

Ref: KCP: CS : BSE : RB : 15-16 : 201161

January 20, 2016

Bombay Stock Exchange Limited
Floor No.25, P J Towers
Dalal Street
Mumbai - 400 001

Fax : (022) 2272 2061 / 2272 2041

Dear Sir,

Sub: Compliance Report for the third quarter ended 31st December 2015.

Ref: Under Regulation 27(2) of SEBI (LODR) Regulation, 2015

We enclose herewith the Quarterly Compliance Report on Corporate Governance duly filled in, for the third quarter ended 31st December 2015 for your records.

Thanking you,

Yours faithfully,
For THE KCP LIMITED,



Y. VIJAYAKUMAR
COMPANY SECRETARY
& COMPLIANCE OFFICER.

Encl : As above

FORMAT TO BE SUBMITTED BY LISTED ENTITY ON QUARTERLY BASIS

1. Name of Listed Entity : THE KCP LIMITED
2. Quarter ending : 31st December 2015

I. Composition of Board of Directors								
Title	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee)*	Date of appointment in the current term /cessation	Tenure	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ stakeholder committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entity (Refer Regulation 26(1) of listing Regulations)
Dr.	V.L. Dutt	AABPD7988F 00143013	Chairman & Managing Director	01/07/2014 upto 30/06/2017	3 years	1	0	0
Smt.	V.L. Indira Dutt	AAAPD6756A 00139883	Joint Managing Director	01/07/2014 upto 30/06/2017	3 years	1	0	0
Smt.	Kavitha D. Chitturi	AAAPD6737H 00139274	Executive Director	01/10/2014 upto 30/09/2017	3 Years	2	1	0
Sri.	V. Gandhi	AAAPG6503C 00140320	Technical Director	25/01/2014 upto 24/01/2017	3 Years	1	0	0
Sri.	O.Swaminatha Reddy	AACPO1809P 00006391	Independent Director	11/08/2014 upto 10/08/2019	5 Years	5	6	5
Sri.	V.H. Ramakrishnan	AACPR8247C 00143948	Independent Director	11/08/2014 upto 10/08/2019	5 Years	2	2	0
Sri.	Vijay Sankar	AAGPS0086E 00007875	Independent Director	11/08/2014 upto 10/08/2019	5 Years	1	2	0
Sri.	P.S. Kumar	AANPS1860K 00267280	Independent Director	11/08/2014 upto 10/08/2019	5 Years	1	2	0
Sri.	M Narasimhappa	AAGPN2265A 03319847	Independent Director	11/08/2014 upto 10/08/2019	5 Years	1	2	0

For THE K.C.P. LIMITED



COMPANY SECRETARY

I. Composition of Committees:

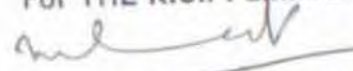
a) Audit Committee

Members	Category
Non-Executive Independent Directors :	
Sri O. Swaminatha Reddy – Chairperson	Independent Director
Sri V.H. Ramakrishnan – Member	Independent Director
Sri. P.S. Kumar – Member	Independent Director
Sri. Vijay Sankar – Member	Independent Director
Sri. M. Narasimhappa – Member	Independent Director
Executive Promoter Director :	
Smt Kavitha D Chitturi - Member	Executive Director

b) Nomination & Remuneration Committee

Members	Category
Non-Executive Independent Directors :	
Sri O. Swaminatha Reddy – Chairperson	Chairperson INDEPENDENT DIRECTOR ✓
Sri V.H. Ramakrishnan – Member	Independent Director
Sri. P.S. Kumar – Member	Independent Director
Sri. Vijay Sankar – Member	Independent Director
Sri. M. Narasimhappa – Member	Independent Director
Dr. V.L. Dutt – Member	Chairman & Managing Director

For THE K.C.P. LIMITED



COMPANY SECRETARY

3. Risk Management Committee:

Members	Category
Smt. Kavitha D. Chitturi – Chairperson	Executive Director
Smt. V.L. Indira Dutt- Member	Joint Managing Director
Sri. V. Gandhi – Member	Technical Director
Sri. Vijay Sankar – Member	Independent Director
Sri. P.S. Kumar - Member	Independent Director
Dr. G.V.K. Prasad (Executive President) CPU – II, Muktyala - Member	Executive of the Company
Sri. G.N. Murty (Chief Financial Officer) - Member.	Executive of the Company
Sri. K. Ramakrishna (Executive President) Marketing – Member.	Executive of the Company

4. Stakeholders Relationship Committee:

Non-Executive Independent Directors :	Category
Sri O. Swaminatha Reddy - Chairman	Independent Director
Sri V.H. Ramakrishnan, Member	Independent Director
Sri. Vijay Sankar – Member	Independent Director
Sri. P.S. Kumar – Member	Independent Director
Sri. M. Narasimhappa - Member	Independent Director

II. Meeting of Board of Directors:

Date(s) of Meeting in the previous quarter	Date(s) of Meeting in the relevant quarter	Maximum gap between any two consecutive (number of days)
12/08/2015	13/11/2015	92 days

For THE K.C.P. LIMITED


COMPANY SECRETARY

III. Meeting of Committees:

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee: 13/11/2015	Yes	12/08/2015	92 days

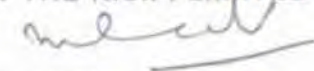
IV. Related Party Transactions

Subject	Compliance Status
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

V. Affirmations:

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders relationship Committee
 - d. Risk Management Committee (applicable to the top 100 listed entities).

For THE K.C.P. LIMITED



COMPANY SECRETARY

3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and disclosure requirements) Regulations 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and / or the report submitted in the previous quarter has been placed before board of Directors any comments / observations / advice of Board of Directors may be mentioned here.

For THE KCP LIMITED,



Y. VIJAYAKUMAR
COMPANY SECRETARY & COMPLIANCE OFFICER