more than one such Director can not exceed more than 10% of the Net profits of the company for a Financial year computed in accordance with Section 198 of the Companies Act, 2013.

Henc Oevrall remuneration payable to Dr.V.L. Indira Dutt, the Chairperson & Managing Director of the Company is proposed to revise from 6% to 5.5% of Net profits of the company for a Financial year computed in accordance with Section 198 of the Companies Act, 2013

Dr. V. L. Indira Dutt, has a B.A (Economics) from Madras University and serves as Chairperson & Managing Director of the Company.

She has over 36 years of experience and has ably supported the then Executive Chairman in the strategic planning & direction of the operations of the company and has personally contributed towards the growth and operations of the Cement Plants at Macherla and Muktyala.

Presently, she serves as Chairperson of Fives Cail - KCP Limited, KCP Vientam Industries Limited, Director of Velagapudi Foundation and V. Ramakrishna Sons Private Limited. She is the President of the Word Telugu Federation (WTF) and Andhra Chamber of Commerce.

Dr. V.L. Indira Dutt is the Chairperson of the Corporate Social Responsibility Committee, Investment Committee, Finance Committee and member of Nomination and Remuneration Committee, Risk Management Committee and Stakeholders Relationship Committees of the Company.

She was the President of FICCI Ladies Organization (FLO) and was the Chairperson of SAARC Chamber Women Entrepreneurs Council (SCWEC) and is the President of Gandhinagar Ladies Club, Chennai, Advisory Committee Member of Andhra Mahila Sabha, Chennai, Managing Committee Member of Cement Manufacturers Association and Advisory Committee Member of Centre for Entrepreneurship Training & Development (CED), Hyderabad.

Relevant details relating to Dr. V.L. Indira Dutt, Chairperson & Managing Director of the company as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by the ICSI are provided in **Annexure - 1** to this Notice.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolutions at Item No.2 is annexed hereto as **Annexure - 2**.

The Resolution set out at Item No. 2 shall be considered as sufficient compliance for the purpose of Regulation 17 of the Listing Regulations as amended from time to time.

The Board recommends the Special Resolution as set out at Item No. 1 of the Notice for approval by the Members.

None of the other Directors / Key Managerial Personnel of the Company / their relatives except Dr. V.L. Indira Dutt, Chairperson and Managing Director, Smt. V. Kavitha Dutt, Joint Managing Director and Sri. Ravi Chitturi is/are in any way, concerned or interested, financially or otherwise, in the resolution.

### **Item No. 3**

On the recommendations of Nomination and Remuneration committee, Board of Directors of the company, the shareholders of the Company vide Resolution dated 17th January, 2023 had appointed Smt.V.Kavitha Dutt as the Joint Managing Director of the Company for a tenure of three years and w.e.f 01st March 2023.

Further it is proposed to appoint Sri.Ravi Chitturi as Technical Director of the company and pursuant to Sub-section (1) of Section 197 of the Companies act, 2013, that Managerial remuneration of Managing Director or Wholetime time Director where there are more than one such Director can not exceed more than 10% of the Net profits of the company for a Financial year computed in accordance with Section 198 of the Companies Act, 2013.

Hence Overall remuneration payable to Smt.V.Kavitha Dutt, the Joint Managing Director of the Company is proposed to revise from 4% to 3.5% of Net profits of the company for a Financial year computed in accordance with Section 198 of the Companies Act, 2013

Smt. V Kavitha Dutt is the Joint Managing Director of the company. She is a graduate in Business Management (BBA) with specialization in International Business from Cedar Crest College, Allentown, Pennsylvania. She also holds a Post-Graduate Diploma in Human Resources from New York University (NYU), New York.

She has over 23 years' experience and has significantly contributed at all levels of management, including strategy , new projects, financial and human resources management.

Smt. V. Kavitha Dutt is the Chairperson of the Risk Management Committee and member of the Audit Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee, Investment committee, Finance Committee and Innovation and Best Practices Committees of the Company.

Presently she serves as Director on the Boards of DCM Shriram Industries Limited, Apollo Hospitals Enterprise Limited, Apollo Healthco Limited, ABI Showatech (India) Limited, Bharat Biotech Limited, Centum Electronics Limited, KCP Vietnam Industries Limited, V Ramakrishna Sons Private Limited, Velagapudi Foundation, Chennai Willington Corporation Foundation and Member - Board of Directors - United Way of Chennai.

She is currently Vice President of World Telugu Federation (WTF), Executive Committee Member of Federation of Indian Chambers of Commerce and Industry (FICCI) and Andhra Chamber of Commerce.

She was the President of FICCI Ladies Organization (FLO), Vice Chairman of SCWEC, India, Chairperson of FICCI Tamil Nadu State Council and President of Madras Management Association (MMA).

Smt. V. Kavitha Dutt is the Honorary Consul General of Vietnam in Chennai.

Relevant details relating to appointment of Smt. V. Kavitha Dutt as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard - 2 on General Meetings issued by the ICSI are provided in **Annexure - 1** to this Notice.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolution at Item No.3 is annexed hereto as **Annexure - 2**.

The Resolution set out at Item No. 3 shall be considered as sufficient compliance for the purpose of Regulation 17 of the Listing Regulations as amended from time to time.

The Board recommends the Special Resolution as set out at Item No. 3 of the Notice for approval by the Members.

None of the other Directors / Key Managerial Personnel of the Company / their relatives except Dr. V.L. Indira Dutt, Chairperson and Managing Director, Smt. V. Kavitha Dutt, Joint Managing Director and Sri. Ravi Chitturi is/are in any way, concerned or interested, financially or otherwise, in the resolution.

**For and on behalf of the Board of Directors**

**Place :** Chennai  
**Date :** November 08, 2024

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



**ANNEXURE - 1**

(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)

<b>Name of the Director</b>	<b>Sri. Ravi Chitturi</b>	<b>Dr. V.L. Indira Dut</b>	<b>Smt. V. Kavitha Dutt</b>
<b>DIN</b>	00016375	00139883	00139274
<b>Date of Birth and age</b>	17/11/1965 - 59 years	14/09/1940 - 84 years	17/05/1971 - 53 years
<b>Qualifications</b>	B.Tech (Chemical Engg) from IIT Madras, PGD in Industrial Engg, FCMA	B.A. (Economics) from University of Madras.	BBA(International Business) from Cedar Crest College, Pennsylvania and PGDHRM from New York University.
<b>Experience and expertise in specific functional area</b>	Associated with TCM division of CIL. Specialized in Cost Management, Joint Ventures and acquisitions, Risk and Talent Management.	Please refer Annexure - 2	Please refer Annexure - 2
<b>Shareholding in the Company as on date of Notice</b>	–	1,01,59,466	13,60,000
<b>Terms and conditions of appointment</b>	As per the terms of Resolution proposed for the approval of the shareholders.	As per the terms of Resolution proposed for approval of the shareholders.	As per the terms of Resolution proposed for approval of the shareholders.
<b>Details of remuneration last drawn (FY 2023-24)</b>	Rs. 2 Lakhs. (Sitting Fees paid for attending Board and other Committee Meetings)	Rs. 246.78 Lakhs. (Salary, Perquisites and Commission)	Rs. 244.94 Lakhs. (Salary, Perquisites and Commission)
<b>Details of proposed remuneration</b>	The details of remuneration Proposed to be paid is specified in the resolution at Item no. 1 of the Notice.	The details of remuneration Proposed to be paid is specified in the resolution at Item no. 2 of the Notice.	The details of remuneration proposed to be paid is specified in the resolution at Item no. 3 of the Notice.
<b>Inter-se relationships between</b> • Directors; • Manager; • Key Managerial Personnel	Husband of Smt. V. Kavitha Dutt, Joint Managing Director of the company.	Mother of Smt. V. Kavitha Dutt, Joint Managing Director of the company	Daughter of Dr. V.L. Indira Dutt, Chairperson & Managing Director of the company and Wife of Sri. Ravi Chitturi.
<b>Number of Meetings of the Board attended during FY 2023-2024 as on date of Notice</b>	4/4 meetings attended	4/4 meetings attended	4/4 meetings attended.

<b>Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of The KCP Limited</b>	<ol style="list-style-type: none"> <li>1. Member of Risk Management Committee.</li> <li>2. Member of CSR Committee.</li> <li>3. Members of Innovation and Best Practices Committee.</li> </ol>	<ol style="list-style-type: none"> <li>3. Chairperson of CSR Committee, Finance committee and Investment Committee.</li> <li>4. Member of Risk Management Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee.</li> </ol>	<ol style="list-style-type: none"> <li>1. Chairperson of Risk Management Committee.</li> <li>2. Member of Audit Committee, CSR Committee, Finance Committee, Investment committee and Innovation and Best Practices Committee.</li> </ol>
<b>Other Companies in which He/she is a Director</b>	<ol style="list-style-type: none"> <li>1. KCP Technologies Limited</li> <li>2. BGE Engineering Private Limited.</li> <li>3. KCP Vietnam Industries Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Fives-cail KCP Limited (Chairperson)</li> <li>2. KCP Vietnam Industries Ltd (Chairperson)</li> <li>3. V. Ramakrishna Sons Pvt Ltd</li> </ol>	<ol style="list-style-type: none"> <li>1. DCM Shriram Industries Ltd,</li> <li>2. Apollo Hospital Enterprises Limited,</li> <li>3. Bharat Biotech International, Ltd.</li> <li>4. Centum Electronics Limited</li> <li>5. ABI Showatech Limited,</li> <li>6. V.Ramakrishna Sons Pvt Ltd</li> <li>7. KCP Vietnam Industries Ltd.</li> <li>8. Fives-Cail KCP Limited.</li> </ol>
<b>Chairperson/ Member-ship of the Statutory Committee(s) of Board of Directors of other companies in which she is a Director</b>	Nil	Nil	<ol style="list-style-type: none"> <li>1. Member of Audit Committee, Member of CSR Committee - DCM Shriram Industries Ltd.</li> <li>2. Chairperson of Stakeholder Relationship Committee and Member of Share Transfer Committee, Member of Audit Committee- Apollo Hospital Enterprises Limited.</li> <li>3. Member of CSR Committee and Nomination and Remuneration Committee- Centum Electronics Limited.</li> <li>4. Member Audit Committee, CSR Committee - Bharat Biotech International Ltd.</li> <li>5. Member Audit Committee, Nomination and Remuneration Committee- ABI Showatech Limited.</li> </ol>
<b>Justification for appointment</b>	Provided in explanatory statement.	Provided in explanatory statement.	Provided in explanatory statement.

**THE STATEMENT CONTAINING ADDITIONAL INFORMATION PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013 AS AMENDED:**

**I. General Information:**

1. **Nature of Industry:** (i) Manufacturers of Cement, (ii) Heavy Engineering and (iii) Hospitality Industry.
2. **Date or expected date of commencement of commercial production:** The Company is in operation since 1941.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- 4(a) **Standalone Financial performance based on given indicators:**

<b>Particulars</b>	<b>Year ended 31st March, 2024 (Amount rounded off to Rs. in Lakh)</b>	<b>Year ended 31st March, 2023 (Amount rounded off to Rs. in Lakh)</b>	<b>Year ended 31st March, 2022 (Amount rounded off to Rs. in Lakh)</b>
Income from Operations and other Income	176252.54	172169.01	164851.88
Profit/(Loss) before Tax	6168.22	(3120.77)	18208.03
Profit/(Loss) after Tax	4501.35	(2553.58)	12930.19

**4(b) Consolidated Financial performance based on given indicators:**

<b>Particulars</b>	<b>Year ended 31st March, 2024 (Amount rounded off to Rs. in Lakh)</b>	<b>Year ended 31st March, 2023 (Amount rounded off to Rs. in Lakh)</b>	<b>Year ended 31st March, 2022 (Amount rounded off to Rs. in Lakh)</b>
Income from Operations and other Income	291616.19	229208.29	214677.40
Profit/(Loss) before Tax*	29289.61	8408.54	29192.29
Profit/(Loss) after Tax*	28044.71	9113.26	23966.38

\* Includes Non-Controlling Interest.

(Figures have been regrouped/recast wherever necessary)

5. **Foreign investments or collaborators, if any:** The KCP Limited has no foreign collaborators and hence there is no equity participation by foreign collaborators in the Company.

## **II. Information about Sri.Ravi Chitturi, Dr. V.L. Indira Dutt and Smt. V. Kavitha Dutt**

### **1 (a) Sri.Ravi Chitturi, Director of the company**

Sri. Ravi Chitturi has a Bachelor Degree in Mechanical Engineering from College of Engineering, Anna University, Chennai and Master's Degree in Computer Science from Alabama A & M University, Huntsville, AL, USA.

He has over 36 years experience in Automotive, Banking, IT and Capital Goods Manufacturing sector with specific expertise in Portfolio & Risk Management and Manufacturing strategies.

He was the Managing Director of KCP Technologies Limited. Earlier he was a Senior Technology Analyst with Republic New York Corporation, New York.

He is on the Boards of KCP Technologies Limited, BGE Engineering India Private Limited and KCP Vietnam Industries Limited.

He is a member of Corporate Social Responsibility Committee, Risk Management Committee and Innovation and Best Practices Committees of the Company.

### **1(b) Dr. VL Indira Dutt, Chairperson & Managing Director**

Dr VL Indira Dutt, Chairperson & Managing Director of the company has been focusing on growth and profits of the Company, Joint Venture (Fives Cail KCP) and Subsidiary in Vietnam (KCP VIL) by developing and executing strategic initiatives. She ensured growth by taking major initiative of expansion of cement making capabilities at our Muktyala location.

Towards achieving the company's vision, Dr VL Indira Dutt has been overseeing preparation and implementation of business plans for short term as well as to meet long term objectives. The business plans include, inter alia, intense annual budget exercises and constant revisiting, considering the dynamic economic and market conditions.

Towards cost reduction leading to better bottom lines, she has been focusing on critical modifications by encouraging employees to come up with ideas and suggestions, both on technical and non-technical areas.

To ensure funding of the financial needs of the Company, she ensured the best options with lowest costs and best terms.

In the quest for growth and profits, she never lost sight of the social responsibility of the Company as Chairperson of the Corporate Social Responsibility committee of the company, she ensured to support the initiatives in education, medical facilities, vocational courses and Women empowerment and skill development programmes.

**1(c) Smt. V. Kavitha Dutt, Joint Managing Director**

Smt.V. Kavitha Dutt, Joint Managing Director of the company, has been in the fore front, to ensure smooth operations of the Company especially the Engineering unit and the hospitality segment, Joint Venture (Fives Cail KCP) and Subsidiary in Vietnam (KCP VII).

She has been taking initiatives to motivate the employees to put in their best by designing suitable policies and procedures aimed and rewarding the employees.

In the difficult economic conditions in the country, she has been striving for new business tie ups, without straying away from traditional strengths.

As part of her initiatives to diversify the business activities, she embarked on a hotel project, which has been running efficiently and making strident progress in attracting the business in the intensely competed hospitality segment.

Smt.V. Kavitha Dutt is also focused on Corporate Social Responsibility of the company by contributing to the organizations involved in environment friendly initiatives (ESG).

**2. Past remuneration:**

<b>Financial Years</b>	<b>Dr. V.L. Indira Dutt (Amount rounded off to Rs. in Lakh)</b>	<b>Smt.V.Kavitha Dutt (Amount rounded off to Rs. in Lakh)</b>
2023-24	246.78	244.94
2022-23	162.12	189.97
2021-22	778.81	584.10

**3. Recognition or Awards:**

Under the dynamic leadership of Dr. V.L. Indira Dutt and Smt.V. Kavitha Dutt, The KCP Limited has been winning awards year on year. The notable awards won recently are:

- CII-SR EHS Excellence Award 2023, CPU Muktyala.
- QCFI National Sustainability Excellence Award 2024-CPU Muktyala.
- Top taxpayer award, CPU Macherla.

**4. Job Profile and their suitability:**

Dr. V.L. Indira Dutt, Smt.V. Kavitha Dutt, Sri.Ravi Chitturi as Chairperson & Managing Director, Joint Managing Director and Technical Directors of the company directs the overall affairs and operations of the Company guiding the supervision

and control of the Board of Directors. They are involved in strategic planning, policy making, vision and strategy and long-term development activities of the Company. They have been instrumental in taking the Company from strength to strength to its present position.

5. **Remuneration proposed:** As stated in the Resolutions proposed as Item No. 1, 2 and 3 of the Notice.

6. **Comparative remuneration policy with respect to industry, size of the company, profile of the position and person:**

The remuneration as proposed for Dr. V.L. Indira Dutt, Smt.V. Kavitha Dutt, Sri. Ravi Chitturi as Chairperson & Managing Director, Joint Managing Director and Technical Directors of the company is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and diverse nature of its businesses.

7. **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:**

Besides the remuneration proposed, Dr. V.L. Indira Dutt, Smt.V. Kavitha Dutt, Sri. Ravi Chitturi as Chairperson & Managing Director, Joint Managing Director and Technical Directors of the company does not have any pecuniary relationship with the Company and they form part of the Promoter Group of the Company.

Dr. V.L. Indira Dutt, Chairperson & Managing Director of the company holds 1,01,59,466 equity shares in the share capital of the Company.

Smt. V. Kavitha Dutt Joint Managing Director of the company holds 13,60,000 equity shares in the share capital of the Company.

### III. Other information:

1. **Reasons of loss or inadequate profits:** The Company is passing the **Special Resolutions** pursuant to the sub-section (1) of Section 197 of the Companies Act, 2013 as a matter of abundant precaution as the profitability of the Company may be impacted adversely in future due to business environment during the period for which remuneration is payable to Dr. V.L. Indira Dutt, Smt. V. Kavitha Dutt and Sri. Ravi Chitturi.

2. **Steps taken or proposed to be taken for improvement:** The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium cement producer, dealer distribution network and committed customer base are also expected to enable the Company to position itself during adversities. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.

3. **Expected increase in productivity and profits in measurable terms:** The Company has been aggressively pursuing and implementing its strategies to improve financial performance.



**IV. Disclosures:**

**1. Remuneration package of the managerial person:**

As detailed in Resolutions proposed as Item No 1, Item No 2 and Item No. 3 of the Notice.

**2. Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2023-2024:**

The requisite details of remuneration of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2023-2024 of the Company.

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