



Ref: KCP / SHARE / RB/ 20-21 /4920

September 4, 2020

National Stock Exchange of India Limited (NSE)	Bombay Stock Exchange Ltd (BSE)
<b>Scrip : KCP</b>	<b>Scrip - 590066</b>
Bandra Kurla Complex,	Floor No.25, P J Towers
Bandra (E)	Dalal Street,
Mumbai-400 051	Mumbai 400 001

Dear Sir /Madam,

Sub: Declaration of Voting results and Summary of the Proceedings of 79<sup>th</sup> Annual General Meeting of the Company held on 4<sup>th</sup> September 2020.

Ref: Regulation 44 and Regulation 30(6) read with Schedule III – Part A of the SEBI (LODR) Regulations, 2015 as amended.

In continuation to our Letter dated 13<sup>th</sup> August 2020, the 79<sup>th</sup> Annual General Meeting of the Company was held on 4<sup>th</sup> September 2020 at 10.15 am at “Ramakrishna Buildings, No.2, Dr. P.V. Cherian Crescent, Egmore, Chennai 600 008 held through Video Conferencing/ Other Audio-Visual Means

All the resolutions set out in the Notice calling the Annual General Meeting were passed with the requisite majority and are deemed to be passed on the date of Annual General Meeting, i.e. 4<sup>th</sup> September 2020.

In this regard, please find enclosed the following:

1. Annexure I – Summary of proceedings of the 79<sup>th</sup> Annual General Meeting.
2. The details of the combined voting results (i.e. result of remote e-voting together with that of the e-voting conducted at the AGM).
3. Consolidated Report of the Scrutinizer dated 4<sup>th</sup> September 2020..

This is for your information and records.

Thanking you,

Yours faithfully,  
For THE KCP LIMITED,

**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](http://www.kcp.co.in)

CIN : L65991TN1941PLC001128

## Annexure 1

### Summary of the Proceedings of the 79<sup>th</sup> Annual General Meeting of the Company

The 79<sup>th</sup> Annual General Meeting (AGM) of the Members of The KCP Limited was held on 4<sup>th</sup> September 2020 at 10.15. a.m. through Video Conference ("VC")/Other Audit Visual Means ("OAVM"). The meeting was held in compliance with the General Circular Nos.20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs ("MCA") and Circular number SEBI/HO/CFD/CMD1/CIR/P.2020/79 issued by the Securities Exchange Board of India ("SEBI") and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

#### Directors in attendance:

Dr. V.L. Indira Dutt, Chairperson and Managing Director, Smt. V. Kavitha Dutt, Joint Managing Director, Sri.P.S.Kumar, Independent Director, Chairman Audit Committee and Stakeholders Relationship committee, Sri. V. Chandrakumar Prasad – Additional Director, Dr. Subbarao Vallabhaneni, Additional Director, and Sri. Ravi Chitturi – Additional Director attended the meeting from Chennai (at the venue of the meeting).

All other directors including Sri. V. H. Ramakrishnan, Independent Director and Chairman of Nomination Remuneration Committee, Sri. Vijay Sankar, Independent Director, Sri. M. Narasimhappa, Independent Director and Smt. Janaki Pillai, Independent Director of the company attended the meeting through VC from their respective locations.

#### Other Representatives:

Representatives of the Statutory Auditors Sri. P. Govardhana Reddy, Partner, M/s. K.S. Rao & Co., Chartered Accountants, from Hyderabad, Smt. Sobana Pranesh, Secretarial Auditor and Sri.Balu Sridhar, Partner M/s. A.K.Jain & Associates, Practising Company Secretaries the Scrutinizer appointed by the Board attended the meeting through VC from Chennai.

#### Members Present:

53 Members attended the AGM through VC.

Dr. V.L. Indira Dutt, Chairperson and Managing Director took the chair and commenced the proceedings of the meeting after ascertaining that the requisite quorum was present.

The meeting commenced at 10.15 a.m. (IST) and concluded at 11.45 a.m.(IST) (including time allowed for e-voting at AGM).

The Chairperson welcomed the Members and other attendees for the meeting. She briefed the members that the company had enabled the Members to participate in the 79<sup>th</sup> AGM through the VC facility provided by NSDL. It was further informed that the Members were provided with the facility to exercise their right to vote by electronic means, through remote e-voting and e-voting at the AGM in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

For THE K.C.P. LIMITED



COMPANY SECRETARY

# THE K C P LIMITED

Members who have joined the meeting through VC and who had not cast their vote through remote e-voting, were provided the option to vote through e-voting facility made available at the AGM. The Company had appointed M/s. A.K.Jain & Associates, Company Secretaries, as Scrutinizer to supervise the e-voting process and to provide combined voting results of remote e-voting and e-voting at the AGM along with the Scrutinizers Report.

Thereafter, the Chairperson mentioned that the Notice of the 79<sup>th</sup> AGM along with the Annual Report for FY 2019-2020 had been sent through electronic mode to those members, who were holding shares of the Company as on cut-off date i.e. 28<sup>th</sup> August 2020 and whose e-mail IDs were registered with the Company/ Depositories. The Chairperson informed that since there are no qualifications, observations or adverse comments on the financial statements and matters, which had any material bearing on the functioning of the Company, reports of the Auditors were taken as read. The Notice of Annual General Meeting also taken as read. It was also informed that the Statutory documents including the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested are made accessible for inspection through electronic mode.

The Chairperson then commenced her speech and gave an overview of the operations and the financial performance of the Company during FY 2019-2020 and also the impact of Covid 19 pandemic on Indian economy and also the challenges and opportunities for the sectors the company is operating in.

Thereafter, Dr. V.L. Indira Dutt, invited speaker shareholders, who had done prior registrations to speak and ask questions, if any.

Dr. V.L. Indira Dutt concluded her speech by placing on record her appreciation and gratitude for all the stakeholders for having reposed their trust and confidence in the Company.

The following items of business as set out in the Notice of the 79<sup>th</sup> AGM Dt. 18<sup>th</sup> June, 2020 were transacted:

No.	Resolutions	Type of Resolution
<b>Ordinary Business:</b>		
1.	<b>Adoption of Audited Financial Statements</b> To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2020 and the Reports of Directors' and Auditors' thereon.	Ordinary
2.	<b>Declaration of Dividend</b> To consider, declaration of Dividend for the year 2019-20	Ordinary

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3.	<b>Re-appointment of the Director retiring by rotation</b>  To appoint a Director in the place of Smt.V.Kavitha Dutt (DIN:00139274), Director of the Company who retires by rotation and, being eligible, offers herself for re-appointment.	Ordinary
<b>Special Business</b>		
4.	Ratification of the remuneration of the Cost Auditors viz. M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad and M/s. S. Mahadevan & Co, Cost Accountants, Chennai for the financial year ending 31st March, 2021.	Ordinary
5.	Resolution for appointment of Sri. V. Chandrakumar Prasad as Non-executive Non-Independent Director of the Company.	Special
6.	Resolution for the appointment of Dr. Subbarao Vallabhaneni as Non-Executive Non-Independent Director of the Company.	Special
7.	Resolution for the appointment of Sri Ravi Chitturi as Non-Executive Non-Independent Director of the Company.	Ordinary
8.	Resolution for approval of Transactions with Related Parties under Section 188 of the Companies Act, 2013.	Ordinary

The Chairperson announced that the e-voting results along with the consolidated Scrutinizer's Report shall be informed to Stock Exchanges and also be placed on the website of the Company within 48 hours from the conclusion of the meeting. The e-voting module was kept open for 15 minutes after conclusion of the proceedings of the meeting at 11.45pm.

The Scrutinizer's report was received and all the resolutions as set out in the Notice of the AGM were passed with requisite majority. The Chairperson authorized the Company Secretary to declare the voting results, intimate the stock exchanges and place the same on the website of the Company.

For THE K.C.P. LIMITED  
  
COMPANY SECRETARY

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## 2. RESULTS OF THE MEETING

No.	Resolutions	Type of Resolution	Mode of Voting	Remarks
<b>Ordinary Business:</b>				
1.	<b>Adoption of Audited Financial Statements</b> To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2020 and the Reports of Directors' and Auditors' thereon.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
2.	<b>Declaration of Dividend</b> To consider, declaration of Dividend for the year 2019-20	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
3.	<b>Re-appointment of the Director retiring by rotation</b> To appoint a Director in the place of Smt.V.Kavitha Dutt (DIN:00139274), Director of the Company who retires by rotation and, being eligible, offers herself for re-appointment.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
<b>Special Business</b>				
4.	Ratification of the remuneration of the Cost Auditors viz. M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad and M/s. S. Mahadevan & Co, Cost Accountants, Chennai for the financial year ending 31st March, 2021	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
5.	Resolution for appointment of Sri. V. Chandrakumar Prasad as Non-executive Non-Independent Director of the Company.	Special	Remote e-voting and e-voting at AGM	Passed with requisite majority
6.	Resolution for the appointment of Dr. Subbarao Vallabhaneni as Non-Executive Non-Independent Director of the Company.	Special	Remote e-voting and e-voting at AGM	Passed with requisite majority
7.	Resolution for the appointment of Sri Ravi Chitturi as Non-Executive Non-Independent Director of the Company.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority

For THE K.C.P. LIMITED



COMPANY SECRETARY

# THE K C P LIMITED

8.	Resolution for approval of Transactions with Related Parties under Section 188 of the Companies Act, 2013.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
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## RESOLUTION-WISE DETAILS OF VOTING RESULTS

Resolution No.	Total valid Votes received through			Votes in favour of the resolution		Votes against the resolution	
	Remote E-voting prior to AGM	E-voting during the AGM	Total	No	% of votes	No	% of votes
1	5,58,47,912	5,680	5,58,53,592	5,58,33,656	99.9643	19,936	0.0357
2	5,58,47,912	5,680	5,58,53,592	5,58,34,345	99.9655	19,247	0.0345
3	5,58,47,912	5,680	5,58,53,592	5,55,97,869	99.5422	2,55,723	0.4578
4	5,58,47,910	5,680	5,58,53,590	5,58,33,654	99.9643	19,936	0.0357
5	5,58,47,912	5,680	5,58,53,592	5,58,33,606	99.9642	19,986	0.0358
6	5,58,47,912	5,680	5,58,53,592	5,58,32,556	99.9623	21,036	0.0377
7	5,58,47,912	5,680	5,58,53,592	5,58,32,706	99.9626	20,886	0.0374
8	44,57,605	5,680	44,63,285	44,60,249	99.9320	3,036	0.0680

For THE K.C.P. LIMITED

  
COMPANY SECRETARY



**CONSOLIDATED SCRUTINISER REPORT**

**[Pursuant to Section 108 of the Companies Act, 2013, and  
Rule 20 of the Companies (Management and Administration) Rules, 2014]**

To,

The Chairman of the 79<sup>th</sup> Annual General Meeting of the Shareholders of **M/s. THE K.C.P. LIMITED** (hereinafter referred as "The Company"), held on September 04, 2020 at 10.15 A.M IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the AGM conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 79<sup>th</sup> Annual General Meeting of The K.C.P. Limited held on Friday the September 04, 2020 at 10.15 A.M (IST) through video conferencing ('VC') / other audio visual means ('OAVM')**

We, M/s. A K JAIN & ASSOCIATES, Practicing Company Secretaries, represented by Mr. Balu Sridhar, Partner, had been appointed as the Scrutinizer by the Board of Directors of the Company pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to scrutinize the remote e-voting process in respect of the below mentioned resolutions proposed at the 79<sup>th</sup> Annual General Meeting ("AGM") of The K.C.P. Limited held on Friday the September 04, 2020 at 10.15 A.M. (IST) through VC / OAVM.

We were also appointed as the Scrutinizer to scrutinize the e-voting process conducted at the AGM.

The notice dated June 18, 2020, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses were registered with the Company / Registrar & Share Transfer Agents / Depositories, in compliance with the MCA Circular dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.



*B. Sridhar*

The Company had availed the e-voting facility offered by National Securities Depositories Limited (NSDL) for conducting remote e-voting and e-voting at the AGM by the Shareholders of the Company.

The period for remote e-voting remained open from Tuesday, September 01, 2020 (09.00 A.M. (IST)) to Thursday, September 03, 2020 (05.00 P.M. (IST)) as mentioned in the Notice convening AGM.

The Company had provided e-voting facility to the shareholders attended the AGM through VC / OAVM and who had not cast their vote in remote e-voting.

The shareholders of the Company holding shares as on the "cut-off" date of August 28, 2020 were entitled to vote on the resolutions as contained in the Notice of the 79<sup>th</sup> Annual General Meeting.

As prescribed in clause IV of the Circular dated May 05, 2020 issued by MCA, which is forming part of the Applicable Circulars, and in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had published an advertisement 21 days before the date of the AGM in English in "Business Line" newspaper having countrywide circulation dated August 15, 2020 and in Tamil in "Dinamani" newspaper dated August 15, 2020. The notice published in the newspaper carried the required information as specified in Sub Rule 4 of the said Rule 20.

In addition to sending notice of the AGM to the shareholders through electronic mode, the Company has also made available the full Annual report on the website of the Company viz., [www.kcp.co.in](http://www.kcp.co.in) besides notice of the AGM made available in the website of NSDL, BSE and NSE.

After the closure of voting at the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to AGM were unblocked by us at 11.30 A.M. on September 04, 2020 in the presence of Mr. Mahesh Jain and Mr. Siddharth Doshi, who are not in the employment of Company.

Based on the data downloaded from the official website of NSDL, we submit the consolidated report as under on the result of the remote e-voting prior to AGM and E-voting at the AGM in respect of said resolutions;

Item No	Type of Resolution	Subject Matter
1	Ordinary	To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial





		Statements) for the financial year ended 31 <sup>st</sup> March 2020 and the Reports of the Directors' and Auditors' thereon
2	Ordinary	To consider, declaration of Dividend for the year 2019-20.
3	Ordinary	To appoint a Director in the place of Smt. V. Kavitha Dutt (DIN:00139274), Director of the Company who retires by rotation and, being eligible, offers herself for re-appointment.
4	Ordinary	To Ratify the remuneration of the Cost Auditors viz. M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad and M/s. S. Mahadevan & Co, Cost Accountants, Chennai for the financial year ending 31st March, 2021.
5	Special	To consider the appointment of Sri. V. Chandra Kumar Prasad (DIN: 8744154) as Non-executive Non - Independent Director of the company.
6	Special	To consider the appointment of Dr. Subbarao Vallabhaneni (DIN: 8746927) as Non-executive Non - Independent Director of the company.
7	Ordinary	To consider the appointment of Sri. Ravi Chitturi (DIN: 00328364) as Non-executive Non - Independent Director of the company.
8	Ordinary	To consider the approval of Transactions with Related parties under section 188 of the Companies Act, 2013.

Item No.	Total valid Votes received through			Votes in favour of the resolution		Votes against the resolution	
	Remote E-voting prior to AGM	E-voting during the AGM	Total	No	% of votes	No	% of votes
1	5,58,47,912	5,680	5,58,53,592	5,58,33,656	99.9643	19,936	0.0357
2	5,58,47,912	5,680	5,58,53,592	5,58,34,345	99.9655	19,247	0.0345
3	5,58,47,912	5,680	5,58,53,592	5,55,97,869	99.5422	2,55,723	0.4578
4*	5,58,47,910	5,680	5,58,53,590	5,58,33,654	99.9643	19,936	0.0357
5	5,58,47,912	5,680	5,58,53,592	5,58,33,606	99.9642	19,986	0.0358



*B. Srinivas*

6	5,58,47,912	5,680	5,58,53,592	5,58,32,556	99.9623	21,036	0.0377
7	5,58,47,912	5,680	5,58,53,592	5,58,32,706	99.9626	20,886	0.0374
8**	44,57,605	5,680	44,63,285	44,60,249	99.9320	3,036	0.0680

\* A shareholder holding 2 Equity shares, as on the cut - off date, had abstained from voting for Resolution No. 4.

\*\* The votes cast by Six Promoters holding 5,13,90,307 Equity shares, as on the cut-off date, for Resolution No.08 were considered as invalid, since the resolution pertains to approval of related party transactions under Section 188 of the Companies Act, 2013.

All relevant records of e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting and the same shall be handed over thereafter to the Company Secretary of the Company.

Place: Chennai  
Date: 04.09.2020



For A.K.JAIN & ASSOCIATES  
Company Secretaries

*B. Sridhar*

**BALU SRIDHAR**  
Partner  
M.No. F5869  
C.P.No.3550

UDIN: F005869B000662591

Witness 1: *Mahesh Jain*

Name : Mr. Mahesh Jain  
Address : No.7/11, Pattabiram Street,  
Kondithope, Chennai - 600112  
Occupation : Service

Witness 2: *Siddharth Doshi*

Name : Mr. Siddharth Doshi  
Address : No.210/212, C B Road,  
Korukkupet, Chennai - 600021  
Occupation : Service