

Declaration of Results of remote e-voting and poll
74th Annual General Meeting held on 12th August 2015

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, The KCP Limited (The Company) had provided remote e-voting facility to the Members to enable them to cast their vote electronically on the resolutions proposed in the Notice of the Annual General Meeting (AGM). The remote e-voting was open from 9.00 am on Saturday the 8th August 2015 to 5.00 pm on Tuesday on 11th August 2015.

Further, in line with the rule 20(4) (xi) of the Companies (Management and Administrative) Rules, 2014, as amended, other provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting of Show of hands was not permitted at the General Meeting where e-voting has been offered to the members. Therefore, at the AGM, voting was conducted by means of poll.

The Board of Directors had appointed Shri R. Balasubramaniam, Practicing Company Secretary as the Scrutinizer for remote e-voting and poll. The Scrutinizer have carried out the scrutiny of all the electronic votes received till 5.00 pm on 11th August 2015, and on poll at the AGM and submitted his consolidated Report on 12th August 2015. The Report of Scrutinizer is attached herewith.

The consolidated result as per the Scrutinizer's above mentioned Report is as follows:

S.No.	Resolution	Type of Resolution	No. of votes in favour	Percentage of Votes in favour	No. of votes against	Percentage of votes against
1.	To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2015 together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary	7,85,21,999	100	0	0
2.	To declare Dividend of Re. 0.75 (75%) per Equity shares of Re.1/- each for the financial year 2014-2015	Ordinary	7,85,21,849	99.9998	150	0.0002
3.	Resolution for re-appointment of Smt. Kavitha Dutt Chitturi (DIN 00139274), Executive Director of the Company as Director liable to retire by rotation.	Ordinary	7,85,20,529	99.9996	350	0.0004
4.	Resolution for ratification of the appointment of M/s. Brahmayya & Co., Chartered Accountants, Vijayawada as Statutory Auditors of the Company for the year 2015-2016	Ordinary	6,80,63,849	86.6812	10458150	13.3188
5.	Resolution for ratification of the Cost Auditors remuneration for the year 2015-16	Ordinary	7,85,21,649	99.9996	350	0.0004
6.	Resolution for approval of Related party transactions under Section 188 of the Companies Act, 2013 and Rules made there under.	Ordinary	1,77,88,720	99.9980	350	0.0020



CIN : L65991TN1941PLC001128

Registered Office : "Ramakrishna Buildings", No. 2, Dr. P.V. Cherian Crescent, Egmore, Chennai - 600 008. INDIA

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E-mail : corporate@kcp.co.in Website : www.kcp.co.in

Based on the Consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of the AGM have been duly approved by the Members with requisite majority.

For THE KCP LIMITED,



DR. V.L. DUTT
CHAIRMAN & MANAGING DIRECTOR

Place : Chennai
Date : 13/08/2015

CIN : L65991TN1941PLC001128

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To,
The Chairman
of the 74th Annual General Meeting of the shareholders of M/s. The K C P Limited, held on 12.08.2015 at No.2, Dr. P V Cheriaan Crescent, Egmore, Chennai 600 008.

Sub: Consolidated Scrutinizer's Report on remote e-voting 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 and as amended from time to time and poll conducted at the 74th AGM of The K C P LIMITED on August 12, 2015.

The Board of Directors of the Company, at its meeting held on May 18, 2015 had appointed me as Scrutinizer to scrutinize the voting process in a fair and transparent manner. The e-voting was held between Saturday, 8th August, 2015 (9.00 A.M) to Tuesday, 11th August, 2015 (5.00 P.M) and the poll was conducted on 74th AGM of the Company held on August 12, 2015.

The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider, for extending the Facility of electronic voting to the shareholders of the Company from Saturday, 8th August, 2015 (9.00 A.M) to Tuesday, 11th August, 2015 (5.00 P.M). The e-voting results were unblocked by me after the conclusion of voting at the Annual General Meeting on August 12, 2015 in the presence of two witnesses. For further details, refer my Scrutinizer's report dated August 12, 2015 attached herewith.

At the 74th AGM of the Company held on August 12, 2015, the Chairman of the Company had suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. For further details, refer my Scrutinizer's report dated August 12, 2015 attached herewith.

The result of the E-voting together with that of the Poll is as under:



Item No.1 (Ordinary Resolution): To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2015 together with the Reports of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
63	7,85,21,999	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy) or through e-voting	Total number of votes cast by them
1	75930

As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.2 (Ordinary Resolution): To declare Dividend of Re.0.75 per Equity share of Re.1/- each (75%) for the financial year 2014-2015.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
62	7,85,21,849	99.9998

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
1	150	0.0002

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy) or through e-voting	Total number of votes cast by them
1	75,930

As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.3 (Ordinary Resolution): Re-appointment of Smt. Kavitha Dutt Chitturi, Executive Director of the Company as Director liable to retire by rotation.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
60	7,85,20,529	99.9996

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
2	350	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy) or through e-voting	Total number of votes cast by them
1	75,930

* A shareholder holding 1120 shares has abstained from e-voting in the above resolution.

As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.4 (Ordinary Resolution): To ratify the appointment of Auditors and to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
61	6,80,63,849	86.6812

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
2	1,04,58,150	13.3188

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy) or through e-voting	Total number of votes cast by them
1	75,930

As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.5 (Ordinary Resolution): To ratify/ confirm the Remuneration of the Cost Auditors for the year 2015-2016.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
61	7,85,21,649	99.9996

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
2	350	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy) or through e-voting	Total number of votes cast by them
1	75,930

As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.6 (Ordinary Resolution): Transactions with Related parties under section 188 of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
46	1,77,88,720	99.9980

(ii) Voted against the resolution:

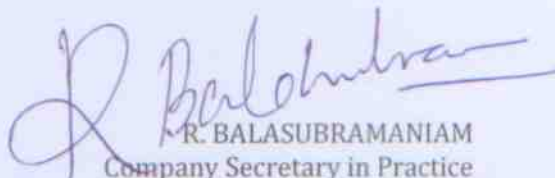
Number of members present and voting (in person or by proxy) or through e-voting	Number of votes cast by them	% of total number of valid votes cast
2	350	0.0020

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy) or through e-voting	Total number of votes cast by them
1	75,930

As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Place : Chennai
Date : 12.08.2015


R. BALASUBRAMANIAM
Company Secretary in Practice
Scrutinizer
M.No. F2397
C. P. No. 1340