

Ref: KCP: CS : NSE : RB : 12-13 : 13812

August 13, 2012

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai-400 051

Fax : (022) 2659 8347 / 2659 8348 / 6641 8124 / 66418125 / 66418126

Dear Sirs,

Sub: Voting results (proceedings) of the 71st Annual General Meeting of the Company.

Ref: Clause 35A of the listing agreement.

Please find the enclosed the details for the Voting results (proceedings) of the 71st Annual General Meeting of the Company held on Monday, the 13th August 2012.

This is for your information and records.

Thanking you,

Yours faithfully,
For THE KCP LIMITED,



Y. VIJAYAKUMAR
COMPANY SECRETARY &
COMPLIANCE OFFICER.



THE KCP LIMITED

Date of the Annual General Meeting (AGM)	13/08/2012
Total number of shareholders on record date:	17331
No. of shareholders present in the meeting either in person or through proxy.	749
Promoters and Promoter Group:	
In person	7 (49680803 Equity Shares) (38.54%)
Proxy	5 (10014040 Equity Shares) (7.77%)
Public:	
In person	732 (6964594 Equity Shares) (5.4%)
Proxy	5 (3786015 Equity Shares) (2.94%)
No. of shareholders attended the meeting through Video Conferencing	Nil
Details of the Agenda:	
Item No.1 To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and the Profit & Loss account for the year ended on that date together with the Reports of the Directors and Auditors thereon.	Ordinary Resolution Mode of Voting: Show of hands Favor/ Against : Passed Unanimously
Item No.2 To declare dividend on 12% Redeemable, Cumulative, Non-convertible Preference shares of Rs.10/- each.	Ordinary Resolution Mode of Voting: Show of hands Favor/ Against : Passed Unanimously
Item No. 3 To confirm interim dividend of Re.0.75 per share (75%) paid during the year and to declare final dividend of Re.0.25p per share (25%) on equity shares of Re.1/- each for the financial year 2011-2012.	Ordinary Resolution Mode of Voting: Show of hands Favor/ Against : Passed Unanimously



Item No. 4 To declare a Special dividend of Re.0.50p per share (50%) on equity shares of Re.1/- each for the financial year 2011-2012.	Ordinary Resolution Mode of Voting: Show of hands Favor/ Against : Passed Unanimously
Item No. 5 To appoint a Director in the place of Sri.V.H.Ramakrishnan, who retires by rotation and, being eligible, offers himself for re-appointment and for the said purpose to consider and if thought fit, to pass the following resolution. "RESOLVED THAT Sri. V.H.Ramakrishnan, who retires by rotation be and is hereby re-appointed as a Director of the Company liable to retire by rotation"	Ordinary Resolution Mode of Voting: Show of hands Favor/ Against : Passed Unanimously
Item No.6 To appoint a Director in the place of Sri.A.Ramakrishna, who retires by rotation and, being eligible, offers himself for re-appointment and for the said purpose to consider and if thought fit, to pass the following resolution. "RESOLVED THAT Sri.A.Ramakrishna, who retires by rotation be and is hereby re-appointed as a Director of the Company liable to retire by rotation"	Ordinary Resolution Mode of Voting: Show of hands Favor/ Against : Passed Unanimously
Item No. 7 To appoint Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting, to fix their remuneration and for the said purpose to consider and if thought fit, to pass the following resolution "RESOLVED THAT M/s. Brahmayya & Co., Chartered Accountants, Vijayawada be and are hereby re-appointed as the Statutory Auditors of	Ordinary Resolution Mode of Voting: Show of hands Favor/ Against : Passed Unanimously



the Company to hold such office until the conclusion of the next Annual General Meeting, at a remuneration to be fixed by the Board of Directors on mutually agreed terms and conditions."	
Item No. 8 To appoint Sri Vijay Sankar, as Director of the Company: "RESOLVED THAT Sri Vijay Sankar, who was appointed as an Additional Director of the Company by the Board of Directors under Section 260 of the Companies Act, 1956 and holds office up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member pursuant to section 257 of the Companies Act, 1956 proposing his candidature for the office of the Director, be and is hereby appointed a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."	Ordinary Resolution Mode of Voting: Show of hands Favor/ Against : Passed Unanimously
Item no. 9 To ratify the reclassification of Shares: "RESOLVED THAT the reclassification of 22,10,22,520 (Twenty two crores ten lakhs twenty two thousand and five hundred twenty) unclassified shares of Re. 1/- (Rupee one only) each forming part of the Authorized share capital of the company into 22,10,22,520 (Twenty two crores ten lakhs twenty two thousand and five hundred twenty) Equity shares of Re. 1/-each be and is hereby ratified. "FURTHER RESOLVED THAT Clause V of the Memorandum of Association and Article 5 of the Articles of association of the Company be substituted with the following:	Ordinary Resolution Mode of Voting: Show of hands Favor/ Against : Passed Unanimously



The Authorised Share Capital of the Company is Rs.55,00,00,000 /- (Rupees Fifty five crores Only) divided into 35,00,00,000 (Thirty five crores) equity shares of Re 1/- (Rupee one only) each and 200,00,000 (Two crores) Preference shares of Rs 10/- (Rupee ten only) each; with power to the Board, to increase or reduce the Capital of the Company, to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the company and to classify and re-classify from time to time such shares into any class of shares."

"FURTHER RESOLVED THAT Directors of the company be and are hereby authorized severally to take all such steps that may be necessary, proper expedient or incidental for the purpose of giving effect to the aforesaid Resolutions."

