NOTICE:

Notice is hereby given that the 44th Annual General Meeting of the Company is scheduled to be held on Monday, the 25th September, 2023 at 10.00 a.m. at Sri Thyagaraya Gana Sabha, Vivek Nagar, Chikkadapally, Hyderabad – 500020 to transact the following business.

Ordinary business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Reports of Directors' and Auditor's thereon.

2. To declare dividend of ₹ 3/- per equity share for the Financial Year ended 31st March 2023.

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, to 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 being eligible, offers herself for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".

Special Business:

4. **Re-appointment of Shri P Veeraiah as the Managing Director of the Company:**

   To consider and, if though fit, to pass, with or without modifications, the following Resolution as an **Ordinary Resolution:**

   "**Resolved That** pursuant to the provisions of Sections 196, 197, 198, 200 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (or any statutory modification or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), for the time being in force read with Schedule V of the Companies Act, 2013 and the applicable Articles of the Articles of Association of the Company, and further subject to such statutory and regulatory approvals (if any) and subject to such conditions and modifications as may be imposed or prescribed by any other authorities in granting such approvals, permissions and sanctions, and pursuant to the recommendations of the Nomination and Remuneration Committee and that of the Board of Directors (the Board), approval of the Members of the Company be and is hereby accorded for the **re-appointment of Shri P Veeraiah (DIN : 00276769) as the Managing Director of the Company for a period of 5 (Five) years w.e.f. 1st December, 2023 and up to 30th November, 2028**, on the following terms and conditions pertaining to payment of remuneration and perquisites, for the first three years of the re-appointment i.e. for the period commencing from 1st December, 2023 to 30th November, 2026, (with liberty to the Nomination and Remuneration Committee to recommend the remuneration for the remaining period of two years, depending upon the performance of the Company and the then prevailing provisions of laws pertaining to Managerial Remuneration), with liberty to the Board of Directors to alter and vary the terms of remuneration, in such manner as the Board may deem fit :

   PROPOSED TERMS AND CONDITIONS FOR THE RE-APPOINTMENT OF SHRI P VEERAIAH AS THE MANAGING DIRECTOR:-

   1) **Tenure :** 5 (Five) years with effect from 1st December, 2023

   2) **Salary:** Rs.7.00 lacs (Rupees Seven lacs only) per month which is the existing salary.

   3) **Commission:** 2% of Commission (in addition to salary and perquisites) calculated with reference to the net profits of the Company for each financial year which together with the monetary value of perquisites shall not exceed the ceiling laid down in Section 197 of the Companies Act, 2013.

   4) Leave Travel Allowance for self and family equivalent to one month's salary in a year.

   5) **Perquisites :**

      a) **House Rent Allowance :** House Rent allowance at 40% of the salary shall be paid. In addition, free use of the Company's owned furniture and other consumer durables, if required.

b) **Provident Fund and Gratuity :**

i. Company's contribution to Provident fund shall be as per the provisions of Employees Provident Funds and Miscellaneous Provisions Act, 1952.

ii. Gratuity shall be paid as per the Payment of Gratuity Act, 1972 or Company's Gratuity scheme whichever is higher.

6) **Other Perquisites:**

A) Gas, Electricity, Water, House Maintenance and furnishings, the monetary value of which shall be valued as per the Income Tax Rules, 1962 and subject to a ceiling of 10% of the salary of the Managing Director.

B) Personnel Accident Insurance premium shall not exceed Rs. 10,000/- per annum.

C) Re-imbursement of all domiciliary Medical expenses incurred for self and family and Mediclaim policy for hospitalization.

D) Provision of car with driver for use on Company's business and telephone/ fax facility at residence.

E) Club Fee:- Fee of clubs subject to a maximum of two clubs. However, admission and life membership fee shall not be included for this purpose.

The perquisites shall be evaluated at cost to the Company and when such evaluation is difficult, it shall be evaluated as per the Income Tax Rules.

7) **Minimum Remuneration :**

Where in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary, perquisites and Commission not exceeding the limits specified in Schedule V of the Companies Act, 2013 including any statutory modifications thereto for the time being in force.

8) The Managing Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or committees thereof.

Resolved Further That the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this resolution."

5. Appointment of Shri Vankineni Sivarama Krishna Murthy (DIN: 03642007) as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Vankineni Sivarama Krishna Murthy (DIN: 03642007), who was appointed by the Board as an Additional Director in the category of an Independent Director of the Company based on the recommendation of the Nomination and Remuneration Committee, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a first term of 5 (five) consecutive years from 04.08.2023 up to 03.08.2028.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Shri Vankineni Sivarama Krishna Murthy be paid such fees and remuneration as the Board may approve from time to time and subject to such limits as may be prescribed.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

6. **Fixation of Remuneration of Cost Auditors:**

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, 2024 amounting to Rs.1.75 lakhs 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".

By Order of the Board
for Kakatiya Cement Sugar & Industries Limited

Place : Hyderabad
Date : 04.08.2023

V. Sesha Sayee
Company Secretary

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on poll only instead of himself/herself and a proxy need not be a member of the Company. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, at least 48 hours before the commencement of the Annual General Meeting**. Proxies submitted on behalf of Limited Companies, Bodies Corporate, Societies etc. must be supported by certified copies of appropriate Resolutions/authorities as applicable.
2. In case of Joint holders attending the Meeting, only such Joint holder whose name appears as the First Holder will be entitled to vote.
3. An explanatory statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 which sets out details relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and e-mail address by every participant in Securities Market. Members holding shares in electronic form are, therefore, requested to submit their PAN and register their e-mail address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form and who have not updated their KYC details viz. Income Tax Pan, Bank Account details, Mobile number, e-mail address and nominations are requested to update the same by writing to the Company's RTA M/s. XL Softech Systems Limited/Company by submitting a request letter mentioning the Folio No. and Name of the Shareholder along with scanned copy of the share certificate (both sides) and self-attested copies of the PAN cancelled blank cheque along with duly filled ISR-1/2/3, SH-13/14 and e-mail address to the RTA/Company.
5. The Register of Members and Share Transfer Books will remain closed from Tuesday, the 19th September, 2023 to Monday, the 25th September, 2023 (both days inclusive) in connection with the 44th Annual General Meeting and for determining the entitlement of Members for payment of dividend.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
7. As required under Listing Regulations and Secretarial Standard-2 on General Meetings, details in respect of Directors seeking appointment/re-appointment at the AGM is separately annexed hereto. The Directors seeking the appointment/re-appointment have furnished requisite declaration under section 164(2) and other applicable provisions, if any, of the Companies Act, 2013 including Rules framed thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. All the shareholders are requested to intimate their e-mail address to the Company at **info@kakatiyacements.com** or **shares@kakatiyacements.com** for sending Notice and Annual Report through e-mail. Shareholders are also requested to notify immediately any change in their addresses to the Company's Registered Office with their Folio Number(s) and with their e-mail addresses. They can also visit the company website at www.kakatiyacements.com where notice is uploaded. For any communication, the shareholders may also utilize company's investor e-mail ID: info@kakatiyacements.com.

9. The Dividend, after declaration, will be paid to those shareholders, whose names stand on the Register of Members as on 18th September, 2023. 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 18th September, 2023. The Dividend will be paid on or before 24th October, 2023.

10. Members may note that the Income Tax Act, 1961 as amended by the Finance Act, 2020 mandates that dividends paid or distributed by a company after April 01, 2021 shall be taxable in the hands of members. The company shall therefore be required to deduct tax at source (TDS) at the time of making payment of dividend, depending upon the status and category of the member.

    For resident shareholder, taxes shall be deducted at source under Section 194 of the Income Tax Act as follows-

Members having valid PAN	10% or as notified by the Government of India
Members not having Valid PAN	20% or as notified by the Government of India

    However no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by her/him during the Financial Year 2022-2023 does not exceed ₹ 5000/- and also in cases where members provided Form 15G/Form 15H subject to conditions specified in the Income Tax Act, 1961.

11. The Notice calling the AGM has been uploaded on the website of the Company at **www.kakatiyacements.com.** The Notice can also be accessed from the website(s) of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and at www.nseindia.com respectively.

12. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), the Company is providing facility of remote e-voting to its Members through e-Voting agency M/s. Central Depository Services of (India) Limited (CDSL).

13. The documents pertaining to the items of business to be transacted at the AGM are available for inspection in electronic mode. The shareholders may write an e-mail to info@kakatiyacements.com and the Company shall respond suitably.

14. As per provisions of Section 124 of the Companies Act, 2013, the Company has transferred to the Investor Education and Protection Fund (IEPF), the amount of all unclaimed dividend declared up to and including the financial year ended 31st March, 2015. The amount of unclaimed dividend for the financial year ended 31st March, 2016 will be transferred to the Investor Education and Protection Fund(IEPF) within the prescribed time during the current year.

15. As per the provisions of Section 124 of the Companies Act, 2013, the Company is required to transfer dividend, which remains unpaid or unclaimed for a period of 7 years, to the IEPF set up by the Central Government. Shareholders, who have not claimed their dividend for any year from the financial year ended March 31, 2016 onwards are requested to lodge their claim with the Company.

16. Members may note that they can avail of nomination facility in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to XL Softech Systems Limited at the address mentioned in this Report. Members holding shares in electronic mode may contact their respective Depository Participants for availing of this facility.

17. The Company's shares are listed with The National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The Annual Listing Fee for the year 2023-2024 has been paid to these two Stock Exchanges.

18. As per SEBI Circular No.CIR/MRD/DP/10/2013 dated March 21, 2014, dividend payments to investors are made electronically through ECS. **Shareholders holding shares in demat form are requested to update their bank details with the depositories with whom them have opened their demat accounts, 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, Branch, IFSC Code and address to: info@kakatiyacements.com or shares@kakatiyacements.com for necessary action at our end. Members holding Accounts in Banks in which merger has taken place are requested to check and mention the correct IFSC code of the Bank consequent to merger.

19. Electronic copy of the Notice of the AGM of the Company and the Annual Report inter alia indicating the process and manner of e-voting are being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless a member has requested for a hard copy of the same.

20. In compliance with the provisions of Section 108 and 109 of the Act and Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is providing e-voting facility to the members to exercise their right to vote on Resolutions proposed to be passed in the meeting by electronic means. The members may cast their vote using an electronic voting system from a place other than the venue of the meeting. The Company has engaged the services of CDSL as the authorised agency to provide e-voting facilities and instructions for availing e-voting facility are given in **Note No.27**.

21. The Board has appointed Smt. Manjula Aleti, Company Secretary in Practice (Membership No.FCS:10380, COP:13279) as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

22. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 2 (Two) working days from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against forthwith to the Chairman or a person authorised by the Chairman for counter signature.

23. The Results shall be declared by the Chairman or by an authorised person of the Chairman and the Resolutions will be deemed to have been passed on the date of AGM, subject to receipt of requisite number of votes in favour of the Resolutions.

24. After declaration of results, the same shall be placed along with the scrutinizer's Report(s) on the website of the company **www.kakatiyacements.com** and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed.

25. A person whose name is recorded in the Register of members or in the Register of beneficial owners maintained by the Depositories as on the cut-off date i.e. 18th September, 2023 shall only be entitled to avail the facility of remote e-voting.

26. **The e-voting period commences on Thursday, 21st September, 2023 (9:00 AM) and ends on Saturday 23rd September, 2023 (5:00 PM)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

27. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company.

CDSL e-Voting System - For e-voting

THE INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

(i) The voting period begins on Thursday, 21st September, 2023 (9:00 AM) and ends on Saturday, 23rd September, 2023 (5:00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2023 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' Resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI Circular No**. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode with CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication.The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.

Type of shareholders	Login Method
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542/43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter your Dividend Bank Details or Date of Birth (in DD/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant (KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED) on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) **Additional Facility for Non - Individual Shareholders and Custodians - For Remote e-voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc.

together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@kakatiyacements.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copies of the share certificate (both sides), PAN and AADHAR (both self attested) by email to Company/RTA's email id.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting through Depository.

If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No.4

Shri P Veeraiah had been associated with the Company since December 5, 1998 when he was made the Joint Managing Director of the Company. Consequent to the demise of Shri P Venkateswarlu, the founder Promoter and Managing Director of the Company, Shri P Veeraiah had been elevated to the position of Chairman and Managing Director w.e.f February 3, 2016.

The shareholders at their 39th Annual General Meeting held on 20th September, 2018 have re-appointed Shri P Veeraiah as the Managing Director of the Company for a further period of 5 (Five) years with effect from 1st December, 2018. Accordingly, his present tenure expires on 30th November, 2023.

The proposal to re-appoint Shri P Veeraiah as the Managing Director of the Company for a further period of 5 (Five) years with effect from 1st December, 2023 was extensively deliberated by the Nomination and Remuneration Committee of the Board at its meeting held on 28th July, 2023 and considering the active involvement and vast experience of Shri P Veeraiah in handling the operations of the Cement, Sugar and Power divisions by assuming greater responsibilities, recommended his re-appointment to the Board for its consideration.

Your Board at its meeting held on even date viz. 4th August, 2023 considered the recommendation of the Nomination and Remuneration Committee pertaining to re-appointment of Shri P Veeraiah as the Managing Director of the Company for a further period of 5 (Five) years with effect from 1st December, 2023. The Board has also considered the parameters in respect of remuneration and compensation for heads of organisations of similar sized companies with multi-product operations and decided to recommend the same to the Members for their approval.

Presently Shri P Veeraiah has been drawing a basic salary of ₹7.00 lakhs per month in addition to allowances, perquisites, benefits and commission. Shri P Veeraiah drew a total remuneration of ₹129.35 lakhs for the year ended 31st March 2023. The Board based on the recommendation of the Nomination and Remuneration Committee, decided to retain the same remuneration as has been paid to him during the present tenure. Shri P Veeraiah is holding 36,10,777 shares in the Company.

The Board opines that the determination of remuneration of Shri P Veeraiah by the Nomination and Remuneration Committee, after due consideration of all relevant factors, is a fair compensation and therefore recommends the same for approval of members. The details of remuneration are set out in the notice under item no.4.

Shri P Veeraiah and his immediate relatives are interested in the subject matter. Dr. P Anuradha, Chief Executive Officer and one of the Key Managerial Personnel is the wife of Shri P Veeraiah and therefore is deemed to be interested in the subject matter. None of the other Directors and key Managerial Personnel (KMPs) or their relatives is interested or concerned in this Resolution.

Information in accordance with Schedule V Companies Act, 2013

1.General Information:

Sl.No.	Name of the appointee	Shri P. Veeraiah
1.	Nature of Industry	Manufacture of Cement, Sugar and Generation of Power
2.	Date or expected date of commencement of commercial production	The Cement plant had commenced its operations in 1983 and later acquired a Sugar Company. The Company established a power unit primarily for captive consumption.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospects	Not Applicable
4.	Financial performance based on given indicators	(Rs. in crores) 2022-23 / 2021-22 / 2020-21 Total Revenue 175.69 / 164.14 / 133.66 Net profit (4.46) / 19.36 / 1.25
5.	Foreign investments or collaborations, if any.	Not Applicable

2. Information about the appointee:

1.	Background details	Shri P Veeraiah is the son of Late Shri P Venkateswarlu, Founder Promoter and Chairman and Managing Director of the Company. Shri P Veeraiah, aged 53 years, is a Commerce Graduate. He was inducted into the Board and was made the Joint Managing Director on 5th December 1998. He was holding this position till he was elevated as Chairman and Managing Director on 3rd February, 2016.
2.	Past remuneration	He drew a sum of ₹ 129.35 lakhs in 2022-23 from the Company
3.	Recognition or awards	-
4.	Job profile and his suitability	He is now in charge of the overall affairs of the Company and its operations.
5.	Remuneration proposed	The existing remuneration is retained at ₹ 7 lakhs p.m. and 2% of Commission on the Net Profits and other perquisites and benefits. Schedule V of Companies Act, 2013 and Rules framed thereunder are applicable in case of no profits or inadequate profits.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with be with respect to the country of his origin)	All parameters have been duly considered by the Nomination and Remuneration Committee and the same are approved by the Board as well. This point has been elaborated in Item No.4 of the explanatory statement to the notice.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any	He is now the Chairman and Managing Director of the Company and belongs to the Promoter group of the Company. His wife Dr. P Anuradha has been appointed as Chief Executive Officer effective from 25th May, 2018. He is not related to any Director or Key Managerial Personnel.
8.	No. of shares held in the company	36,10,777 shares.

3. Other Information:

1.	Reasons of loss or inadequate profits	The Company has been making profits regularly except in Financial Year 2022-23. The Company could not generate profits in the Financial Year 2022-23 due to the exorbitant increase in the cost of Coal and Power and Fuel.
2.	Steps taken or proposed to be taken for improvement	All critical issues are being monitored by the Company regularly and various steps/initiatives are taken based on the advice of the Board.
3.	Expected increase in productivity and profits in measurable terms.	The Total Income recorded by the Company has been showing an upward trend during the last few years. Given the fact that the cement industry is displaying bright prospects and the longstanding reputation the Company enjoys in the market, we are expecting that there would be better performance in the days to come. The increase in the volume of sugar production is also a positive factor to be reckoned with.

The information contained in the resolution in item no. 4 and the information provided as per Schedule V of the Companies Act, 2013 in respect of remuneration payable to Shri P. Veeraiah, Managing Director may be construed as compliance under Section 190(1)(b) of the Companies Act, 2013 relating to written memorandum of the terms and conditions.

4. **Disclosures:** Other particulars pertaining to the Company which are required to be disclosed pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given as an Annexure to the Explanatory Statement and also in Corporate Governance Report to the extent applicable.

The Board commends this Resolution for approval of Members as an Ordinary resolution.

Item No.5.

The Company in order to further strengthen the Board has been looking for a person having expertise in the field of operation of power plants, with proven track record, to guide the Company in the optimum utilization of the Power Plant. Accordingly, the Nomination and Remuneration Committee at its meeting held on 28th July, 2023, after evaluating and considering the expertise, suitability, experience and knowledge that would be available, recommended the appointment of Shri Vankineni Sivarama Krishna Murthy (DIN: 03642007) as an Additional Director in the Capacity of Independent Director of the Company as per the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Based on the said recommendation, the Board has co-opted Shri Vankineni Sivarama Krishna Murthy as an Additional Director in the capacity of Independent Director with effect from 4th August, 2023 for the first term of 5 (Five) consecutive years, subject to the approval of the shareholders. Shri Vankineni Sivarama Krishna Murthy has submitted the Declaration of Independence, as required pursuant to Section 149(6) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in Section 149(6) and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. The Company has also received a declaration that he is not debarred from holding the office of the Director by virtue of any order from Securities and Exchange Board of India or any such authority and that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Shri Vankineni Sivarama Krishna Murthy fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management. He meets the skill sets and capabilities required for the role as an Independent Director. The Board is also of the opinion that Shri Vankineni Sivarama Krishna Murthy possesses requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to have his association as an Independent Director. In respect of the appointment of Shri Vankineni Sivarama Krishna Murthy, a notice in writing in the prescribed manner, as required by Section 160 of the Companies Act, 2013 as amended and Rules made thereunder, has been received by the Company, regarding his candidature for the office of the Director. In accordance with the provisions of Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, appointment of an Independent Director requires approval of members by way of a special resolution. The abridged terms and conditions

of appointment of independent director shall be available for inspection through electronic mode and the same shall also be available at the Company's website www.kakatiyacements.com/corporate info/code of conduct.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other Committee meetings.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Shri Vankineni Sivarama Krishna Murthy as an Independent Director requires approval of Members of the Company.

A Brief Profile of Sri Vankineni Sivarama Krishna Murthy is given hereunder :

Sri Vankineni Sivarama Krishna Murthy, born in 1947 in Ventrapragada Village of Krishna District, graduated in Electrical Engineering in 1971 from Ranchi University. He has joined the erstwhile APSEB as an Assistant Engineer in 1972 and superannuated as Chief General Manager in the year 2005. During his 33+ years of tenure with the Electricity Department he has worked in various fields in Distribution, Generation (O&M of Power stations), Project Planning, Manpower Planning, Human Resources Development and Construction.

He has also received awards of (i) Best Divisional Engineer/Operations of CPDCL and (ii) Best Superintending Engineer/Operations of CPDCL amongst others.

He is at present associated with K. Raheja Corp as a Consultant (Technical Advisor-Electrical) since January, 2007.

He was associated with Cosyn Limited (A Listed Company) as an Independent Director from 2011 to 2022 and is at present associated with ARC Property Solutions Private Limited as a Director.

He is not related to any of the Directors or Key Managerial Personnel of the Company and does not hold any shares in the Company.

Details of Shri Vankineni Sivarama Krishna Murthy, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way concerned or interested, financially or otherwise, in the resolution.

The Board commends this Special Resolution for approval by the Members.

Item No.6.

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of M/s. Narasimha Murthy, Cost Accountants as the Cost Auditors of the company to conduct the audit of the Cost Records of the Company for the Financial Year ended 31st March, 2024.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors. None of the Directors or Key Managerial Personnel or their immediate relatives is interested or concerned in this Resolution.

The Board commends this Resolution for approval of Members as an Ordinary resolution.

ANNEXURE TO NOTICE

(Particulars of the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item Nos 3 to 5.

Sl. No.	Name of the appointee	Smt. M Varalakshmi (DIN 07585164)	Shri P Veeraiah (DIN 00276769)	Shri Vankineni Sivarama Krishna Murthy (DIN:03642007)
1.	Date of Birth	01-07-1959	30-03-1970	28-12-1947

2.	Qualification	B.Sc	B.Com	B.E. (Electrical)
3.	Date of first Appointment	12-08-2016	05-12-1998	04-08-2023
4.	Expertise in the specific functional areas	39 years of experience in Accounts and Banking functions.	More than two decades experience in Cement Industry in General Management, Strategy and Marketing	More than 33 years experience with APSEB (erstwhile) and TS TRANSCO
5.	Nature of appointment	Retiring by rotation and being eligible offers herself for re-appointment.	Re-appointment as the Managing Director for a period of five years with effect from 01.12.2023	Appointment as an Independent Director for period of five years w.e.f. 04.08.2023
6.	Occupation	Business	Business	Retired from State Government Service
7.	Terms and conditions of the appointment or re-appointment along with details of Remuneration sought to be paid and remuneration last drawn	She is a Non-Executive Director. No remuneration is paid to the Non-Executive Directors except payment of sitting fee and re-imbursement of expenses incurred for the Board / Committee Meetings attended by the Non-Executive Directors.	Refer Resolution No. 4 Last Salary Drawn : ₹ 129.35 Lakhs	Abridged Terms and Conditions of appointment of Independent Directors are available on the website of the Company. Except Sitting Fee and re-imbursement of expenses incurred for attending the Board/ Committee Meetings, no other payment is made.
8.	Shareholding of Kakatiya Cement Sugar & Industries Limited (as on 31.03.2023)	Nil	36,10,777	Nil
9.	No. of Listed entities in which committee membership / chairmanship held	1	1	Not Applicable
10.	Membership/ Chairmanship of Committee	Member - Nomination and Remuneration Committee and Stakeholders Relationship Committee	Member - Corporate Social Responsibilities Committee Chairman - Risk Management Committee	Not Applicable
11.	No. of Listed entities in which Directorship held (including this Company)	1	1	1
12.	Details of Listed entities from which the person has resigned in the last three years	Nil	Nil	Cosyn Limited (Resigned w.e.f. 28.09.2022)
13.	Inter-se relationship with any other Director, Manager or KMP.	Not applicable	Spouse of Dr. Anuradha, CEO	Not Applicable
14.	No. of Board Meetings attended during the year	3	4	-

By Order of the Board
for Kakatiya Cement Sugar & Industries Limited

Place : Hyderabad
Date : 04.08.2023

V. Sesha Sayee
Company Secretary