CIN: L26942TG1979PLC002485



KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED

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

REF:KCSIL:SEC:2019:

April 9, 2018

- BSE Limited Phiroze Jeejeebhoy Towers Dalal Street MUMBAI - 400 001.
- 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: Compliance Report on Corporate Governance

Please find enclosed Compliance Report on Corporate Governance as required under the Listing Regulations which applies for the whole of financial year ending on 31st March, 2019.

This is for your information and record.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully, for KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED,

B K PRASAD GENERAL MANAGER AND COMPANY SECRETARY

Protosal

Encl: a/a

Regd. Off.: Phone: 040-27637717, 27633627, Fax: 040-27630172, E-mail: info@kakatiyacements.com

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

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Format to be submitted by listed entity on quarterly basis

1. Name of Listed entity: KAKATIYA CEMENT SUGAR AND INDUSTRIES LIMITED

2. Quarter ending : 31st March, 2019

| | Mrs. M Vara | | Mr. K Venkat Rao | | Mr B V Subbaiah | | Mr. TRCBose | Mr. J S Rao | - | Mr. P Veeraiah | | | | | | | | | | | | Ms) | (Mr. / | Title Name of | I. Compe |
|----------|---------------|---------------|------------------|---------------|-----------------|---------------|--------------|-------------|---------------|----------------|--------------|---------|----------------|----------------|----------------|------------------|-------------------|----------------|---------------|----------------|---------------|------------------|-----------------|------------------------|------------------------------------|
| | M Varalakshmi | | at Rao | | baiah | | ose | | | | | | | | | | | | | | 70 | | | Name of the Director F | Collibosition of podi d or program |
| 07585164 | ACAPM9425D | 06566627 | ARKPK0760A | 01147062 | ABRPB6560E | 00160630 | AASPT2849J | 00029090 | ARND 19132C | 00276769 | מבו מבו | | | | | | | | | | | | | PAN \$ & DIN | 0.00 |
| | Non-Executive | Non-Executive | Independent/ | Non-Executive | Independent/ | Non-Executive | Independent/ | | Non-Executive | Executive | Chairperson/ | | | | | | | | | Nominee)& | Executive / | EXECUTIVE / NOTI | (Chall belson / | Category | |
| | 12-Aug-2016 | | 14-Jul-2014 | - | 14-Jul-2014 | | 14-Jul-2014 | | 09-Jul-1979 | 2 | 17-Mav-1998 | | | | | | | | | Cessation | rei III / | torm / | in the current | Appointment | Date of |
| | | | 10.2nr 2017 | 12 1.11-2019 | 13-Jul-2017 | 45 1 2010 | 13-JUL-2017 | 2010 | ; | | 1 | | | | | | | | | | | | | | Tenure* |
| | | | | _ | 1 | 2 | 1 | 2 | 7 | 3 | _ | | | | IVE Salarions) | Pagulations) | 25(1) of listing | Regulation | (Refer | | listed entity | including this | listed entities | | No of Director |
| | | 2 | | | | ω | | w | _ | _ | 0 | | | Inc Salarions) | Begulations) | 26(1) of Listing | (Refer Regulation | | listed entity | including this | Committee(s) | Stakeholder | Audit/ | member ship in | ואמוווחבו סו |
| | | 0 | | 0 | | 2 | | 1 | (| 0 | 0 | ations) | Listing Regul- | 26(1) of | Regulation | (Refer | listed entity | including this | entities | held in listed | Committee | Stakenolder | Audit/ | Chairperson in | 7000 |

For Kakatiya Cement Sugar and Induskries Limited

B K Prasad

B K Prasad

General Manager

and Company Secretary

| composition | בפיייום בפיייום בפיייות בפי | | | | |
|--|--|--|---|--|--|
| Name of Committee | | Name of Committee members | ittee members | Category (Chairpers Executive, | Category (Chairperson/Executive/Non- Executive/Independent/Nominee)\$ |
| 1. Audit Committee | | 1. B V Subbaiah 2. T R C Bose 3. J S Rao | | Chairperson (National Independent (National National Independent (National Independent (| Chairperson (Non-Executive/ Independent) Independent (Non-Executive) Non-Executive |
| 2. Nomination & Remuneration Committee | ation Committee | 1. B V Subbaiah 2. T R C Bose 3. M Varalakshmi 4. K Venkat Rao | o ni. | Chairperson (Non-Executive Independent (Independent (Inde | Chairperson (Non-Executive/ Independent) Independent (Non-Executive) Non-Executive Independent (Non-Executive) |
| 70 | | | | | |
| 70 | ip Committee | 1. TR C Bose | | Chairnerso | Chairperson (Non-Executive / Independent) |
| 3. Stakeholders Relationship Committee | | B V Subbaiah M Varalakshmi | Ξ. | Independent (Non-Executive | Independent (Non-Executive) Non-Executive |
| 3. Stakeholders Relationship Committee 2. B V Subbaiah 3. M Varalakshmi Chairperson (Non-Executive/ Independent) Independent (Non-Executive/ Independent) Indep | ns executive /non with hyphen | 2. B V Subbaiah 3. M Varalakshn -executive/indepe | ndent/Nominee. If a | Non-Execu | it (Non-Executive) ive io more than one category |
| 3. Stakeholders Relationship Committe Category of directors means executive Categories separating them with hyphe Categories separating from the previous of Meeting (if any) in the previous planter | ns executive /non with hyphen of Directors in the previous | 2. B V Subbaiah 3. M Varalakshmi -executive/independent/Nominee. Date(s) of Meeting (if any) in the | ndent/Nominee. If a | Independe Non-Execu director fits in | Independent (Non-Executive) Non-Executive Sctor fits into more than one category write all Maximum gap between any two consecutive (in |
| 3. Stakeholders Relationship Committee \$Category of directors means executive / categories separating them with hyphen III. Meeting of Board of Directors Date(s) of Meeting (if any) in the previous quarter | ns executive /non with hyphen of Directors in the previous | 2. B V Subbaiah 3. M Varalakshn -executive/indepe Date(s) of Meeti | ndent/Nominee. If a | Independe Non-Execu director fits in Maximum g | it (Non-Executive) ive ive o more than one category ap between any two conse |
| 3. Stakeholders Relationship Category of directors mean attegories separating them III. Meeting of Board colorer 09.11.2018 IV. Meeting of Commit | with hyphen of Directors in the previous ttees (Audit / Sta | 2. B V Subbaiah 3. M Varalakshn -executive/indepe Date(s) of Meeti relevant quarter 09 keholders Relation | pendent/Nominee. If a peting (if any) in the ter 109.02.2019 | director fits into mo | it (Non-Executive) ive o more than one category ap between any two consectary) 91 days |
| 3. Stakeholders Relationship Committee 2. B V Subbaiah 3. M Varalakshmi \$Category of directors means executive /non-executive/independent categories separating them with hyphen III. Meeting of Board of Directors Date(s) of Meeting (if any) in the previous quarter 09.11.2018 Date(s) of Meeting of Committees (Audit / Stakeholders Relationship) Date(s) of Meeting (idetails) Whether requirement of quorum met committee in (details) | means executive / non-executive/ind them with hyphen ard of Directors any) in the previous relevant qua 2.2018 mmmittees (Audit / Stakeholders Relawhether requirement of quorum met (details) | 2. B V Subbaiah 3. M Varalakshn -executive/indepe Date(s) of Meeti relevant quarter 09 keholders Relation of quorum met | endent/Nominee. If a direct number of the committee in the previous quarter | director fits in Maximum g number of the evious One-Execu | lent (Non-Executive) :utive into more than one category wri gap between any two consecut f days) 91 days Maximum gap between any two consecutive in number of days* |

For Kakatiya Cement Sugar and Industries Limited

B K Prasad
General Manager
and Company Secretary

| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Whether prior approval of audit committee obtained whether shareholder approval obtained for material RPT | V. Related Party Transactions Subject | |
|--|--|---------------------------------------|--|
| ONE (Vec) | YES | Compliance status (Yes/No/NA) Yes | |

Affirmations The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - (Yes)

Audit Committee - (Yes)

Nomination & remuneration committee - (Yes)

Stakeholders relationship committee - (Yes)

The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and Risk management committee (applicable to the top 100 listed entities) - (NA)

The meetings of the Board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing

obligations and disclosure requirements) Regulations, 2015. - (Yes)

This Report will be placed before the ensuing Board Meeting to be held in the Month of May, 2019.

For Kakatiya Cement Sugar and Industries Limited

General Manager and Company Secretary Name & Designation General Manager and Company Secretary

Place: Hyderabad Date: April 8, 2019.

KAKATIYA CEMENT SUGAR AND INDUSTRIES LIMITED

Format to be submitted by listed entity at the end of the financial year 31st March 2019. (for the whole of financial year)

| I. Disclosure on website in terms of Listing Regulations | Compliance |
|---|--|
| tem | status |
| | (Yes/No/NA) |
| | 3 |
| Details of business | Yes |
| Terms and Conditions of appointment of independent directors | Yes |
| Composition of various committees of board of directors | Yes |
| Code of conduct of Board of directors and senior management personnel | Yes |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes |
| Criteria of making payments to non-executive directors | Yes, Except payment of sitting fee, no |
| | other payment is made to any Non-executive |
| | Director during 2018-2019. |
| Policy on dealing with related party transactions | Yes |
| Policy for determining 'material' subsidiaries | NA |
| Details of familiarization programmes imparted to independent directors | Yes |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes |
| Email address for grievance redressal and other relevant details | Yes |
| Financial results | Yes |
| Shareholding pattern | Yes |
| Details of agreements entered into with the media companies and/or their associates | NA |
| New name and the old name of the listed entity | NA |

For Kakaliya Cement Sugar and Industries Limited

General Manager and Company Secretary Contd...2

| II. Annual Affirmations Particulars | Regulation Number | Compliance status (Yes/No/NA) |
|---|-------------------------|-------------------------------------|
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| | 17(1) | Yes |
| Board composition | 17(2) | Yes |
| Meeting of Board of directors | 17(3) | Yes |
| Review of Compliance Reports Plans for orderly succession for appointments | 17(4) | Yes |
| Code of Conduct | 17(5) | Yes |
| Fees/compensation | 17(6) | Yes |
| Minimum Information | 17(7) | Yes |
| Compliance Certificate | 17(8) | Yes |
| Risk Assessment & Management | 17(9) | Yes |
| Performance Evaluation of Independent Directors | 17(10) | Yes |
| | 18(1) | Yes |
| Composition of Audit Committee | 18(2) | Yes |
| Meeting of Audit Committee Composition of nomination & remuneration committee | 19(1) & (2) | Yes |
| Composition of Stakeholder Relationship committee | 20(1) & (2) | Yes |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | Yes |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1),(5),(6),(7) & (8) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party | 23(2), (3) | Yes |
| transactions Approval for material related party | 23(4) | NA |
| transactions Composition of Board of Directors of | 24(1) | NA |
| unlisted material Subsidiary Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | NA |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes |

For Kakatiya Cement Sugar and Industries Limited

B K Prasad General Manager and Company Secretary Contd...3

| Meeting of independent directors | 25(3) & (4) | Yes |
|---|---------------|-----|
| Familiarization of independent directors | 25(7) | Yes |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of shareholding by Non- Executive Directors | 26(4) | Yes |
| Policy with respect to obligations of directors and senior management | 26(2) & 26(5) | Yes |

Note:-

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, to words "N.A." may be indicated.
- 2. If status is "No" details of non-compliance may be given here.
- 3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Not applicable

For Kakatiya Cement Sugar and Industries Limited

B K Prasad General Manager

Name & Designation Secretary

General Manager and Company Secretary

Place: Hyderabad Date: 08.04.2019