



CIN : L26942TG1979PLC002485

KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED

1-10-140/1, 'GURUKRUPA', Ashok Nagar, Hyderabad - 500 020.

REF:KCSIL:SEC:2018:

September 20, 2018

1. BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI - 400 001.

2. The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No.C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
MUMBAI - 400 051.

Dear Sir,

Sub : Proceedings of the 39th Annual General Meeting of the Company held on 20th September, 2018 at Hyderabad.

In accordance with Regulation 30 of SEBI (*Listing Obligations and Disclosure Requirements*) Regulations, 2015, we are furnishing herewith the summary of the proceedings of the 39th Annual General Meeting held on Thursday the 20th September, 2018 at 3.00 PM at Thyagaraya Gana Sabha, Chikkadapally, Hyderabad - 500020.

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

There upon he has read the notice convening the 39th Annual General Meeting of the company and requested the Chairman Shri P Veeraiah to conduct the proceedings of the meeting. Shri P Veeraiah, Chairman declared that the quorum was present and called the meeting to order.

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

The Chairman then touched upon briefly the performance of the company in 2017-2018, the reasons for the decline in the profitability, prospects of the company in the year under review, the future out look of the company. The e-voting procedures were also explained by the chairman to the members in respect of this Annual General Meeting.

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

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WORKS : CEMENT : Srinivasanagar, Jaggayyapet, Krishna Dist.- 521 175. Phone: 08654-200014, Fax: 08654-296331
SUGAR & POWER: Peruvancha Village, Kalluru Mandal, Khammam Dist.-507 209. Ph:08761-287207, Fax:08761-287206

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

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

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

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2018 including the Audited Balance Sheet as at 31st March, 2018 and the statement of Profit and Loss and 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 2018.
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, pass 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".

Special Business :-

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

Resolved that pursuant to provisions of section 2 (54) 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with schedule V 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 Re-appointment of Shri P Veeraiah as Chairman and Managing Director of the Company for a period of five years with effect from 1st December, 2018 on the following terms and conditions:-



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

(The Resolution portion in respect of remuneration payable to the Managing Director is for a period of 3 years in case the remuneration is paid in accordance with Schedule V and other related provisions of the Companies Act, 2013)

- 1) **Salary:** Rs.7,00,000 (Rupees Seven lacs 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 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 Rs.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.



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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.

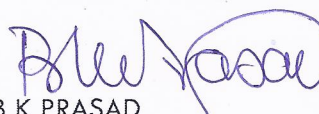
5. To consider and, if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

"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, 2019 amounting to Rs.1.45 lacs together with the applicable taxes and re-imbursement of out of pocket expenses incurred in connection with the aforesaid audit be and is hereby ratified and confirmed".

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

Thanking you,

Yours faithfully,
for KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED,


B K PRASAD
GENERAL MANAGER
AND COMPANY SECRETARY

