



THE KCP LIMITED

CIN: L65991TN1941PLC001128

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

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www.kcp.co.in

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

To

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 resolutions appended below for appointment of **Dr.V.L.Indira Dutt as Chairperson & Managing Director, Smt. V.Kavitha Dutt as Joint Managing Director and for appointment of Smt.Janaki Pillai as Independent woman director of the Company** are proposed to be passed by the Members through Postal Ballot.

The Explanatory Statement pursuant to Sections 102 and 110 of the Act pertaining to the aforesaid resolutions setting out the material facts concerning the proposal and the reasons thereof are annexed hereto with the 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 **Monday, the 13th day of April, 2020** 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 Sections 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 Monday, the 13th day of April, 2020 as NSDL will disable e-voting on the resolutions thereafter.

The Board of Directors have appointed "Sri. Balu Sridhar (FCS.5868) (CP.3550), Partner M/s. A.K. Jain & Associates, Practicing Company Secretaries, Chennai", to act as the scrutinizers for conducting the postal ballot process, in a fair and transparent manner.

The scrutinizer will submit their report after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Wednesday, the 15th day of April, 2020 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.

SPECIAL BUSINESS:

1. To appoint **Dr.V.L.Indira Dutt** as 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 to appoint Dr.V.L.Indira Dutt (DIN:00139883) as Chairperson & Managing Director of the company, for a period of 3 (three) years with effect from 29th February, 2020 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	Rs.10,00,000/- per month(Excluding perquisites).
II	PERQUISITES	
	1. Housing	Free furnished 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.	Gratuity payable shall be calculated as per the provisions of 'The Payment of Gratuity Act, 1972' or any amendment there to.
	7. Car and Telephones.	Will be provided with one or more cars and one or more Mobile phones including hand held email devises 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 as per the company rules 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 is subject to an overall ceiling of 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.
IV	MINIMUMREMUNERATION	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 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 of Directors of the Company.

"FURTHER RESOLVED THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 consent of the Members be and is hereby accorded for payment of remuneration to Dr.V.L.Indira Dutt (DIN:00139883), Chairperson & Managing Director of the company and belongs to promoter/promoter group of the company, notwithstanding that the annual aggregate remuneration payable to Directors in promoter/promoter group of the company exceeds 5% of the net profit of the Company as calculated under section 198 of the Companies Act, 2013 in any year during the tenure of her appointment.

"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.”

2. To re-appoint **Smt.V.Kavitha Dutt** as 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 to re-appoint Smt.V.Kavitha Dutt (DIN:00139274) as Joint Managing Director of the company, for a further period of 3 (three) years from the expiry of her present term of office, that is, with effect from 1st July, 2020 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 re-appointment and / or remuneration as it may deem fit;

I	SALARY	8,00,000 per month(Excluding perquisites).
II	PERQUISITES	
	1. Housing	40% 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
	6. Superannuation Fund/Annuity Fund	15% of salary as Superannuation Fund contribution
	7. Gratuity	Gratuity payable shall be calculated as per the provisions of ‘The Payment of Gratuity Act, 1972’ or any amendment there to.
	8. Car and Telephones	Will be provided with one or more cars and one or more Mobile phones including hand held email devises 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 as per the company rules 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 3% 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.
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 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 of Directors of the Company.

“FURTHER RESOLVED THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 consent of the Members be and is hereby accorded for payment of remuneration to Smt.V.Kavitha Dutt (DIN:00139274), Joint Managing Director and belongs promoter/promoter group of the company, notwithstanding that the annual aggregate remuneration payable to Directors in promoter/promoter group of the company exceeds 5% of the net profit of the Company as calculated under section 198 of the Companies Act, 2013 in any year during the tenure of her appointment.

“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.”

3. To appoint **Smt.Janaki Pillai** as Independent Woman Director of the company and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) there of, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules,2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Smt.Janaki Pillai (DIN: 08713712), who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) and Regulation 17 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Woman Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 29th February, 2020.

“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.”

Place: Chennai
Date: 29th February, 2020

For and on behalf of the Board of Directors
(V.L. Indira Dutt)
Managing Director

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 National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, the 28th day of February, 2020. 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 Share Transfer Agents (RTA) (in case of physical shareholding). In case of Members whose e-mail ID is not registered, physical copy of Postal Ballot Notice and Form is being sent 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, the 28th day of February, 2020 will be considered for the purpose of voting.
4. Resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
5. 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.

6. 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.
7. 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. (IST) on Monday, the 13th day of April, 2020. Any postal ballot form received after this date shall be treated as if the reply from the shareholders has not been received.
8. 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.
9. The Scrutinizer will submit his report to either Dr.V.L. Indira Dutt, Managing Director of the Company or Smt.V.Kavitha Dutt, Joint Managing Director of the company after completion of the scrutiny and the results of the postal ballot will be announced on Wednesday, the 15th day of April, 2020.

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 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. Enter the user ID and password (as mentioned in step 1. (a) or provided in the physical Postal Ballot Form). Click on Login.
 - d. 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.
 - e. The homepage of e-voting will open. Click on e-voting: Active Voting Cycles.
 - f. Select "EVEN (E-voting Event Number) of The KCP Limited.
 - g. Now you are ready for e-voting as the "Cast Vote" page opens.
 - h. Cast your vote by selecting the option of your choice and click on "Submit", and also remember to "Confirm when prompted".
 - i. On confirmation, the message "Vote Cast successfully" will be displayed.
 - j. After you have voted on a resolution once, you will not be allowed to modify your vote.
 - k. 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 akjainassociates@gmail.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 (b) to (k) 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 Saturday, 14th March, 2020 (09.00 hours IST) and ends on Monday 13th April, 2020 (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, 28th February, 2020, 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, 28th February, 2020. 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 Shareholders may contact Sri.Y.Vijayakumar, Company Secretary at phone no.044-66772622 or email at vijaycs@kcp.co.in.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102, 110 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No. 1

Members of the Company vide Resolution dated 12th January, 2017 had appointed Dr.V.L.Indira Dutt as the Managing Director of the Company for a tenure of three years effective from 1st July 2017 and on sad demise of Dr.V.L.Dutt, Executive Chairman of the company, on the recommendations of Nomination and Remuneration committee of the company and subject to the approval of the shareholders the Board of Directors have appointed Dr.V.L.Indira Dutt as Chairperson & Managing Director of the company on 29th February, 2020 for a period of three years for which approval of the shareholders is being sought.

Pursuant to Section II of Part II of Schedule V to the Act, the remuneration payable to Dr.V.L.Indira Dutt has been recommended and approved for a period of three years effective from 29th February, 2020 by the Nomination and Remuneration Committee at its Meeting held on 29th February, 2020 and subsequently by the Board of Directors at its Meeting held on the even date. The approval of the Members pursuant to Section 197(1) of the Act, (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), is sought for the remuneration payable to Dr.V.L.Indira Dutt as the Chairperson & Managing Director of the Company for a period of three years from 29th February, 2020.

Dr. V. L. Indira Dutt, aged 79 years has a B.A (Economics) from Madras University and serves as Managing Director of the Company.

She has over 23 years of experience and has ably supported the 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 Director of Fives Cail - KCP Limited, Velagapudi Foundation, KCP Vietnam Industries Limited and V. Ramakrishna Sons Private Limited. She is the President of the World Telugu Federation (WTF) and Chairperson of Andhra Chamber of Commerce.

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

Relevant details relating to appointment of Dr.V.L. Indira 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. 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(6)(e) of the Listing Regulations as amended from time to time.

Pursuant to Section 190 of the Companies Act, 2013, All documents referred to in the Notice and accompanying Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days (except Saturday) between 11 A.M. to 1 P.M. from the date of dispatch of the Notice until the last date for receipt of votes by Postal Ballot/e-voting.

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

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Dr.V.L. Indira Dutt and Smt. V Kavitha Dutt, is in any way concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No. 1 of the Notice.

Item No. 2

Members of the Company vide Resolution dated 12th January, 2017 had appointed Smt. V Kavitha Dutt as the Joint Managing Director of the Company for a tenure of three years effective from 1st July 1997. On the recommendations of Nomination and Remuneration committee of the company and subject to the approval of the shareholders the Board of Directors have re-appointed Smt. V Kavitha Dutt as the Joint Managing Director of the Company for a further period of three years effective from 1st July, 2020 for which the approval of the shareholders is being sought.

Pursuant to Section II of Part II of Schedule V to the Act, the remuneration payable to Smt. V Kavitha Dutt has been recommended and approved for a period of three years effective from 1st July 2020 by the Nomination and Remuneration Committee at its Meeting held on 29th February, 2020 and subsequently by the Board of Directors at its Meeting held on the even date. The approval of the Members pursuant to Section 197(1) of the Act, (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), is sought for the remuneration payable to Smt. V Kavitha Dutt as the Joint Managing Director of the Company for the period of three years from 1st July 2020.

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 18 years' experience and has significantly contributed at all levels of management, including in particular overseeing new projects, financial and human resources management, besides steering budgetary policies and review procedures for effective monitoring and follow up.

Presently, she serves as Director on the Boards of DCM Shriram Industries Limited, Apollo Hospitals Enterprise Limited, ABI Showatech (India) Private Limited, V Ramakrishna Sons Private Limited, KCP Vietnam Industries Limited, Fives Cail KCP Limited, Velagapudi Foundation and Chennai Willington Corporate Foundation.

She is a Member of Young Presidents' Organization, (YPO). She was the Past President of FICCI Ladies Organization (FLO).

She was the Vice Chairman of SCWEC, India, the past President of Madras Management Association(MMA) and also the Vice President of World Telugu Federation (WTF).

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

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.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(6)(e) of the Listing Regulations as amended from time to time.

Pursuant to Section 190 of the Companies Act, 2013, All documents referred to in the Notice and accompanying Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days (except Saturday) between 11 A.M. to 1 P.M. from the date of dispatch of the Notice until the last date for receipt of votes by Postal Ballot/e-voting.

The Board recommends the Special Resolution as set out at Item No. 2 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Dr.V.L.Indira Dutt and Smt. V.Kavitha Dutt, is in any way concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No. 2 of the Notice.

Item No. 3

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, had approved the appointment of Smt. Janaki Pillai (DIN:08713712) as an Additional Director designated as Independent Woman Director on 29th February, 2020 in terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), to hold office for a term of 5 (five) consecutive years from 29th February, 2020, not liable to retire by rotation, subject to the approval of the Members.

Smt. Janaki Pillai is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as Director of the Company. The Company has also received declaration from Smt. Janaki Pillai that she meets the criteria of independence as prescribed under Section 149 read with Schedule IV to the Act and the Listing Regulations.

The Company has received a notice in writing from a Member pursuant to Section 160 of the Act, proposing the candidature of Smt. Janaki Pillai for the office of Director of the Company, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Smt. Janaki Pillai fulfils the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the Management.

A copy of draft letter of appointment of Smt. Janaki Pillai setting out the terms and conditions of appointment is placed on the Website of the Company.

Pursuant to Section 190 of the Companies Act, 2013, All documents referred to in the Notice and accompanying Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days (except Saturday) between 11 A.M. to 1 P.M. from the date of dispatch of the Notice until the last date for receipt of votes by Postal Ballot/e-voting.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for the approval of the Members.

Other than Smt. Janaki Pillai, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the proposed Ordinary Resolution as set out in Item No. 3 of this Notice.

A brief profile of Smt. Janaki Pillai is given below:

Smt. Janaki Pillai is a B.A (Hons) in Economics from Lady Shriram College, New Delhi, She has Special Graduate Diploma in Development Law & Social Justice from the Institute of Social Studies, The Hague, Netherlands and she has Doctor of Philosophy (Phd) in Sociology from Jawaharlal Nehru University, New Delhi.

Smt. Janaki Pillai has worked as lecturer in Department of Sociology at Stella Marris College, Chennai.

She is currently the Director- Programmes, Ability Foundation and English Language Trainer, British Council, Chennai.

Relevant details relating to appointment of Smt. Janaki Pillai as required by the Act, Listing Regulations and Secretarial Standards issued by the ICSI are provided in the Annexure - 1 to this Notice.

Place: Chennai
Date: 29th, February 2020

For and on behalf of the Board of Directors
(V.L. Indira Dutt)
Managing Director

ANNEXURE I

(As required under applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings issued by ICSI)

Name of Director	Dr. V.L. INDIRA DUT	Smt. V. KAVITHA DUTT	Smt. JANAKI PILLAI
DIN	00139883	00139274	08713712
Date of Birth and Age	14/09/1940 (79 years)	17/05/1971 (49 years)	23/12/1959 (61 years)
Qualifications	B.A. (Economics) from University of Madras.	BBA(International Business) from Cedar Crest College, Pennsylvania and PGDHRM from New York University.	B.A (Hons) in Economics from Lady Shriram College, New Delhi Doctor of Philosophy (Phd) in Sociology from Jawaharlal Nehru University, Delhi.
Experience and expertise in specific functional area	Please refer Annexure 2	Please refer Annexure 2	Please refer Explanatory Statement to this Notice
Shareholding in the Company as on date of Notice	35,91,375 equity shares	13,00,000 equity shares	NIL
Terms and conditions of appointment	As per the terms of Resolution proposed for approval of the shareholders	As per the terms of Resolution proposed for approval of the shareholders.	As per the draft letter of appointment placed on the website of the company. www.kcp.co.in.
Details of remuneration last drawn (FY 2018-19)	181.87 (lakh)	147.31 (lakh)	NIL
Details of proposed remuneration	As detailed in the proposed resolution	As detailed in the proposed resolution	Sitting fees as approved by the Board of Directors.
Inter-se relationships between • Directors; • Manager; • Key Managerial Personnel	Mother of Smt.V.Kavitha Dutt, Joint Managing Director of the company	Daughter of Dr.V.L.indira Dutt, Managing Director of the company	NA
Number of Meetings of the Board attended during FY 2019 – 20 as on date of Notice	5/5 meetings attended	4/5 meetings attended.	NA
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of The KCP Limited	1. Chairperson of CSR Committee, Finance Committee and Investment Committee. 1. Member of Risk Management Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee.	1. Chairperson of Risk Management Committee. 2. Member of Audit Committee, CSR Committee, Finance Committee, Innovation and Best Practices Committee,	NIL

Name of Director	Dr. V.L. INDIRA DUT	Smt. V. KAVITHA DUTT	Smt. JANAKI PILLAI
Other Companies in which she is a Director	1.Fives-cail KCP Limited 2. KCP Vietnam Industries Ltd 3. V. Ramakrishna Sons Pvt Ltd	1. DCM Shriram Industries Ltd, 2. Apollo Hospitals Enterprise Limited, 3. ABI Showatech (India) Private Limited, 4. V.Ramakrishna Sons Pvt Ltd 5. KCP Vietnam Industries Ltd. 6. Fives Cail KCP Limited	NIL
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of other companies in which she is a Director	NIL	1. Member of Audit Committee – DCM Shriram Industries Ltd 2. Chairperson of Stakeholder Relationship Committee and Member of Share Transfer Committee - Apollo Hospitals Enterprise Limited	NIL
Justification for appointment	Please refer the Explanatory statement to this Notice		

ANNEXURE 2

The Statement Containing Additional Information Pursuant To Schedule V Of The Companies Act, 2013:

I. General Information:

- Nature of Industry:(i) Manufacturers of Cement, (ii) Heavy Engineering and (iii) Hospitality.
- Date or expected date of commencement of commercial production: The Company is in operation since 1941.
- 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:

Particulars	Year ended 31st March, 2019 (Amount rounded off to Rs. in Lakh)	Year ended 31st March, 2018 (Amount rounded off to Rs. in Lakh)	Year ended 31st March, 2017 (Amount rounded off to Rs. in Lakh)
Income from Operations and other Income	116352	110048	95476
Profit/(Loss) before Tax*	5480	11237*	5249
Profit/(Loss) after Tax*	3951	8127	3381

* Includes exceptional items.

(Figures have been regrouped/recast wherever necessary)

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

Particulars	Year ended 31st March, 2019 (Amount rounded off to Rs. in Lakh)	Year ended 31st March, 2018 (Amount rounded off to Rs. in Lakh)	Year ended 31st March, 2017 (Amount rounded off to Rs. in Lakh)
Income from Operations and other Income	166926	152292	137118
Profit/(Loss) before Tax*	12356	14273*	11603
Profit/(Loss) after Tax*	8222	8951	7655

* Includes exceptional items.

(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 Dr.V.L.Indira Dutt and Smt.V.Kavitha Dutt

1. Dr.VL Indira Dutt, Managing Director

Dr VL Indira Dutt, Managing Director of the company has been focusing on growth and profits of the Company by developing and executing strategic initiatives. She ensured growth by taking major initiative of expansion of cement making capabilities at our Muktyala location with an investment of nearly Rs. 375 Crores.

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.

2. 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 Heavy Engineering and the hospitality segment. 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, for the heavy engineering items.

As part of her initiatives to diversify the business activities, she embarked on 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 has taken initiatives in Technologies and sustainability related activities.

3. Past remuneration:

Financial Years	Dr.V.L.Indira Dutt (Amount rounded off to Rs. in Lakh)	Smt.V.Kavitha Dutt (Amount rounded off to Rs. in Lakh)
2016-17	166.05	165.60
2017-18	373.98	186.99
2018-19	181.87	147.31

4. 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 20th National award for excellence in Energy Management
- Award for efficiency in Cost Management to Cement Production Unit, Muktyala.
- Excellence in Sustainability Award.
- CII National award for innovative ideas in Green school programme, 2019.

5. Job Profile and their suitability:

Dr.V.L.Indira Dutt and Smt.V.Kavitha Dutt proposed to be appointed / re-appointed as Chair person & Managing Director and Joint Managing Director of the company directs the overall affairs and operations of the Company under 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.

6. Remuneration proposed: As stated in the Explanatory Statement to Item No. 1 and 2 of this Notice.

7. 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 and Smt.V.Kavitha Dutt 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.

8. 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 and Smt.V.Kavitha Dutt do not have any pecuniary relationship with the Company and they forms part of the Promoter / Promoter Group of the Company.

Dr.V.L.Indira Dutt, Managing Director of the company holds 35,91,375 equity shares in the share capital of the Company.

Smt.V.Kavitha Dutt Joint Managing Director of the company holds 13,00,000 equity shares in the share capital of the Company.

III. Other information:

- 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 in future due to business environment during the period for which remuneration is payable to Dr.V.L.Indira Dutt and Smt.V.Kavitha Dutt.
- 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. 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 adverse conditions.
- 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:

- Remuneration package of the managerial person: As detailed in the proposed resolutions forms part of the Postal Ballot Notice.
- Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2018-19: The requisite details of remuneration of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2018-19 of the Company.
- The Board of Directors of the company on the recommendations of Nomination and Remuneration Committee have approved for payment of remuneration to the Chairperson & Managing Director and Joint Managing Director;
- the company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor.

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