NOTICE:

Notice is hereby given that the 40th Annual General Meeting of the Company is scheduled to be held on Thursday the 11th July, 2019 at 11.00 AM at Thyagaraya Gana Sabha, 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, 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 ₹ 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 Chapter IV 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 Chapter IV 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 have 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 Chapter IV 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 have 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 ".

By Order of the Board
for **Kakatiya Cement Sugar and Industries Limited**

B K Prasad
General Manager and
Company Secretary

Place : Hyderabad
Date : 11th May, 2019

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. The instrument of proxy, in order to be effective should be deposited at the Registered office of the company, duly completed and signed, not less than 48 HOURS before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies etc must be supported by appropriate Resolutions/ authority as applicable.
2. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
3. In case of Joint holders attending the Meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.
4. An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 which sets out details relating to the special Business to be transacted at the meeting is annexed hereto.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities Market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
6. The Register of Members and Share Transfer Books will remain closed from 5th July, 2019 to 11th July, 2019 (both days inclusive) in connection with Annual general Meeting and Dividend payment.
7. The relevant details, as required under the listing Regulations, in respect of a person seeking appointment / re-appointment are furnished elsewhere in this notice.
8. All the shareholders are requested to intimate their e-mail address to the Company at 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.
9. The Dividend, after declaration, will be paid to those shareholders whose names stand on the Register of Members as on 4th July, 2019. 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 4th July, 2019. The Dividend will be paid on or before 9th August, 2019.
10. Members may note that they can avail of nomination facility in respect of shares held by them in physical form pursuant to 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.
11. As per provisions of Section 124 of the Companies Act, 2013, the Company has transferred to the Investors Education and Protection Fund, the amount of all unclaimed dividend declared up to and including the financial year ended 31st March 2011. The amount of unclaimed dividend for the financial year ended 31st March 2012 will be transferred to the Investors Education and Protection Fund with in the prescribed time during the current year.
12. 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 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, 2012 onwards are requested to lodge their claim with the Company.
13. 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 2019-2020 has been paid to these two Stock Exchanges.

14. 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 their 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: shares@kakatiyacements.com for necessary action at our end.
15. **Members seeking any information with regard to accounts and any other information relating to the Annual Report are requested to write to the company at least 10 days in advance of the meeting to enable the management to keep the information ready.**
16. Relevant documents referred to in this notice are open for inspection by the members at the Registered office of the company on all working days between 2.00 PM to 4.00 PM up to the date of the meeting provided a notice in this regard is received by the company at least three working days in advance.
17. Electronic copy of the Notice of the 40th Annual General Meeting of the Company and the Annual Report inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 40th Annual General Meeting and the Annual Report 2018-2019 of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode. They can also visit the company's website at www.kakatiyacements.com where the notice is uploaded. For any communication, the shareholders may also utilize company's investor e-mail ID: shares@kakatiyacements.com.
18. In Compliance with the provisions of Section 108 of the Act and Rule 20 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 Central depository Services of (India) Limited (CDSL) as the authorised agency to provide e-voting facilities and instructions for availing e-voting facility are given in Note No.26.
19. The Board has appointed Smt. Manjula Aleti, Company Secretary in Practice (Membership No.ACS31661, Cop 13279) as scrutinizer to scrutinize the remote e-voting process and poll at Annual General Meeting in a fair and transparent manner.
20. 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 48 hours 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 countersignature.
21. 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 Annual General Meeting, subject to receipt of requisite number of votes in favour of Resolutions.
22. 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.
23. 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. 4th July, 2019 shall only be entitled to avail the facility of remote e-voting and voting at the meeting through ballot.

24. The e-voting period commences on 8th July, 2019 (9:00 AM) and ends on 10th July, 2019 (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 4th July, 2019, 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.

25. The voting rights of shareholders shall be in proportion to their shares in the paidup equity share capital of the Company.

26. **INSTRUCTIONS FOR E-VOTING**

The instructions for shareholders voting electronically are as under:

The voting period begins on 8th July, 2019 (9.00 AM) and ends on 10th July, 2019 (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 4th July, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should log on to the e-voting website.evotingindia.com.

(i) Click on shareholders.

(ii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID

b. For NDSL: 8 Character DP ID followed by 8 Digits Client ID.

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iii) Next enter the image Verification as displayed and click on Login.

(iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(v) If you are first time user follow the steps given below:

	For members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters, eg. If your name Ramesh Kumar with sequence number 1 than enter RA0000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

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

(vii) Members holding shares in physical form will then directly reach the company selection screen. However, members 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 also to be 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 members 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 and 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 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 selections 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 out print of the voting done by you by clicking on "Click here to print" option on the voting page.

(xv) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.

(xvi) Note for Non – Individual Shareholders and Custodians

- Non–Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdisk.evoting@cdslindia.com.
- After receiving to 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 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.

(xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

ANNEXURE TO NOTICE

Item No.3

Sl.No.	Name of the appointee	Smt. M Vara Lakshni
1.	Date of Birth	01/07/1959
2.	Qualification	BSC
3.	Date of Appointment	12/08/2016
4.	Expertise in the specific functional areas	36 years of experience in Accounts and Banking functions.
5.	Occupation	Business
6.	Shareholding of Kakatiya Cement Sugar and Industries Limited	Nil
7.	Name of Listed entities in which committee membership / chairmanship held	Nil
8.	Name of Listed entities in which Directorship held	Nil
9.	Inter-se relationship with any other director on the Board.	Not applicable

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

Item No. 4

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 to conduct the audit of the Cost Records of the Company for the Financial Year ended 31st March, 2020.

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.

Item No.5

The members at the Annual General Meeting of the company held on 14th July, 2014 approved the appointment of Shri K Venkat Rao (DIN 06566627) as an Independent Director of the company for a period of five years with effect from 14th July, 2014 (first term). Shri K Venkat Rao will complete his present term on 13th July, 2019.

He has varied experience in civil construction, software development and corporate affairs. The company had drawn immense benefit of his wide and multifarious exposure. His active and committed participation in the Board and Committee meetings have enriched the Board processes and functioning.

The Nomination and Remuneration committee and the Board of Directors of the company are of the strong view that the counsel and advice shared by Shri K Venkat Rao in respect of various legal and corporate matters is of a significant value to the company and that it would therefore, be prudent and appropriate to re-appointment him for a further period of five years effective from 14th July, 2019 till 13th July, 2024. **(second term)**

A Notice under Section 160 of the Companies Act, 2013 has been received from a member of the company proposing candidature of Shri K Venkat Rao. The Company has received i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to the Companies (Appointment & Qualification of Directors) Rules, 2014, from Shri K Venkat Rao to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013; and iii) a declaration to the effect that he meets the criteria of independence as provided for under Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee at their meeting held on May 10, 2019 and Board of Directors at their meeting held on May 11, 2019 have recommended the re-appointment of Shri K Venkat Rao as Non-Executive Independent Director for a further period of five years effective from 14th July, 2019 till 13th July, 2024 (**second term**).

In the opinion of the Board, Shri K Venkat Rao fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as Non-Executive Independent Director and that he is independent of the management.

As per the provisions of Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company. The Resolution set out at Item No.5 of the notice is put forth for consideration of the members as a Special Resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for re-appointment of Shri K Venkat Rao as Non-Executive Independent Director. (**second term**).

The terms and conditions of re-appointment of Shri K Venkat Rao shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

The Board commends this Special Resolution as set out in Item No.5 of this notice for approval of members.

Profile

Shri K Venkat Rao has lot of experience in civil construction, software development and business management . He has been the director of the company since 2013. The company had drawn immense benefit of his wide and varied exposure. His active and committed participation in the Board and Committee meetings have enriched the Board processes and functioning. He is the Chairman of Corporate Social Responsibility Committee (CSR Committee) of the company. He is also a member of Nomination and Remuneration Committee and Risk Management Committee. Further details of the profile have been stated in the Annexure.

The Board commends the Special Resolution for approval of members.

Item No.6

The members at the Annual General Meeting of the company held on 14th July, 2014 approved the appointment of Shri B V Subbaiah (DIN 01147062) as an Independent Director of the company for a period of five years with effect from 14th July, 2014 (**first term**). Shri B V Subbaiah will complete his present term on 13th July, 2019.

In terms of SEBI (LODR) Amendment Regulations dated 9th May, 2018, effective from 1st April, 2019, consent of the members by way of special Resolution is required to be obtained for continuation of a non-executive director beyond the age of 75 years.

The Company, therefore, proposes to re-appoint Shri B V Subbaiah as Non-Executive Independent Director for a second term for a period of five years effective from 1st April, 2019 till 31st March, 2024 to provide continuity in office and also in compliance with Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

He has varied experience in civil, corporate and constitutional matters. The company had drawn immense benefit of his wide and multifarious exposure. His active and committed participation in the Board and Committee meetings have enriched the Board processes and functioning.

The Nomination and Remuneration committee and the Board of Directors of the company are of the strong view that the counsel and advice shared by Shri B V Subbaiah in respect of various legal and corporate matters is of a significant value to the company and that it would therefore, be prudent and appropriate to re-appointment him for a further period of five years effective from 1st April, 2019 till 31st March, 2024.

A Notice under Section 160 of the Companies Act, 2013 has been received from a member of the company proposing candidature of Shri B V Subbaiah. The Company has received i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to the Companies (Appointment & Qualification of Directors) Rules, 2014, from Shri B V Subbaiah to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013; and iii) a declaration to the effect that he meets the criteria of independence as provided for under Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee at their meeting held on May 10, 2019 and Board of Directors at their meeting held on May 11, 2019 have recommended the re-appointment of Shri B V Subbaiah as Non-Executive Independent Director for a further period of five years effective from 1st April, 2019 till 31st March, 2024 (**second term**).

In the opinion of the Board, Shri B V Subbaiah fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as Non-Executive Independent Director and that he is independent of the management.

As per the provisions of Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company. The Resolution set out at Item No.5 of the notice is put forth for consideration of the members as a Special Resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for re-appointment of Shri B V Subbaiah as Non-Executive Independent Director.

The terms and conditions of re-appointment of Shri B V Subbaiah shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

The Board commends this Special Resolution as set out in Item No.6 of this notice for approval of members.

Profile :

Shri B V Subbaiah is one of the most senior advocates practicing in High court of Judicature at Telangana.

He has varied experience in civil, corporate and constitutional matters. He has been the Independent Director in the company since 2009. The company had drawn immense benefit of his wide and varied

exposure. His active and committed participation in the Board and Committee meetings have enriched the Board processes and functioning. He is the Chairman of Audit Committee and Nomination and Remuneration Committee. He is also a member of Stakeholder Relationship Committee. Further details of the profile have been stated in the Annexure.

The Board commends the Special Resolution for approval of members.

Item No.7

The members at the Annual General Meeting of the company held on 14th July, 2014 approved the appointment of Shri T R C Bose (DIN 00160630) as an Independent Director of the company for a period of five years with effect from 14th July, 2014 (**first term**). Shri T R C Bose will complete his present term on 13th July, 2019.

In terms of SEBI (LODR) Amendment Regulations dated 9th May, 2018, effective from 1st April, 2019, consent of the members by way of special Resolution is required to be obtained for continuation of a non-executive director beyond the age of 75 years.

He has varied experience in corporate and administrative matters besides having wide contacts with governmental bodies and agencies. The company had drawn immense benefit of his wide and multifarious exposure. His active and committed participation in the Board and Committee meetings have enriched the Board processes and functioning.

The Nomination and Remuneration Committee and the Board of Directors of the company are of the strong view that the counsel and advice shared by Shri T R C Bose in respect of various corporate and administrative matters is of a significant value to the company and that it would therefore, be prudent and appropriate to re-appointment him for a further period of five years effective from 1st April, 2019 till 31st March, 2024.

A Notice under Section 160 of the Companies Act, 2013 has been received from a member of the company proposing candidature of Shri T R C Bose. The Company has received i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to the Companies (Appointment & Qualification of Directors) Rules, 2014, from Shri T R C Bose to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013; and iii) a declaration to the effect that he meets the criteria of independence as provided for under Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee at their meeting held on May 10, 2019 and Board of Directors at their meeting held on May 11, 2019 have recommended the re-appointment of Shri T R C Bose as Non-Executive Independent Director for a further period of five years effective from 1st April, 2019 till 31st March, 2024 (**second term**).

In the opinion of the Board, Shri T R C Bose fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as Non-Executive Independent Director and that he is independent of the management.

As per the provisions of Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company. The Resolution set out at Item No.7 of the notice is put forth for consideration of the members as a Special Resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for re-appointment of Shri T R C Bose as Non-Executive Independent Director.

The terms and conditions of re-appointment of Shri T R C Bose shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

The Board commends this Special Resolution as set out in Item No.7 of this notice for approval of members.

Profile :

Shri T R C Bose has rich technical and managerial experience. He was Director (Projects) of APTRANSCO. He is also a Director in several companies.

He has varied experience in corporate and administrative matters besides having wide contacts with governmental bodies and agencies. He has been on the Board since 2001. The company had drawn immense benefit of his wide and varied exposure. His active and committed participation in the Board and Committee meetings have enriched the Board processes and functioning. He is the Chairman of Stakeholder Relationship Committee. He is also a member of Audit Committee and Nomination and Remuneration Committee. Further details of the profile have been stated in the Annexure.

The Board commends the Special Resolution for approval of members.

Annexure to the Notice

Disclosure required under Section 196(4) of the Companies Act, 2013 and Regulation 36(3) of SEBI (LODR) Regulations 2015

1	Name	B V Subbaiah	T R C Bose	K Venkat Rao
2.	Category	Independent Director	Independent Director	Independent Director
3.	DIN	01147062	00160630	06566627
4.	Date of Birth	10/04/1930	15/01/1941	12/08/1959
5.	Date of Appointment	Original date of Appointment is on 22/08/2009. Re-appointed as an Independent Director with effect from 14th July, 2014 till 13th July, 2019.	Original date of Appointment is on 31/01/2001. Re-appointed as an Independent Director with effect from 14th July, 2014 till 13th July, 2019.	Re-appointed as an Independent Director with effect from 14th July, 2019 till 13th July, 2024.
6.	Qualifications	BL	BE	BE
7.	Occupation	Practicing Advocate	Retired Government servant	Worked in a Government undertaking.
8.	Expertise	As stated in the main body of the Explanatory Statement	As stated in the main body of the Explanatory Statement	As stated in the main body of the Explanatory Statement
9.	Directorship in other Companies	Keerthi Industries Limited	1. IVRCL Limited 2. Divya shakti Granites Limited 3. IVRCL Assets & Holdings Limited 4. Sew Infrastructure Limited	Nil

By Order of the Board

for **Kakatiya Cement Sugar and Industries Limited**

B K Prasad
General Manager and
Company Secretary

Place : Hyderabad
Date : 11th May, 2019