NOTICE:

Notice is hereby given that the 43rd Annual General Meeting of the Company is scheduled to be held on Thursday, the 8th September, 2022 at 11.00 AM at Sri 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, 2022 and the Reports of Directors and Auditors thereon.

2. To declare dividend of ₹ 3/- per equity share for the Financial Year ended 31st March 2022.

3. To appoint a Director in place of Shri J. S. Rao (DIN : 00029090) who retires by rotation and being eligible offers himself for re-appointment and in this regard, to pass, with or without modification(s) the following Resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri J. S. Rao (DIN : 00029090) who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".

4. Appointment of Statutory 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 139, Section 142(1) and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee, M/s.Anandam & Co. Chartered Accountants, Secunderabad (FRN : 000125S) be and are hereby appointed as Statutory Auditors of the Company in place of outgoing Auditors M/s. Ramanatham & Rao, Chartered Accountants, Secunderabad (FRN : 002934S) (whose tenure of appointment is coming to an end at the conclusion of this Annual General Meeting, to hold office for a period of 5 (Five) years commencing from the financial year 2022-2023 i.e from the conclusion of this 43rd Annual General Meeting until the conclusion of the 48th Annual General Meeting to be held in the year 2027 at a remuneration to be determined by the Board of Directors of the Company on the recommendation of the Audit Committee and payment of applicable taxes in addition to out of pocket expenses incurred by them during the course of the Audit".

Special Business:

5. Payment of Remuneration to the Managing Director

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

   RESOLVED THAT in furtherance to the Resolution passed by the Members at their 39th Annual General Meeting held on 20th September, 2018 whereat the Members have approved the Resolution pertaining to re-appointment of Shri P. Veeraiah, as the Chairman and Managing Director for a period of 5 (Five) years with effect from 1st December, 2018 and also approved the payment of remuneration for a period of 3 (Three) years commencing from 1st December, 2018 and pursuant to provisions of Sections 2(54), 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Rules framed thereto, and pursuant to the recommendation of the Nomination and Remuneration Committee and that of the Board, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Shri P Veeraiah, Managing Director for the remaining period of his tenure commencing from 1st December, 2021 and ending with 30th November, 2023 at the same level as approved by the Members at their Annual General Meeting held on 20th September, 2018 on the following terms and conditions:-

A. Remuneration comprising of salary, commission and leave travel allowance

1) **Salary:** ₹ 7,00,000/- (Rupees Seven Lakhs only) per month (annual increments to be decided by the Board)

2) **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 shall not exceed the ceiling laid down in Section 197 of the Companies Act, 2013.

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

B. Perquisites/ Benefits:

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 and superannuation 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.

C. Other Perquisites:

i. 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.

ii. Personnel Accident Insurance shall not exceed ₹ 10,000/- per annum.

iii. Re-imbursement of all Medical expenses incurred for self and family.

iv. Provision of car with driver for use on Company's business and telephone facility at residence.

v. 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.

D. Minimum Remuneration :

Where in any financial year during the currency of the tenure, 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.

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

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to take such steps and to do other acts, deeds, matters and things as they deem fit and appropriate and give such directions / instructions as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for all the matters connected therewith or incidental thereto.

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, 2023 amounting to ₹ 1.75 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".

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

Place : Hyderabad
Date : May 25, 2022

V. Sesha Sayee
Company Secretary & Compliance Officer

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 holder 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 e-mail address and PAN 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 copy of the PAN and e-mail address to the RTA/Company.

5. The Register of Members and Share Transfer Books shall remain closed from 2nd September, 2022 to 8th September, 2022 (both days inclusive) in connection with the 43rd 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 Director seeking re-appointment at the AGM is separately annexed hereto. The Director seeking the re-appointment has furnished requisite declaration under section 164(2) and other applicable provisions, if any, of the Companies Act, 2013 including Rules framed thereunder.

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 appear on the Register of Members as on 1st September, 2022. 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 1st September, 2022. The Dividend will be paid on or before 7th October, 2022.

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 2021-2022 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.kakatiyacemets.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 Investors Education and Protection Fund (IEPF), the amount of all unclaimed dividend declared up to and including the financial year ended 31st March 2014. The amount of unclaimed dividend for the financial year ended 31st March, 2015 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, 2015 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 2022-2023 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. 1st September, 2022 shall only be entitled to avail the facility of remote e-voting.

26. **The e-voting period commences on Monday, 5th September, 2022 (9:00 AM) and ends on Wednesday, 7th September, 2022(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 1st September, 2022, 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 5th September, 2022 (9:00 AM) and ends on 7th September, 2022 (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 1st September, 2022 may cast their vote 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. 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 attending AGM & 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.

ANNEXURE TO NOTICE
Item No.3

Sl.No.	Name of the appointee	Shri J S Rao
1.	Date of Birth	18/07/1953
2.	Qualification	B.E
3.	Date of first Appointment	09/07/1979
4.	Expertise in the specific functional areas	41 years of rich and varied experience in operations of Cement plants.
5.	Nature of appointment	Retiring by rotation and being eligible offers himself for re-appointment.
6.	Occupation	Industrialist
7.	Remuneration	He is a Non-Executive Director. No remuneration is paid to the Non-Executive Directors except payment of sitting fee for the Board / Committee Meetings attended by the Non-Executive Directors.
8.	Shareholding of Kakatiya Cement Sugar & Industries Limited	10000 shares
9.	No. of Listed entities in which committee membership / chairmanship held	2
10.	No. of Listed entities in which Directorship held	2
11.	Inter-se relationship with any other director on the Board.	Not applicable

Except Shri J.S. Rao and his relatives, who are members of the Company, none of the other Directors, KMPs and their relatives is interested or concerned in the said Resolution.

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

Item No.5

It may be recalled that the Members at the 39th Annual General Meeting held on 20th September, 2018 had re-appointed Shri P. Veeraiah, Chairman and Managing Director for a period of 5 (Five) years w.e.f. 1st December, 2018 on terms and conditions detailed in the Notice in respect of the Annual General Meeting under reference. His appointment will end on 30th November, 2023.

However the remuneration payable to Shri P. Veeraiah, Managing Director was approved for a period of 3 (Three) years only in accordance with Schedule V and other related provisions of the Companies Act, 2013. The said period of 3 (Three) years ended on 30th November, 2021.

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 ₹158.26 lakhs for the year ended 31st March 2022.

It was opined that due to the challenging circumstances encountered by the Company due to multifarious external factors including the Corona epidemic, the profitability of the Company was impacted during the reference period as is evident from the fact that the range of effective capital remaining the same in both the reference periods.

Against this backdrop, the Board has decided to retain the remuneration payable to Shri P. Veeraiah at the same level and to consider the matter relating to hike in the remuneration afresh at the time of his reappointment which is due on 1st December, 2023.

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 of the 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 Company's Cement, Sugar and Power divisions have been in operation since many years.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	(₹ in Crores) 2021-22 / 2020-21 / 2019-20 Total Revenue 164.14 / 133.66 / 167.98 Net profit 19.36 / 1.25 / (0.73)
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 about 51 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 ₹ 158.26 lakhs in 2021-22 from the Company
3.	Recognition or awards	-
4.	Job profile and his suitability	He is incharge of the overall affairs of the Company and its operations.
5.	Remuneration proposed	The existing remuneration is retained at ₹ 7.00 lakhs per month and 2% of commission on the net profits and other perquisites and benefits. Schedule V is applicable in the event 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.5 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. He is also the Chief Promoter 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 other Director or other Key Managerial Personnel or their relatives.
8.	No. of shares held in the Company	35,79,975 shares.

3. Other Information:

1.	Reasons of loss or inadequate profits	Not Applicable. The Company has been making profits regularly except in Financial Year 2019-20. The profitability of the Company was declining since 2018-19 due to multifarious external factors as stated in the explanatory statement.
2.	Steps taken or proposed to be taken for improvement	All critical issues are being monitored by the Company regularly.
3.	Expected increase in productivity and profits in measurable terms.	The Company's performance has been showing an upward trend and the Company recorded a net profit of ₹ 1936.21 Lakhs for the year ended 31st March, 2022 compared to the earlier 3 (Three) 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 rise in the volume of sugar production is also a positive factor to be reckoned with.

The information contained in the Resolution in item no. 5 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:** Mentioned in Corporate Governance Report to the extent applicable.

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

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, Hyderabad 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, 2023.

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.

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

Place : Hyderabad
Date : May 25, 2022

V Sesha Sayee
Company Secretary & Compliance Officer