



KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED

NOTICE

NOTICE is hereby given that the **THIRTY FOURTH ANNUAL GENERAL MEETING of KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED** will be held on Thursday, the 11th day of July, 2013 at 11.00 A.M at Sri Thyagaraya Gana Sabha, Vivek Nagar, Chikkadapally, Hyderabad - 500 020 to transact the following Business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2013, the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Sri J S R Prasad, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Sri V B R Suryam, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Sri A. Chengappa, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint M/s. M. ANANDAM & CO., Chartered Accountants, Firm Regn.No.000125S as Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as Special Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 198,269,309,310,311 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modifications or re-enactments thereof, for the time being in force, approval be and is hereby accorded to the re-appointment Sri P. Venkateswarlu as Managing Director of the Company w.e.f 1.08.2013 for a period of 5 years, on the following terms and conditions".

PART - A

1. **SALARY** : Salary of ₹ 4,00,000/- (Rupees Four lakhs only) per month with an annual increment of ₹ 25,000/-.
2. **COMMISSION** : Commission @ 2% of the Net Profits of the Company as computed in the manner provided in Section 309(5) of the Companies Act, 1956.
3. **PERQUISITES**
 - a) **HOUSE RENT ALLOWANCE** : House Rent Allowance of ₹ 25,000/- per month. The expenditure incurred on Gas, Electricity, Water and furnishing will be valued as per the Income Tax Rules, 1962.
 - b) **MEDICAL REIMBURSEMENT** : Reimbursement of actual medical and hospital expenses for self and family, subject to a ceiling of one month basic salary in a year.



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c) **LEAVE TRAVEL CONCESSION** : Leave Travel Concession for self and family to and from any place in India, once in a year, subject to a ceiling of ₹ 1,00,000/- per annum.

d) **CLUB FEES** : Fees of Clubs, subject to a maximum of two clubs. However, admission and life membership fees shall not be included for this purpose.

PART - B

1. **PROVIDENT FUND** : Company's contribution towards Provident Fund, at 12% of Salary.

2. **LEAVE ENCASHMENT** : Encashment of leave at the end of the tenure.

3. **OTHER BENEFITS** : Free use of car with driver on company's business.

4. **RESIDENTIAL TELEPHONE** : Residential telephone shall be provided.

"FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year, the Salary payable to Sri P.Venkateswarlu, shall be as per the provisions of Schedule XIII to the Companies Act, 1956 as amended from time to time and/or within the limits allowed under Sections 198 and 309 thereof".

8. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198,269,309,310,311 and Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 including any statutory modifications or re-enactments thereof, for the time being in force, approval be and is hereby accorded to the re-appointment Sri P. Veeraiah as Joint Managing Director of the Company w.e.f 1.12.2013 for a period of 5 years, on the following terms and conditions ".

PART - A

1. **SALARY** : Salary of ₹ 2,50,000/- (Rupees Two lakhs Fifty Thousand only) per month with an annual increment of ₹ 20,000/-

2. **COMMISSION** : Commission @ 2% of the Net Profits of the Company as computed in the manner provided in Section 309(5) of the Companies Act, 1956.

3. **PERQUISITES**

a) **HOUSE RENT ALLOWANCE** : House Rent Allowance of ₹ 25,000/- per month.

b) **MEDICAL REIMBURSEMENT** : Reimbursement of expenses actually incurred for self and family, subject to a ceiling of ₹ 15,000/- per annum.

c) **LEAVE TRAVEL CONCESSION** : Leave Travel Concession for self and family to and from any place in India, once in a year, subject to a ceiling of ₹ 50,000/- per annum.

d) **CLUB FEES** : Fees of Clubs, subject to a maximum of two clubs. However, admission and life membership fees shall not be included for this purpose.



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PART - B

1. **PROVIDENT FUND** : Company's contribution towards Provident Fund, at 12% of Salary.
2. **LEAVE ENCASHMENT** : Encashment of leave at the end of the tenure.
3. **GRATUITY** : Gratuity payable as per Payment of Gratuity Act, 1972.
4. **OTHER BENEFITS** : Free use of car with driver on Company's business. Residential telephone shall be provided.

"FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year, the Salary payable to Sri P. Veeraiah, shall be as per the provisions of Schedule XIII to the Companies Act, 1956 as amended from time to time and/or within the limits allowed under Sections 198 and 309 thereof".

9. To consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution.

"RESOLVED THAT Mr. K.Venkat Rao be and is hereby appointed as Director of the Company, liable to retire by rotation."

By Order of the Board
for **KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED**

Place : Hyderabad
Date : 27.05.2013

R. Ramakrishna
Company Secretary

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll only instead of himself/herself. Such proxy need not be a member of the company.
2. The Register of Members and Share Transfer Books will remain closed from 01-07-2013 to 11-07-2013 (both days inclusive).
3. Members are requested to notify immediately any change in their addresses to the Company's Registered Office with their Folio Number(s).
4. The Dividend, after declaration, will be paid to those shareholders whose names stand on the Register of Members on 11th July 2013. The Dividend in respect of shares held in the electronic form will be paid to the beneficial owners of shares whose names appear in the list furnished by the Depositories for this purpose as on 11th July 2013. The Dividend will be paid on or before August 8, 2013.
5. The Securities and Exchange Board of India (SEBI) has made it mandatory for all Companies to use the Bank Account details furnished by the Depositories for depositing dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the Bank details, if available, on the payment instrument for distribution of dividend.
6. As per provisions of Section 205A of the Companies Act, 1956 the Company has already transferred to the Investors Education and Protection Fund, the amount of all unclaimed dividends declared up to and including the financial year ended 31st March 2005. The amount of unclaimed dividends for the financial year ended 31st March 2006 will be transferred to the Investors Education and Protection Fund by October 15th 2013.



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7. As per the provisions of Section 205A, the Company is required to transfer dividend, which remains unpaid or unclaimed for a period of 7 years, to the Investors Education and Protection Fund set up by the Central Government. Shareholders, who have not claimed their dividend for any year from the financial year ended March 31, 2007 onwards, are requested to lodge their claim with the Company.
8. (a) The Company's shares are listed with the The National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited, Mumbai(BSE).
(b) The Annual Listing Fee for the year 2013-2014 has been paid to these two Stock Exchanges.
9. All the shareholders are requested to intimate their e-mail address to the Company or to the depository for sending by e-mail the Notice and Annual Report pursuant to the Circular 18/2011 issued by the Ministry of Corporate Affairs.
10. As per SEBI circular No.CIR/MRD/DP/10/2013 dated March 21, 2013, dividend payments to investors are made electronically through ECS. Shareholders are requested to update bank details with the depositories to ensure that dividend is credited promptly. Those shareholders who hold shares in physical form are requested to communicate their bank account number, Name of the Bank and address to: kcsilcs@gmail.com.

ANNEXURE TO NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 7 & 8:

The current tenure of Sri P. Venkateswarlu and Sri P. Veeraiah as Managing Director and Joint Managing Director, are upto 30.09.2013 and 4.12.2013, respectively. Accordingly, the Board of Directors of the Company, at its meeting held on 27th May 2013, have reappointed them for a further period of five years on the terms and conditions contained in the resolutions. However, their appointment and terms as to remuneration, etc, is subject to approval of the shareholders by way of a Resolution. Accordingly, your approval is solicited.

Excepting the aforesaid Directors, apart from Sri J S R Prasad, and Sri J S Rao no other Director is interested in these Resolutions.

ITEM NO. 9:

Mr. K.Venkat Rao was appointed as an Additional Director of the Company at the Board Meeting held on 27.05.2013 and as per the provisions of the Section 260 of Companies Act, 1956 he holds office as a Director up to the date of this Annual General Meeting. Company has received Notice from a member along with deposit of ₹ 500/- as required by Section 257 of the Companies Act 1956, signifying his intention to propose Mr. K.Venkat Rao as a Director. According to Article 51 of the Articles of Association of the Company the director shall be liable to retire by rotation.

None of the Directors of the Company are interested in the said resolution.

Your Directors recommend the resolution for approval.

By Order of the Board
for **KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED**

Place : Hyderabad
Date : 27.05.2013

R. Ramakrishna
Company Secretary