



CIN : L26942TG1979PLC002485
GST No.: 36AABCK1868J1ZB

KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED

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

REF:KCSIL:SEC:2023:

April 18, 2023

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 : Compliance Report on Corporate Governance

Ref : Scrip Code : 500234 (BSE) / KAKATCEM (NSE)

Please find enclosed Compliance Report on Corporate Governance as required under the Listing Regulations which applies for the whole of financial year ended on 31st March, 2023.

This is for your information and record.

Kindly acknowledge receipt of the same.

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

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

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
Format to be submitted by listed entity on quarterly basis

1. Name of Listed entity : **KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED**
 2. Quarter ended : **31st March, 2023**

I. Composition of Board of Directors												
Title (Mr. / Ms)	Name of the Director	PAN \$ & DIN	Category (Chairperson / Executive / Non Executive / Nominee)&	Initial Date of appointment	Date of re-appointment	Date of Cessation	Tenure* (months)	Date of Birth	No of Director ships in the listed entities including this listed entity (In reference Regulation 17A(1))	No. of Independent Directorship in listed entities including listed entity (in reference to provision Regulation 17A(1))	Number of member ship in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	P Veeraiah	AEHPP6522K00276769	Chairperson/ Executive	12-05-1998			--	30.03.1970	1	0	0	0
Mr.	J S Rao	ABNPJ9132C00029090	Non-Executive	09-07-1979			--	18.07.1953	2	0	3	0
Mr.	T R C Bose	AASPT2849J00160630	Independent/ Non-Executive	14-07-2014	01-04-2019	31.03.2024	60	15.01.1941	2	2	2	1
Mr.	B V Subbaiah	ABRPB6560E01147062	Independent/ Non-Executive	14-07-2014	01-04-2019	31.03.2024	60	10.04.1930	2	2	4	1
Mr.	K Venkat Rao	ARKPK0760A06566627	Independent/ Non-Executive	14-07-2014	14-07-2019	13.07.2024	60	12.08.1959	1	1	0	0
Mrs.	M Varalakshmi	ACAPM9425D07585164	Non-Executive	12-08-2016	--	--	--	01.09.1959	1	0	1	0
Mrs.	Hima Bindu Myneni	ASWPS4426J07120807	Independent/ Non-Executive	16-06-2021	--	15.06.2026	60	21.07.1971	1	1	1	1

Whether Regular Chairperson appointed : Yes
 Whether Chairperson is related to Managing Director or CEO : Yes

II. Composition of Committees				
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)\$	Date of Appointment
1. Audit Committee	Yes	1. B V Subbaiah 2. T R C Bose 3. J S Rao 4. Hima Bindu Myneni	Independent (Non-Executive) Independent (Non-Executive) Non-Executive Chairperson (Independent/Non-Executive)	06.09.2016 29.04.2002 21.05.2001 25.05.2022
2. Stakeholders Relationship Committee	Yes	1. T R C Bose 2. B V Subbaiah 3. M Varalakshmi	Chairperson (Independent/Non-Executive) Independent (Non-Executive) Non-Executive	06.09.2017 11.08.2011 05.09.2017
3. Nomination & Remuneration Committee	Yes	1. B V Subbaiah 2. T R C Bose 3. M Varalakshmi 4. K Venkat Rao	Independent (Non-Executive) Chairperson (Independent/Non-Executive) Non-Executive Independent (Non-Executive)	11.08.2011 11.08.2008 23.05.2018 23.05.2018
\$Category of directors means executive /non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen				

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of quorum met	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)
10.11.2022	10.02.2023	Yes	7	4	91 days

IV. Meeting of Committees (Audit Committee)

Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of quorum met	Number of Directors present	Number of Independent Directors present	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)
10.02.2023	Yes	4	3	10.11.2022	91 days

IV. Meeting of Committees (Stakeholders Relationship Committee)

Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of quorum met	Number of Directors present	Number of Independent Directors present	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)
09.02.2023	Yes	3	2	09.11.2022	91 days

IV. Meeting of Committees (Nomination and Remuneration Committee Committee)

Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of quorum met	Number of Directors present	Number of Independent Directors present	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)
18.03.2023	Yes	4	3	--	

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **(Yes)**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - a. Audit Committee - **(Yes)**
 - b. Nomination & Remuneration Committee - **(Yes)**
 - c. Stakeholders Relationship Committee - **(Yes)**
 - d. Risk Management Committee (applicable to the top 100 listed entities) - **(NA)**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **(Yes)**
4. 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, 2023.

Name & Designation
V Sessa Sayee
Company Secretary &
Compliance Officer

Place : Hyderabad
Date : April 18, 2023

KAKATIYA CEMENT SUGAR AND INDUSTRIES LIMITED

**Format to be submitted by listed entity at the end of the financial year
31st March, 2023 (for the whole of financial year)**

I. Disclosure on website in terms of Listing Regulations		
Sl.No.	Item	Compliance status (Yes/No/NA)
1.	Details of business	Yes
2.	Terms and Conditions of appointment of independent directors	Yes
3.	Composition of various committees of board of directors	Yes
4.	Code of conduct of Board of directors and senior management personnel	Yes
5.	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
6.	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 2022-2023.
7.	Policy on dealing with related party transactions	Yes
8.	Policy for determining 'material' subsidiaries	NA
9.	Details of familiarization programmes imparted to independent directors	Yes
10.	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
11.	email address for grievance redressal and other relevant details	Yes
12.	Financial results	Yes
13.	Shareholding pattern	Yes
14.	Details of agreements entered into with the media companies and/or their associates	NA
15.	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA
16.	New name and the old name of the listed entity	NA
17.	Advertisements as per regulation 47 (1)	Yes
18.	Credit rating or revision in credit rating obtained	NA
19.	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA
20.	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
21.	Materiality Policy as per Regulation 30	Yes

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22.	Dividend Distribution policy as per Regulation 43A (as applicable)	NA
23.	It is certified that these contents on the website of the listed entity are correct	Yes
24.	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]	

II. Annual Affirmations			
Sl.No.	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1.	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2.	Board composition	17(1), 17(1A) & 17(1B)	Yes
3.	Meeting of Board of directors	17(2)	Yes
4.	Quorum of Board meeting	17(2A)	Yes
5.	Review of Compliance Reports	17(3)	Yes
6.	Plans for orderly succession for appointments	17(4)	Yes
7.	Code of Conduct	17(5)	Yes
8.	Fees/compensation	17(6)	Yes
9.	Minimum Information	17(7)	Yes
10.	Compliance Certificate	17(8)	Yes
11.	Risk Assessment & Management	17(9)	Yes
12.	Performance Evaluation of Independent Directors	17(10)	Yes
13.	Recommendation of Board	17(11)	Yes
14.	Maximum number of Directorships	17A	Yes
15.	Composition of Audit Committee	18(1)	Yes
16.	Meeting of Audit Committee	18(2)	Yes
17.	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18.	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19.	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20.	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
21.	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22.	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
23.	Meeting of Risk Management Committee	21(3A)	Yes
24.	Vigil Mechanism	22	Yes
25.	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes

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26.	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27.	Approval for material related party transactions	23(4)	NA
28.	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29.	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30.	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
31.	Annual Secretarial Compliance Report	24(A)	Yes
32.	Alternate Director to Independent Director	25(1)	NA
33.	Maximum Tenure	25(2)	Yes
34.	Meeting of independent directors	25(3) & (4)	Yes
35.	Familiarization of independent directors	25(7)	Yes
36.	Declaration from Independent Director	25(8) & (9)	Yes
37.	D & O Insurance for Independent Directors	25(10)	NA
38.	Memberships in Committees	26(1)	Yes
39.	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40.	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41.	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III. Affirmations:		
Sl.No.	Particulars	Compliance status (Yes/No/NA)
1.	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA

Name & Designation
V Sessa Sayee
Company Secretary & Compliance Officer

Place : Hyderabad
Date : April 18, 2023