

THE PROCEEDINGS OF THE 74th ANNUAL GENERAL MEETING OF THE KCP LIMITED HELD ON 12th AUGUST, 2015

The 74th Annual general Meeting of the members of the Company was held on 12th August, 2015 at 10-25 AM at the Registered office of the company at "Ramakrishna buildings" 2, Dr. P.V. Cheriaan 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 interested.

Total 1364 members (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, 2015 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 remote 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 Saturday 8th August 2015 and ended at 5.00 p.m. on Tuesday, 11th August 2015, Sri R. Balasubramaniam, Practising Company Secretary, Chennai was appointed as the Scrutinizer by the Board for scrutinizing the remote 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 remote 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 6 (Six) resolutions to be passed at the Meeting. Thereafter all the 6 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 with requisite majority.



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Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the company for the year ended March 31, 2015 together with the Reports of the Board of Directors and the Auditors thereon (Ordinary Resolution).
2. To declare Dividend of Re. 0.75 per Equity Share of Re.1/- each (75%) for the financial year 2014-2015. (Ordinary Resolution).
3. Resolution for appointment of Smt. Kavitha Dutt Chitturi, (DIN: 00139274) Executive Director of the Company as Director liable to retire by rotation (Ordinary Resolution).
4. Resolution for ratification of appointment of M/s. Brahmayya & CO., Chartered Accountants, Vijayawada as Statutory Auditors of the Company for the year 2015-16 and to fix their remuneration(Ordinary Resolution).

Special Business:

5. Resolution to ratify/approve the remuneration of Cost Auditors of the Company for the year 2015-2016(Ordinary Resolution).
6. Resolution for approval of related party transactions under section 188 of the companies Act, 2013(Ordinary 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 said results were also uploaded on the Company's website along with the Scrutinizer's report.

