



Ref: KCP: CS : BSE : RB : 18-19: 662018

June 6, 2018

National Stock Exchange of India Limited (NSE)  
BandraKurla Complex,  
Bandra (E)  
Mumbai-400 051  
Scrip : KCP

Bombay Stock Exchange Ltd (BSE)  
Floor No.25, P J Towers  
Dalal Street,  
Mumbai 400 001  
Scrip - 590066

Dear Sir,

Sub: Result of the Postal Ballot

Ref: Regulation 44(3) of the SEBI (LODR) Regulations, 2015.

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the company had conducted the process of Postal Ballot for seeking the consent of the shareholders for passing an ordinary Resolution for "Appointment of Sri. Ravi Chitturi as Chief Operating Officer (COO).

Further pursuant to Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the result of the voting by Postal Ballot (including e-voting). We are also enclosing Scrutinizer's Report dated June 5, 2018.

The said Postal Ballot result will be displayed at the Registered Office of the Company and on the website of the Company [www.kcp.co.in](http://www.kcp.co.in).

Thanking you,

Yours faithfully,  
For THE KCP LIMITED,

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

Y. VIJAYAKUMAR  
COMPANY SECRETARY

**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)

## THE KCP LIMITED

A) DETAILS OF THE VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF SEBI LODR		
Sr. No.	Particulars	Details
1.	Date of the Notice of Postal Ballot	February 14, 2018
2.	Total number of shareholders as on cut-off date 27/04/2018	24,060
3.	Ordinary Resolution	Approval for appointment of Sri. Ravi Chitturi as Chief Operating Officer.
4.	Mode of voting	Through Physical Postal Ballot Form and e-voting process.

For THE K.C.P. LIMITED  
  
COMPANY SECRETARY

<b>B) <u>RESULTS OF THE POSTAL BALLOT PROCESS</u></b>				
<b>S.No</b>	<b>Business</b>	<b>Resolution required (Ordinary / Special)</b>	<b>Mode of Voting</b>	<b>Remarks</b>
1.	Approval for appointment of Sri. Ravi Chitturi as COO	Ordinary	e-voting and Physical Postal Ballot	Passed with requisite majority

For THE K.C.P. LIMITED

  
COMPANY SECRETARY

Resolution (1)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Ordinary Yes To approve the appointment of Sri.Ravi Chitturi as Chief Operating Officer				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	57136391						
	Postal Ballot (if applicable)							
	<b>Total</b>	57136391	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting		2350786	35.4298	2350786	0	100.0000	0.0000
	Poll	6635058						
	Postal Ballot (if applicable)							
	<b>Total</b>	6635058	2350786	35.4298	2350786	0	100.0000	0.0000
Public- Non Institutions	E-Voting		2104410	3.2301	2100779	3631	99.8275	0.1725
	Poll	65149711	1000389	1.5355	998780	1609	99.8392	0.1608
	Postal Ballot (if applicable)							
	<b>Total</b>	65149711	3104799	4.7656	3099559	5240	99.8312	0.1688
<b>Total</b>		128921160	5455585	4.2317	5450345	5240	99.9040	0.0960
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

For THE K.C.P. LIMITED

*[Signature]*  
COMPANY SECRETARY

**R. BALASUBRAMANIAM**  
B.A., B.L., F.C.S  
Company Law Consultant  
Email id: [balu\\_comsec@yahoo.com](mailto:balu_comsec@yahoo.com)  
Contact No: 044 - 26269826

"J", Block, Second Street,  
Door No 27, Flat No A2,  
Anna Nagar East,  
Chennai- 600102

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### SCRUTINIZER REPORT

To  
The Executive Chairman  
**M/s. THE KCP LIMITED**  
RAMAKRISHNA BUILDINGS  
NO.2, DR.P.V.CHERIAN CRESCENT  
EGMORE, CHENNAI 600 008

Dear Sir,

1. The Board of Directors of M/s. THE KCP LIMITED at its meeting held on 14.02.2018, had appointed me as a Scrutinizer for scrutinizing the postal ballot including e-voting process in a fair and transparent manner pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and as amended from time to time for resolution set out in the Postal Ballot Notice dated 14<sup>th</sup> February 2018.

2. I hereby submit my report as under:

(i) The company had completed on 03.05.2018 the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 27.04.2018.

(ii) The Company published advertisements relating to dispatch of postal ballot forms / e-mails in Business Line (English) and Dinamani (Tamil) newspapers on 04.05.2018.

(iii) The members of the Company as on the "cut-off" date i.e. 27.04.2018 were entitled to vote on the resolution through physical postal ballot forms or E-Voting platform provided by National Securities Depository Limited (NSDL).

(iv) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.

(v) The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.

(vi) The postage prepaid business reply envelopes were opened on 02.06.2018 after the closing hours in my presence and the votes cast through e-voting were unblocked after the completion of E-voting process at 10.20 A.M. on 04.06.2018, in the presence of 2 witnesses, Mr. Balu Sridhar and Mr. Pankaj Mehta, who are not in the employment of Company.



(vii) The votes cast through postal ballot forms and e-voting platform were scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company / list of beneficiaries as on 27.04.2018.

(viii) All postal ballot forms received up to the close of working hours on 02.06.2018, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.

(ix) Envelopes containing postal ballot forms received after closing hours on 02.06.2018 were not considered for my scrutiny. Such envelopes aggregate to 25 (Twenty Five).

(x) Envelopes containing postal ballot forms returned undelivered aggregated to 2419.

(xi) A shareholder holding 65500 shares as on the Cut-off date i.e. 27.04.2018 had cast vote for 63500 shares in the postal ballot form. The no of votes for the purpose of this report had been restricted to 63500 shares

(xii) A shareholder holding 532 shares as on the Cut-off date i.e. 27.04.2018 had cast vote for 582 shares in the postal ballot form. The no of votes for the purpose of this report had been restricted to 532 shares

(xii) I did not find any defaced or mutilated ballot paper.

3. The summary of votes cast through e-voting & postal ballot forms is given below:

Resolution 1: (Ordinary)		Appointment of Sri. Ravi Chitturi as Chief Operating Officer.					
		E-voting		Postal ballot forms		Total	
		Nos.	No of shares	Nos.	No of shares	Nos.	No of shares
1.	Total votes cast.	114	46,11,906	499	66,78,371	613	1,12,90,277
2.	Less Invalid votes	2	1,56,710	31	56,77,982	33	58,34,692
3.	Net valid votes	112	44,55,196	468	10,00,389	580	54,55,585
4.	Total votes favoring the resolution.	105	44,51,565	454	9,98,780	559	54,50,345
6.	Total votes against the resolution.	7	3,631	14	1,609	21	5,240

**% of votes in favor of the resolution : 99.90**

**% of votes against the resolution : 0.10**

#### Reasons for invalid votes

a. A shareholder holding 14,980 shares as on the cutoff date had not signed the ballot paper.

b. 28 shareholders holding 90,330 shares in aggregate as on the cutoff date have not casted their votes in Postal ballot form.

c. Four shareholders interested in the resolution and holding 5729382 shares in aggregate as on the cutoff date have participated in the e-voting and postal ballot form. The votes cast by them has been treated as Invalid.

4. The Directors / Members / KMP who are considered as interested in the Resolution have not participated in the voting except four share holders whose votes have been treated as Invalid.

5. The postal ballot forms and other related papers / registers and records will be handed over for safe custody to the Managing Director/ Whole Time Director authorized by the Board to supervise the postal ballot process.

6. You may accordingly declare the result of the voting by Postal ballot.

Thanking you,

Place: Chennai  
Date: 05.06.2018



**R. BALASUBRAMANIAM**  
Company Secretary in Practice  
C.P.No. 1340

**R. BALASUBRAMANIAM**  
B.A., B.L., F.C.S  
Company Law Consultant  
Email id: [balu\\_comsec@yahoo.com](mailto:balu_comsec@yahoo.com)  
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"J", Block, Second Street,  
Door No 27, Flat No A2,  
Anna Nagar East,  
Chennai- 600102

To  
The Executive Chairman  
**M/s. THE KCP LIMITED**  
RAMAKRISHNA BUILDINGS  
NO.2, DR.P.V.CHERIAN CRESCENT  
EGMORE, CHENNAI 600 008

Dear Sir,

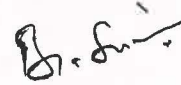
Sub: Witness - Electronic Voting

As per Rule 20 of Companies (Management and Administration) Rules, 2014, and as amended from time to time, the E-voting results of M/s. THE KCP LIMITED were unblocked after the conclusion of the voting hours as prescribed in the Postal Ballot Notice dated 14.02.2018 at 10.20 A.M. on 04.06.2018 in the presence of the following two witnesses;

**NAME & ADDRESS OF WITNESS**

**SIGNATURE**

1. Mr. BALU SRIDHAR  
No.2, Raja Annamalai Road,  
Puraswalkam, Chennai – 600084



2. Mr. PANKAJ MEHTA  
No.2, Raja Annamalai Road,  
Puraswalkam, Chennai – 600084



Place: Chennai  
Date: 05.06.2018



**R. BALASUBRAMANIAM**  
Company Secretary in Practice  
C.P.No. 1340





## RESULTS OF POSTAL BALLOT

The Board of Directors of the Company as decided in their meeting held on 14<sup>th</sup> February 2018, sought the consent of the Shareholders by way of Postal Ballot under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and as amended from time to time for the resolution with respect to following business:

- Appointment of Sri. Ravi Chitturi as Chief Operating Officer (COO) and fixing his remuneration.

The Last date for the receipt of the postal ballot forms, duly completed from the shareholders was Saturday, the 2<sup>nd</sup> June 2018.

Sri. R. Balasubramaniam, Practising Company Secretary, the Scrutinizer appointed by the Board has submitted his report on the postal ballot. I am pleased to announce the results on the basis of the report submitted by the Scrutinizer as under:

### **Resolution for Appointment of Sri. Ravi Chitturi as Chief Operating Officer (COO).**

Resolution 1: (Ordinary)		Appointment of Sri. Ravi Chitturi as Chief Operating Officer.					
		E-voting		Postal ballot forms		Total	
		Nos.	No of shares	Nos.	No of shares	Nos.	No of shares
1.	Total votes cast.	114	46,11,906	499	66,78,371	613	1,12,90,277
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3.	Net valid votes	112	44,55,196	468	10,00,389	580	54,55,585
4.	Total votes favoring the resolution.	105	44,51,565	454	9,98,780	559	54,50,345
6.	Total votes against the resolution.	7	3,631	14	1,609	21	5,240

**% of votes in favor of the resolution : 99.90**

**% of votes against the resolution : 0.10**

Accordingly, as set out in the Notice dated 14<sup>th</sup> February 2018, the resolution was passed by the Shareholders with requisite majority.

Place: Chennai  
Date: 05-06-2018

For The K.C.P. LIMITED,

V.L. DUTT

**EXECUTIVE CHAIRMAN**

### **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**