

THE KCP LIMITED

THE PROCEEDINGS OF THE ANNUAL GENERAL MEETING OF THE KCP LIMITED HELD ON 11TH AUGUST, 2014

The 73rd Annual general Meeting of the members of the Company was held on 11th August, 2014 at 10-45 AM at the Registered office of the company at "Ramakrishna buildings" 2, Dr. P.V. Cherian crescent Egmore, Chennai-600 008.

Dr.V.L.Dutt, Chaired the proceedings of the Meeting and Sri.O.Swaminatha-Reddy, Chairman of the Audit Committee chaired the proceedings in respect of the items of business where Dr.V.L.Dutt was deemed to be interested.

Total 1217 (including proxies) attended the Meeting as per records of attendance.

The Chairman gave an overview of the financial performance of the company for the financial year ended 31st March, 2014 and its future outlook.

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has extended the e-voting facility to the Members of the company in respect of the business to be transacted at the Annual General Meeting. The e-voting commenced at 9.00 a.m on Monday 4th August 2014 and ended at 6.00 p.m. on Wednesday 6th August 2014, Sri R. Balasubramaniam, Practising Company Secretary, Chennai was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

The Ministry of Corporate Affairs (MCA) by way of Circular Dated.17/06/2014 has clarified that In view of clear provisions of section 107 of the Companies Act, 2013, voting by show of hands would not be allowable in cases where e-voting facility is being provided to the shareholders and the proposed resolutions are to be voted by way of Poll, that a shareholder who has voted through e-voting mechanism shall not be able to vote in the meeting again, and his earlier vote (cast through e-means) shall be treated as final.

The company has arranged for poll on all 17(Seventeen) resolutions to be passed at the Meeting. Thereafter all the 17 resolutions were proposed and seconded. On the invitation of the Chairman, several Members addressed the Meeting, given their suggestions and raised queries on the Company's accounts and businesses, which were replied by the Chairman.

Thereafter, the Chairman ordered for a poll to be taken at the meeting and Appointed Sri R. Balasubramaniam, Practising Company Secretary as the Scrutinizer for the poll process and requested him for an orderly conduct of the voting. The Chairman announced that the combined result of e-voting and electronic poll will be put on the Company's website.

The following resolutions are passed by the Shareholders.



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Ordinary Business:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon (Ordinary Resolution).
2. To declare dividend on 12% Redeemable, Cumulative, Non-convertible Preference shares of Rs.10/- each and to confirm the Interim Dividend paid (Ordinary Resolution).
3. To declare Final Dividend of Re. 0.10 per share (10%) on Equity shares of Re.1/- each for the financial year 2013-2014(Ordinary Resolution).
4. Resolution for appointment of Sri. V. Gandhi, Technical Director of the Company as Director liable to retire by rotation (Ordinary Resolution).
5. Resolution for appointment of M/s. Brahmayya & CO., Chartered Accountants, Vijayawada as Statutory Auditors of the Company for a period of three years and to fix their remuneration(Ordinary Resolution).

Special Business:

6. Resolution for appointment of Sri. O. Swaminatha reddy (DIN: 00006391) as Independent Director of the Company (Ordinary Resolution).
7. Resolution for appointment of Sri.V.H.Ramakrishnan (DIN: 00143948) as Independent Director of the Company (Ordinary Resolution).
8. Resolution for appointment of Sri. Vijay Sankar (DIN: 00007875) as Independent Director of the Company (Ordinary Resolution).
9. Resolution for appointment of Sri. P.S.Kumar (DIN: 00267280) as Independent Director of the Company (Ordinary Resolution).
10. Resolution for appointment of M. Narasimhappa (DIN: 03319847), as Independent Director of the Company (Ordinary Resolution).
11. Resolution to approve the remuneration of Cost Auditors of the Company for the year 2014-2015(Ordinary Resolution).
12. Resolution for Adoption of new set of Articles of Association of the company (Special Resolution).
13. Resolution for Acceptance of deposits from Members and/or Public (Special Resolution).
14. Resolution for approval of borrowing limits of the company under Section 180(1) (c) of the Companies Act, 2013 (Special Resolution).
15. Resolution for approval to Create Mortgage/Charge on the assets of the Company under Section 180(1) (a) of the Companies Act, 2013(Special Resolution).
16. Resolution for amendment to Liability clause of Memorandum of Association of the Company (Special Resolution).
17. Resolution for approval of related party transactions under section 188 of the companies Act, 2013(Special Resolution).

The poll results were notified to the Stock Exchanges in the format prescribed under Clause 35A of the Listing Agreement and the details of the Listing Agreement and the details of the said results were also uploaded on the Company's website.

For THE KCP LIMITED



COMPANY SECRETARY