



THE KCP LIMITED

CIN: L65991TN1941PLC001128

"Ramakrishna Buildings", 2, Dr. P.V. Cherman Crescent, Egmore, Chennai - 600 008.

Ph: + 91-44-66772600, Fax: +91-44- 66772620, E-mail: investor@kcp.co.in

www.kcp.co.in

Notice of Postal ballot pursuant to Section 110 of the Companies Act, 2013

The Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force and subject to other applicable laws and regulations, that the resolution appended below for appointment of **Sri.Ravi Chitturi as Chief Operating Officer** is proposed to be passed by the Members through Postal Ballot/electronic voting (e-voting).

The explanatory statement pursuant to Section 102 and 110 of the Act pertaining to the aforesaid resolution setting out the material facts concerning the proposal and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The members are requested to carefully read the instructions given in the Notice and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope, so as to reach the scrutinizer at the Registered Office of the Company on or before the close of working hours on **Saturday 2nd June, 2018** and Ballots received after that date shall be treated as if the reply from the shareholders has not been received.

As required under the provisions of Section 108, 110 and other applicable provisions, if any, of the Act and the rules as applicable in that regard and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing e-voting facility through National Securities Depository Limited (NSDL). Accordingly, instead of returning Postal Ballot Form, members may choose to cast their vote electronically through the NSDL e-voting platform. Instructions on e-voting are enumerated as part of the Notice. Members opting for e-voting are requested to cast their vote before 5.00 PM (IST) on Saturday 2nd June, 2018 as NSDL will disable e-voting on the resolution thereafter.

The Board of Directors have appointed Sri.R.Balasubramaniam (FCS: 2397) Practicing Company Secretary, Chennai, to act as the scrutinizer for conducting the postal ballot/e-voting process, in a fair and transparent manner. The scrutinizer will submit his report after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on or before **Wednesday 6th June, 2018** at the Registered Office of the Company and the results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kcp.co.in and NSDL website www.evoting.nsdl.com.

The proposed resolution requiring consent of Members through Postal Ballot/e-voting is as under

1. To approve the appointment of Sri.Ravi Chitturi as Chief Operating Officer.

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

"RESOLVED THAT pursuant to Section 188 and other applicable provisions if any, of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof for the time being in force the members of the Company do hereby confirm/approve/ratify the appointment of Sri.Ravi Chitturi, as the Chief Operating Officer (to office or place of profit), with effect from 6th June, 2018 on the following terms and conditions:

Designation	Chief Operating Officer (COO)
Place of Posting	Heavy Engineering, Thiruvottiyur
Reporting Authority	Managing Director of the Company
Scope of Employment	He will be responsible for the overall operations of the Heavy Engineering business of the company, including Business development, Marketing, Manufacturing and any other duties/responsibilities assigned by the Managing Director of the Company time to time.
Tenure of employment	As per the Company Rules
Compensation:	
Salary	Rs. 5 lakhs per month.
Benefits	<ol style="list-style-type: none"> 1. Club Fees: Subscription or reimbursement of membership fees of one Club in India. 2. Company Car with Driver 3. Personal Accident Insurance: As per Company Rules. 4. Other Benefits: <ol style="list-style-type: none"> a) Company's contribution towards Provident Fund and Superannuation Fund, if any as per the Company Rules. b) Gratuity as per the Company Rules. c) Leave Travel Allowance, Medical Reimbursement and other allowances, amenities and facilities as applicable/payable as per the Company Rules.

FURTHER RESOLVED THAT for the purpose of giving effect to the above 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 this appointment 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 necessary or expedient."

Place: Chennai
Date: February 14, 2018

For and on behalf of the Board of Directors
(V.L.Dutt)
Executive Chairman

Notes :

1. The relative explanatory statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business set out in the notice is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from NSDL and Central Depository Services (India) Limited (CDSL) as on Friday 27th April, 2018. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail IDs registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Transfer Agents (RTA) (in case of physical shareholding) and physical copy of Postal Ballot Notice and Ballot Form is being sent to all members by permitted mode along with postage pre-paid self-addressed Business Reply Envelope (BRE).
3. The Members whose name appears on the Register of Members/List of Beneficial Owners as on Friday 27th April, 2018 will be considered for the purpose of voting.
4. The Members can opt for only one mode of voting, i.e., either by physical ballot form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
5. In case a Member is desirous of obtaining a duplicate copy of a Postal Ballot Form, he/she may send an e-mail to investor@kcp.co.in. The RTA/Company shall forward the same along with postage pre-paid self-addressed BRE to the Member.

6. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 05.00 P.M. on or before **Saturday 2nd June, 2018**. Any postal ballot form received after this date shall be treated as if the reply from the shareholders has not been received.
7. The shareholders are requested to exercise their voting rights by using the attached postal ballot form only. No other form or photocopy of the form is permitted. Shareholders who do not receive the postal ballot form may apply to the Company and obtain a duplicate thereof.
8. The Scrutinizer will submit his report to either to Dr.V.L.Dutt, Executive Chairman or any other authorized person of the Company after completion of the scrutiny and the results of the postal ballot will be announced on or before **Wednesday 6th June, 2018**.
9. The resolution, if passed by the requisite majority, shall be deemed to have been passed on 2nd June, 2018 i.e the last date specified for receipt of duly completed postal ballot forms or e-voting. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the company during business hours on all working days from the date of dispatch of notice until the last date for receipt of votes by postal ballot/e-voting.

10) Voting through electronic means (E-Voting) :

In compliance with Regulation 44 of the SEBI Listing Obligation and Disclosure Requirements, 2015 (the "Listing Regulations") and Section 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot form by post. The company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

1. Members whose email addresses are registered with the depository participant(s) will receive an email from NSDL informing them of their User ID and password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process.
 - a) Open email and open the PDF File titled "The KCP Limited e-voting.pdf" using your Client ID or Folio No. as password. The said PDF File contains your user ID and password for e-voting. Please note that this password is an initial password.
 - b) Launch your internet browser and type the following URL: <http://www.evoting.nsdl.com>. Click on shareholder – login.
 - c) The Password change menu will appear. Change the Password to a Password of your choice. The new password should have a minimum of 8 digits / characters or a combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - d) The homepage of e-voting will open. Click on e-voting: Active Voting Cycles.
 - e) Select "EVEN (E-voting Event Number) of The KCP Limited.
 - f) Now you are ready for e-voting as the "Cast Vote" page opens.
 - g) Cast your vote by selecting the option of your choice and click on "Submit", and also remember to "Confirm when prompted".
 - h) On confirmation, the message "Vote Cast successfully" will be displayed.
 - i) After you have voted on a resolution once, you will not be allowed to modify your vote.
 - j) Institutional Members (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. together with attested specimen signature of the authorized signatory(ies) who is / are authorized to vote, to the Scrutinizer via email to balu_comsec@yahoo.com, with a copy marked to evoting@nsdl.co.in.
2. For members whose email IDs are not registered with Depository Participant(s) and who receive the physical Postal Ballot Forms, the following instructions may be noted:
 - a) The initial user ID and password is provided at the bottom of the Postal Ballot Form.
 - b) Please follow the instructions from C to J as mentioned in step 1 to cast your vote.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the "Downloads" section of www.evoting.nSDL.com.
4. 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" Option available on the site to reset the password.
5. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
6. The e-voting period commences on **3rd May, 2018** (09.00 hours IST) and ends on **2nd June, 2018** (17.00 hours IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date i.e. Friday, April 27, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
7. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date i.e. Friday, April 27, 2018. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
8. In case of any difficulty in voting, the Equity Shareholder may contact Sri.Y.Vijayakumar, Company Secretary at phone no.044-66772622 or email at vijaycs@kcp.co.in.

Place: Chennai
Date: February 14, 2018

For and on behalf of the Board of Directors
(V.L.Dutt)
Executive Chairman

Explanatory Statement under Section 102 of the Companies Act, 2013

(To approve the terms of appointment of Sri.Ravi Chitturi as Chief Operating Officer)

Sri.Ravi Chitturi, has been appointed as a Chief Operating Officer (COO) by the Board of Directors subject to the approval of the shareholders with effect from 6th June, 2018.

Sri.Ravi Chitturi, aged 52 years holds a Bachelor degree in Mechanical Engineering from Anna University, Chennai and Masters Degree in Computer Science from Alabama A & M University, Huntsville, AL, USA.

He worked as Manufacturing Engineer with Madras Engineering Industries (P) Limited, Senior Technology Analyst with Republic New York Corporation, New York USA.

Till recently, he was the Managing Director of KCP Technologies Limited.

He has been associated with KCP Heavy Engineering Business as principle consultant on behalf of KCP Technologies Limited for over 3 years in areas of Cost Management, Productivity and New Technologies.

In terms of Section 188(1) (f) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of a director or a relative of director to an office or place of profit in a company, its subsidiary company or an associate company requires approval of the shareholders of the company.

Since Sri.Ravi Chitturi is related to Smt.Kavitha Dutt Chitturi, Joint Managing Director (spouse), Dr.V.L.Dutt, Executive Chairman (son in law) and Smt.V.L.Indira Dutt, Managing Director of the company(son in law), you are requested to accord your approval to the Resolution as set out in the accompanying Notice.

Except Smt.Kavitha Dutt Chitturi, Joint Managing Director Dr.V.L.Dutt, Executive Chairman and Smt.V.L.Indira Dutt, Managing Director of the company none of the Directors and Key Managerial Personnel of the Company and their relatives has/have any concern or interest in the proposed resolution.

Place: Chennai
Date: February 14, 2018

For and on behalf of the Board of Directors
(V.L.Dutt)
Executive Chairman