



KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED

1-10-140.1, 'GURUKRUPA' Ashok Nagar, Hyderabad - 500 020.

Proceedings of the 40th Annual General Meeting of the Company held on 11th July, 2019 at Hyderabad.

Directors present:

- | | |
|-----------------------|----------------------------------|
| 1. Shri P. Veeraiah | - Chairman and Managing Director |
| 2. Shri J S Rao | - Director |
| 3. Shri B V Subbaiah | - Director |
| 4. Shri K Venkat Rao | - Director |
| 5. Smt. M Varalakshmi | - Director |

In Attendance:

- | | |
|----------------------------|--|
| 6. Dr. P Anuradha | - Chief Executive Officer |
| 7. Shri B Kameswara Prasad | - General Manager and Company Secretary |
| 8. Shri M Bhavani Dattu | - Chief Financial Officer |
| 9. Shri V Narasimha Pani | - Partner, M/s Ramanatham & Rao, Chartered Accountants |
| 10. Smt. Manjula Aleti | - Company Secretary in Practice |

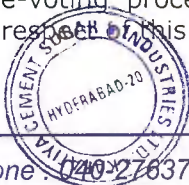
Total number of members present 122.

The General Manager and Company Secretary Shri B Kameswara Prasad welcomed the members / Directors / Auditors including Secretarial Auditor who were present at the meeting.

There upon he has read the notice convening the 40th Annual General Meeting of the company and requested the Chairman Shri P Veeraiah to conduct the proceedings of the meeting. Shri P Veeraiah, Chairman declared that the quorum was present and called the meeting to order.

The Chairman introduced all the directors present at the meeting and informed the members that Shri T R C Bose, Director could not join the meeting on account of personal reasons.

The Chairman then touched upon briefly the performance of the company in 2018-2019, the reasons for the decline in the profitability, prospects of the company in the year under review, the future out look of the company. The e-voting procedures were also explained by the chairman to the members in respect of this Annual General Meeting.



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WORKS: CEMENT : Dondapadu, Chintalapalem (Mdl.), Suryapet (Dist.) - 508 246. Phone : 08654-200014, Fax : 08654-296331
SUGAR & POWER : Peruvancha Village, Kalluru Mandal, Khammam Dist. 507 209. Ph: 08761-287207, Fax : 08761-287206

The Chairman then commenced the formal agenda. The Auditors Report was read by Shri V Narasimha Phani, Representative of Ramanathm & Rao, Chartered Accountants who are the Statutory Auditors of the company.

The Chairman Shri P Veeraiah invited questions in respect of the business as set out in the notice.

Shri P Veeraiah, Chairman, Shri B Kameswara Prasad, General Manager and Company Secretary and Shri M Bhavani Dattu, Chief Financial Officer have answered the questions and clarified the points raised by the members with regard to the agenda. The Chairman Shri P Veeraiah informed the members that the final outcome of the business transacted at this Annual General Meeting will be known after the report of the scrutinizer is made available.

The Agenda items were read by the Chairman which are detailed as under:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 including the Audited Balance Sheet as at 31st March, 2019, the statement of Profit and Loss, Cash Flow Statement for the financial year ended on that date and the Reports of Directors and Auditors thereon.
2. To declare dividend on equity shares for the Financial Year ended 31st March, 2019.
3. To appoint a Director in place of Smt. M Varalakshmi (Din 07585164) who retires by rotation and being eligible offers herself for re-appointment and in this regard, pass the following Resolution as an ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Smt. M Varalakshmi (Din 07585164) who retires by rotation and who being eligible has offered herself for re-appointment be and is hereby reappointed as a Director of the company, liable to retire by rotation".

Special Business:

4. To consider and, if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to M/s Narasimha Murthy, Cost Accountants (Firm Registration No.000042) appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020 amounting to Rs.1.45 lacs together with the applicable taxes and re-imbursement of out of pocket expenses incurred in connection with the aforesaid audit be and is hereby ratified and confirmed".



5. To consider and if thought fit, to pass with or without modification the following Resolutions as Special Resolutions.

To re-appoint Shri K Venkat Rao, Non Executive Independent Director for a period of five years with effect from 14th July, 2019 and ending with 13th July, 2024.

"RESOLVED that pursuant to the provisions of Sections 149, 152, and 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV of the Companies Act, 2013 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time, the consent of the members of the Company be and is hereby accorded for reappointment of Shri K Venkat Rao (DIN:06566627), as Non-Executive Independent Director of the company for a period of five years effective from 14th July, 2019 till 13th July, 2024, who shall not be liable to retirement by rotation and who has submitted the declaration that he meets the criteria of Independence as provided for in Section 149 of the Companies Act, 2013."

"FURTHER RESOLVED that the Board of Directors be and are hereby authorised to do all such acts, deeds and things and give such directions as may be necessary in the best interest of the company for giving effect to aforesaid Resolutions but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion".

6. To consider and if thought fit, to pass with or without modification the following Resolutions as Special Resolutions.

To re-appoint Shri B V Subbaiah, Non Executive Independent Director for a period of five years with effect from 1st April, 2019 and ending with 31st March, 2024.

"RESOLVED that pursuant to the provisions of Sections 149, 152, and 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV of the Companies Act, 2013 and subject to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time, the consent of the members of the Company be and is hereby accorded for reappointment of Shri Boddu Venkata Subbaiah (DIN:01147062), as Non-Executive Independent Director of the company for a period of five years effective from 1st April, 2019 till 31st March, 2024, who shall not be liable to retirement by rotation and who has submitted the declaration that he meets the criteria of independence as provided for in section 149 of the Companies Act, 2013 (though a part of the term has already been covered in the earlier Resolution passed by the members at the Annual General Meeting held on 14th July, 2014).

"FURTHER RESOLVED that the Board of Directors be and are hereby authorised to do all such acts, deeds and things and give such directions as may be necessary in the best interest of the company for giving effect to aforesaid



Resolutions but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion".

7. To consider and if thought fit, to pass with or without modification the following Resolutions as Special Resolutions.

To re-appoint Shri T R C Bose, Non Executive Independent Director for a period of five years with effect from 1st April, 2019 and ending with 31st March, 2024.

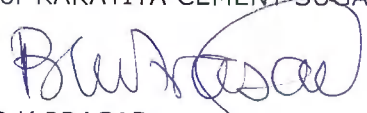
"RESOLVED that pursuant to the provisions of Sections 149, 152, and 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV of the Companies Act, 2013 and subject to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time, the consent of the members of the Company be and is hereby accorded for reappointment of Shri Tummala Ramesh Chandra Bose (DIN:00160630), as Non-Executive Independent Director of the company for a period of five years effective from 1st April, 2019 till 31st March, 2024, who shall not be liable to retirement by rotation and who has submitted the declaration that he meets the criteria of independence as provided for in section 149 of the Companies Act, 2013 (though a part of the term has already been covered in the earlier Resolution passed by the members at the Annual General Meeting held on 14th July, 2014).

"FURTHER RESOLVED that the Board of Directors be and are hereby authorised to do all such acts, deeds and things and give such directions as may be necessary in the best interest of the company for giving effect to aforesaid Resolutions but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion".

The business as set out in the notice has been completed and Shri B Kameswara Prasad, General Manager and Company secretary thanked the members for participating in the meeting.

Thanking you,

Yours faithfully,
for KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED,


B K PRASAD
GENERAL MANAGER
AND COMPANY SECRETARY