



CIN : L26942TG1979PLC002485  
GST No.: 36AABCK1868J1ZB

# KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED

1-10-140.1, 'GURUKRUPA' Ashok Nagar, Hyderabad - 500 020.

REF:KCSIL:SEC:2024:

February 27, 2024

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 : Notice of the Extra-ordinary General Meeting (EGM).**

Please find attached the Notice of the Extra-ordinary General Meeting (EGM) scheduled to be held on 27<sup>th</sup> March, 2024 at 3.30 P.M at Sri Thyagaraya Gana Sabha, Chikkadapally, Hyderabad. *A copy of the Extra-Ordinary General Meeting Notice is uploaded on the website of the company at <http://www.kakatiyacements.com/images/kakatiya%20egm%203.pdf>.*

Notice of the Extra-Ordinary General Meeting of the members of the Company inter-alia indicating the process and manner of e-voting is being sent only through electronic mode to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with relevant circulars issued by the Ministry of Corporate Affairs/Securities and Exchange Board of India from time to time, the Company is offering the facility of remote e-voting to its members. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on 20<sup>th</sup> March, 2024 (Cut-off date) only shall be entitled to avail the facility of remote e-voting.

The remote e-voting facility will be available during the following voting period, beyond which voting shall not be allowed.

Commencement of Remote e-voting	End of Remote e-voting
22 <sup>nd</sup> March, 2024 (9.00 A.M)	26 <sup>th</sup> March, 2024 (5.00 P.M)

This is for your information and record.

Thanking you,  
Yours faithfully,  
for Kakatiya Cement Sugar & Industries Limited,

V Sessa Sayee  
Company Secretary & Compliance Officer  
Encl : a/a

**Regd. Off :** Phone : 040-27637717, 27633627, Fax : 040-27630172, E-mail : [info@kakatiyacements.com](mailto:info@kakatiyacements.com)

**WORKS:** CEMENT : Dondapadu, Chintalapalem (Mdl.), Suryapet (Dist.) - 508 246. Phone : 08654-200014, Fax : 08654-296331  
SUGAR & POWER : Peruvancha Village, Kalluru Mandal, Khammam Dist. 507 209. Ph: 08761-287207, Fax : 08761-287206



# KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED

CIN No. L26942TG1979PLC002485

Regd. Office: 1-10-140/1, "GURUKRUPA" ASHOKNAGAR, HYDERABAD - 500 020.

Website: www.kakatiyacements.com, Phone: 040-27637717

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING AND E-VOTING

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of Kakatiya Cement Sugar & Industries Limited is scheduled to be held on Wednesday, the 27<sup>th</sup> day of March, 2024 at 3.30 p.m. at Sri Thyagaraya Gana Sabha, Vivek Nagar, Chikkadapally, Hyderabad – 500020 to transact the following business.

### Special Business:

#### 1. Appointment of Sri Karumanchi Rama Rao (DIN: 07532854) 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, 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) and the recommendation of the Nomination and Remuneration Committee, Sri Karumanchi Rama Rao (DIN: 07532854), aged about 60 years, 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 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 01.04.2024 up to 31.03.2029.

**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, Sri Karumanchi Rama Rao 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

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

Place : Hyderabad  
Date : 13.02.2024

V. Sesha Sayee  
Company Secretary

## NOTES:

1. **A Member entitled to attend and vote at the Extra-Ordinary 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 Extra-Ordinary 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 Extra-Ordinary General Meeting 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. Members are requested to bring their attendance slip along with their copy of Extra-Ordinary General Meeting notice to the meeting.
6. As required under Listing Regulations and Secretarial Standard-2 on General Meetings, details in respect of Director seeking appointment at the Extra-Ordinary General Meeting is separately annexed hereto. The Director seeking the appointment has furnished requisite declaration under section 164(2) and other applicable provisions, if any, of the Companies Act, 2013 including Rules framed thereunder.
7. All the shareholders are requested to intimate their e-mail address to the Company at **info@kakatiyacements.com** or to its Registrar M/s. XL Softech Systems Limited at **xlfield@gmail.com** for sending Notices and other communications including Annual Report through e-mail. Shareholders are also requested to notify immediately any change in their addresses to the Company's Registrar with their Folio Number(s) and with their e-mail addresses.
8. The Notice calling the Extra-Ordinary General Meeting 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.
9. **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).
10. The documents pertaining to the items of business to be transacted at the Extra-Ordinary General Meeting are available for inspection in electronic mode. The shareholders may write an e-mail to **info@kakatiyacements.com** and the Company shall respond suitably.
11. 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 M/s XL Softech Systems Limited at Plot No.3, Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500 034. Members holding shares in electronic mode may contact their respective Depository Participants for availing of this facility.
12. Notice of the Extra-Ordinary General Meeting of the Company inter-alia indicating the process and manner of e-voting are being sent only through electronic mode to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes.

13. 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.20**.
14. 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 and voting at the EGM in a fair and transparent manner.
15. 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 counter signature.
16. 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 Extra-Ordinary General Meeting, subject to receipt of requisite number of votes in favour of the Resolution.
17. 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.
18. 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. 20<sup>th</sup> March, 2024 shall only be entitled to avail the facility of remote e-voting.
19. **The e-voting period commences on Friday, 22<sup>nd</sup> March, 2024 (9:00 AM) and ends on Tuesday 26<sup>th</sup> March, 2024 (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 20<sup>th</sup> March, 2024, 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.
20. 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 Friday, 22<sup>nd</sup> March, 2024 (9:00 AM) and ends on Tuesday, 26<sup>th</sup> March, 2024 (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 20<sup>th</sup> March, 2024 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 above said 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 <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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 <b>CDSL</b>	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 <b>NSDL</b>	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](http://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](http://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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (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](http://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](mailto: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](mailto: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](mailto: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, 25<sup>th</sup> 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.1**

The Company in order to further strengthen the Board has been looking for a person having expertise in the field of accounts and financial planning and management, with proven track record, to guide the Company in effectively handling the accounts and finances. Accordingly, the Nomination and Remuneration Committee at its meeting held on 31<sup>st</sup> January, 2024, after evaluating and considering the expertise, suitability, experience and knowledge that would be available, recommended the appointment of Sri Karumanchi Rama Rao (DIN: 07532854) as an 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 accorded its approval for the appointment of Sri Karumanchi Rama Rao as an Independent Director with effect from 1<sup>st</sup> April, 2024 for the first term of 5 (Five) consecutive years, subject to the approval of the shareholders. Sri Karumanchi Rama Rao 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 SEBI (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, Sri Karumanchi Rama Rao fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an independent Director 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 Sri Karumanchi Rama Rao 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 Sri Karumanchi Rama Rao, 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 Regulations 17(1C) and 25(2A) of the SEBI (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/corporateinfo/codeofconduct](http://www.kakatiyacements.com/corporateinfo/codeofconduct).

Sri Karumanchi Rama Rao 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 attending and 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 Companies Act, 2013 appointment of Sri Karumanchi Rama Rao as an Independent Director requires approval of Members of the Company.

**A Brief Profile of Sri Karumanchi Rama Rao is given hereunder :**

Sri Karumanchi Rama Rao, aged about 60 years, is a Fellow Member of the Institute of Chartered Accountants of India, holding Membership No. 225606, with more than Thirty Three (33) years of experience in Accounts, Financial Management & Planning, Auditing and as an advisor of Portfolio Management Services. Presently he is a Partner in M/s. ASRV Prasad & Co., Chartered Accountants, Hyderabad, with proven expertise in ensuring compliance with Accounting Standards and financial analysis. Auditing, Assurance, Risk Management and Compliance and Governance are his key skills.

At present he is holding the offices of the (i) Member of the Managing Committee of Hyderabad branch and (ii) Chairman of Southern India Chartered Accountants Students Association (SICASA) of Hyderabad branch of SIRC of The Institute of Chartered Accountants of India.

Presently, he is associated with M/s. Cosyn Limited, a Listed Company at Bombay Stock Exchange, as an Independent Director. He is also holding the Office of Chairman of the Audit Committee of M/s. Cosyn Limited.

Sri Karumanchi Rama Rao is registered as an Independent Director on the Independent Directors Data Bank maintained by Indian Institute of Corporate Affairs and has been granted exemption from passing the online proficiency self-assessment test.

Sri Karumanchi Rama Rao 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 Sri Karumanchi Rama Rao, 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.

Sri Karumanchi Rama Rao is interested in the resolution. 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.

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

Place : Hyderabad  
Date : 13.02.2024

**V. Sesha Sayee**  
**Company Secretary**

## ANNEXURE TO NOTICE

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

### Item No. 1

Sl. No.	Name of the appointee	Sri Karumanchi Rama Rao (DIN : 07532854)
1.	Date of Birth	01-01-1963
2.	Qualification	B.Com and FCA
3.	Date of first Appointment	w.e.f. 01-04-2024
4.	Expertise in the specific functional areas	More than 33 years experience Accounts, Financial Management & Planning, Auditing, Risk Management & Assurance and also as an advisor of Portfolio Management Services.
5.	Nature of appointment	Appointment as an Independent Director
6.	Occupation	Practicing Chartered Accountant Partner in M/s. ASRV Prasad & Co., Chartered Accountants, Hyderabad
7.	Terms and conditions of the appointment along with details of Remuneration sought to be paid and remuneration last drawn	Abridged Terms and Conditions of appointment of Independent Directors are available on the website of the Company.  Except Sitting Fee and re-imbusement of expenses incurred for attending the Board/ Committee Meetings, no other payment is made.
8.	Shareholding in Kakatiya Cement Sugar & Industries Limited	Nil
9.	No. of Listed entities in which committee membership / chairmanship held	1 (Audit Committee Chairman of Cosyn Limited)
10.	Membership/Chairmanship of Committee	1
11.	No. of Listed entities in which Directorship held (including this Company)	2
12.	Details of Listed entities from which the person has resigned in the last three years	Nil
13.	Inter-se relationship with any other Director, Manager or KMP.	Not Applicable
14.	No. of Board Meetings attended during the year	-

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

Place : Hyderabad  
Date : 13.02.2024

V. Sesha Sayee  
Company Secretary

**ATTENDANCE SLIP**

Folio No./ Client ID No :	No. of shares held :
DP ID. :	E-Mail ID :

NAME :

ADDRESS :

I hereby record my presence at the Extra-Ordinary General Meeting of the Members of the Company on Wednesday, 27<sup>th</sup> March, 2024 at 3.30 P.M. at Sri Thyagaraya Gana Sabha, Vivek Nagar, Chikkadapally, Hyderabad - 500020.

Signature of Shareholder / proxy

**PROXY FORM**

Name of the member (s) :
Registered address :
E-mail Id:
Folio No/Client Id :
DP ID :

I / We being the member(s) of Kakatiya Cement Sugar & Industries Limited, hereby appoint:

1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Extra-Ordinary General Meeting of the Members of the Company to be held on Wednesday, 27<sup>th</sup> March, 2024 at 3.30 P.M. at Sri Thyagaraya Gana Sabha, Vivek Nagar, Chikkadapally, Hyderabad - 500 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

	<b>Special Resolution</b>	<b>For</b>	<b>Against</b>
1.	Appointment of Shri Karumanchi Rama Rao as an Independent Director w.e.f. 01-04-2024 for a period of 5 years.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

Signature of shareholder \_\_\_\_\_

Affix One Rupee  
Revenue Stamp

Signature of proxy holder (s)

Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting and a Proxy need not be a member of the Company.**
- Shareholder/Proxy holder, as the case may be, is requested to sign and hand over this slip at the entrance of the Meeting venue.
- Members are requested to advise the change of their address, if any, to the Company at the above address.

**Members who have not dematerialized their holdings are requested to do so at the earliest in compliance with the requirements of SEBI.**

**NO GIFTS / COMPLIMENTS WILL BE DISTRIBUTED AT THE MEETING.**

# Route Map to EGM Venue

