



Ref: KCP / SHARE / RB/ 19-20/ 295192

May 29, 2019

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:** Secretarial compliance report for the year ended 31<sup>st</sup> March, 2019  
**Ref:** SEBI circular No. CIR/CFD/CMD1/27/2019 dated 08/02/2019

Please find attached the Secretarial compliance report of the company for the year ended 31<sup>st</sup> March, 2019 of Smt. Sobana Pranesh, Practicing Company Secretary, FCS NO. 9825, Chennai.

You are requested to the certificate on your record.

Thanking you,

Yours faithfully,  
For THE KCP LIMITED,

A handwritten signature in black ink, appearing to read 'Y. Vijayakumar', is written over a horizontal line.

**Y. VIJAYAKUMAR**  
**COMPANY SECRETARY AND**  
**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

*Sobana Pranesh*  
*Practising Company Secretary*

*Flat 3A, Lilypond*  
*155, Baracca Road*  
*Kilpauk, Chennai - 600010*  
*(M): 91 98409 91159*  
*Email: sobanapranesh@yahoo.co.in*

**Secretarial compliance report of THE KCP LTD. for the year ended 31/3/2019**

I/We..... *Sobana Pranesh* have examined:

- (a) all the documents and records made available to us and explanation provided by THE KCP LTD.
- (b) the filings/ submissions made by THE KCP LTD. to the stock exchanges,
- (c) website of THE KCP LTD., for the year ended 31/3/2019 in respect of compliance with the provisions of:
  - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include :-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (The company has not issued any capital during the year)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (No acquisitions & takeovers during the year)
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (No buy-back of securities during the year)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (not applicable)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not applicable)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (not applicable)

*Sobana Pranesh*  
*Practising Company Secretary*

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(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and based on the above examination, I/We hereby report that, during the Review Period:

(a) The KCP LTD. has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

<i>Sr.No</i>	<i>Compliance Requirement (Regulations/ circulars /guidelines including specific clause)</i>	<i>Deviations</i>	<i>Observations/Remarks of the Practising Company Secretary</i>
	nil	nil	nil

(b) The KCP LTD. has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the Company its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

<i>Sr.No</i>	<i>Action taken by</i>	<i>Details of violation</i>	<i>Details of action taken e.g. fines, warning letter, debarment, etc.</i>	<i>Observations/remarks of the Practising Company Secretary, if any.</i>
	nil	nil	Nil	nil

*Sobana Pranesh*  
*Practising Company Secretary*

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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<i>Sr.No</i>	<i>Observations of the Practising Company Secretary in the previous reports</i>	<i>Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)</i>	<i>Actions taken by the listed entity, if any</i>	<i>Comments of the Practising Company Secretary on the actions taken by the listed entity</i>
	N.A	N.A	N.A	N.A

Place: Chennai

Date: 29/5/2019

Signature: *Sobana Pranesh*

SOBANA PRANESH

Name of the Practising Company Secretary

FCS No:9825

C P No.: 2403