



Ref: KCP: CS : SE : RB : 24-25 : 1824

6th August 2024

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

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

Dear Sir /Madam,

Sub: Corrigendum to the Notice of 83rd Annual General Meeting of the shareholders of The KCP Limited to be held on Thursday 22nd August, 2024.

Ref: Our earlier Intimation dated 29th July, 2024 for Annual Report and Notice.

Dear Sir / Madam,

This is in continuation to the Notice of 83rd Annual General Meeting of the Company (AGM Notice) dated 20th May, 2024, which has already been emailed to all the shareholders of the Company on 29th July, 2024. A Corrigendum is being issued today to inform to all the Shareholders to whom the Notice of Annual General Meeting has been sent regarding changes in the AGM Notice and Explanatory Statement by Deletion of one item (**Item 4**) and Addition of new item (**Item 7**). A copy of detailed Corrigendum is enclosed herewith. The said Corrigendum is also being published in the respective newspapers in Tamil and English language and also being uploaded on the website of the Company at www.kcp.co.in.

Except as detailed in the attached Corrigendum, all other items of the AGM Notice along with Explanatory Statement dated 20th May, 2024, shall remain unchanged.

Please note that on and from the date hereof, the AGM Notice dated 20th May, 2024 shall always be read collectively with this Corrigendum.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we kindly request you to take into record the above submissions and the attached Corrigendum.

You are requested to kindly take above on records.

Thanking You,
Yours faithfully,
For **THE KCP LIMITED**

Y. VIJAYAKUMAR
COMPANY SECRETARY &
COMPLIANCE OFFICER.

THE KCP LIMITED

Registered Office: Ramakrishna Buildings, 2, Dr. P. V. Cherian Crescent, Egmore, Chennai 600 008. INDIA
Phone: + 91-44-6677 2600 **Fax:** + 91-44-6677 2620 **E-mail:** corporate@kcp.co.in
www.kcp.co.in

CIN : L65991TN1941PLC001128



The KCP Limited

“Ramakrishna Buildings”,

2, Dr. P.V. Cherian Crescent, Egmore, Chennai - 600 008. India

Phone: +91 44 66772600 | Fax: 66772620 | E-Mail: investor@kcp.co.in | www.kcp.co.in

CIN: L65991TN1941PLC001128

Corrigendum / Addendum to the Notice of the 83rd Annual General Meeting

This Corrigendum is being issued by The KCP Limited (“Company”) for convening 83rd Annual General Meeting of the Shareholders of the Company (“AGM”) on **Thursday, 22nd August, 2024 at 11:00 AM**. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) for which purpose the Registered Office of the Company situated at “Ramakrishna Buildings”, 2, Dr. P.V. Cherian Crescent, Egmore, Chennai - 600 008 shall be deemed as the **venue for the Meeting**.

This Corrigendum is to be read in conjunction with the **83rd AGM Notice dated May 20, 2024** as available on the website of the Company, National Stock Exchange Limited (NSE) and Bombay Stock Exchange Limited (BSE) where the shares of the Company are listed.

The Notice of the AGM was dispatched to all the shareholders of the Company on **Monday August 29, 2024** in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with relevant circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India (SEBI).

This Corrigendum shall form an integral part of the AGM Notice circulated to the shareholders of the Company.

Accordingly, all concerned shareholders, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, National Securities Depositories Limited (NSDL) the Agency appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the following changes.

Deletion:

At the request of **Dr. Subbarao Vallabhaneni** (DIN: 008746927) retiring Director, who expressed his **unwillingness** to be considered for re-appointment, we are **deleting** the following business from the Notice of 83rd AGM, Dated May 20, 2024 and the voting facility (Both remote and voting during AGM) won't be available for the following business item .

Item No.4

To appoint a Director in place of Dr. Subbarao Vallabhaneni (DIN: 008746927), who retires by rotation and being eligible, offers himself for re-appointment.

Addition:

Company is looking for expansion of the Board and hence the appointment of new director is being proposed.

Item No.7

Appointment of **Sri. C. Panduranga Rao** (DIN: 10012716) as a Non-Executive Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, **Sri. C.Panduranga Rao (DIN: 10012716)**, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Non Executive Independent Director of the Company for a period of (5) five consecutive years with effect from **1st August, 2024**, and that he shall not be liable to retire by rotation”.

“FURTHER RESOLVED THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

For and on behalf of the Board of Directors

Place: Chennai

(**Dr. V.L.Indira Dutt**)

Date: August 05, 2024

Chairperson & Managing Director

Notes:

1). The Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing **83rd AGM**, is annexed as **Annexure 1** hereto and forms part of the Notice.

2). Relevant documents referred to in this Corrigendum / Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.

3). This Corrigendum/ addendum to the Notice of AGM is available on the website of the Company at www.kcp.co.in and website of NSDL at www.evoting.nsdl.com.

4). All the processes, notes and instructions relating to attending AGM through VC / OAVM and evoting set out for and applicable for the ensuing **83rd AGM** shall mutatis-mutandis apply to attending AGM through VC / OAVM and e-voting for the resolution proposed in this Addendum to the Notice of AGM.

Furthermore, the Scrutinizer appointed for the ensuing 83rd AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of AGM.

ANNEXURE 1

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.

Item No. 7

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on August 01, 2024 considered and recommended to the members the appointment of Sri. **C. Panduranga Rao (DIN: 10012716)** as Non-Executive Independent Director of the Company with effect from **1st August, 2024**.

Sri.C. Panduranga Rao is an officer from the 1983 batch of Indian Revenue Service (IRS) (Customs & Indirect Taxes) and has wide experience in administering indirect taxes for over three and half decades in various capacities in Customs, Central Excise, Service Tax and GST.

He holds a Masters Degree in Political Science from University of Delhi.

He was the Principal Chief Commissioner of Tamilnadu & Puducherry when GST was introduced in year 2017 and took several measures in simplifying the GST provisions throughout his jurisdiction.

He has handled various facets of tax administration including Assessment, Investigation, Policy making, Adjudication and Litigation in Customs, Central Excise and Service Tax.

During his career, he was trained in prestigious institutions like IIM, ISB and Syracuse University.

After his retirement, he was appointed to Settlement Commission and retired as Vice-Chairman of the commission.

He is empaneled with the database of Independent Directors maintained by the Ministry of Corporate Affairs.

He is qualified to be appointed as Non-executive Independent Director of the company in terms of Section under Section 149(6) of the Act and the Rules made thereunder read with Regulation 16(1)(b) of the SEBI (LODR) Regulations and has given his consent to act as Director.

The Company has also received declaration from him, confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The Company has also received notices under Section 160 of the Act from a member proposing the candidature of C.Panduranga Rao for the office of Non-Executive Independent Director of the Company.

Details 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 2**" to the Notice.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the meetings within the limits stipulated under Section 197 of the Act.

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 C.Panduranga Rao as Non-Executive Independent Director of the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

For and on behalf of the Board of Directors

Place: Chennai

(Dr. V.L.Indira Dutt)

Date: August 05, 2024

Chairperson & Managing
Director

The details required in terms of Secretarial Standard – 2 and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided hereinafter.

PROFILE OF THE DIRECTOR PROPOSED TO BE APPOINTED.

Name of the Director	Chilukalapalli Panduranga Rao
DIN	10012716
Date of Birth and Age	DOB: 24/03/1959, 65 years.
Qualifications	Masters Degree in Political Science from University of Delhi.
Experience and expertise in specific functional area	Retired officer of Indian Revenue Service (IRS) (Customs & Indirect Taxes). He has handled various facets of tax administration including Assessment, Investigation, Policy making, Adjudication and Litigation in Customs, Central Excise and Service Tax.
Shareholding in the Company as on date of Notice	Nil
Terms and conditions of appointment	As per the terms of Resolution proposed for the approval of the shareholders.
Details of remuneration last drawn	NA
Details of proposed remuneration	Sitting fees for attending the meetings.
Inter-se relationships between • Directors; • Manager; • Key Managerial Personnel	NIL
Number of Meetings of the Board attended during FY 2023-24 as on date of Notice	NA
Chairperson / Membership of the Statutory Committee(s) of Board of Directors of The KCP Limited	NIL
Other Companies in which he/she is a Director	NIL
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of other companies in which she is a Director	NIL