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# KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED

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

REF:KCSIL:SEC:2016:

April 13, 2016

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 31<sup>st</sup> March, 2016.

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

Encl : a/a

## 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 : 31<sup>ST</sup> MARCH 2016

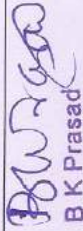
<b>I. Composition of Board of Directors</b>									
Title (Mr. / Ms)	Name of the Director	PAN \$ & DIN	Category (Chairperson / Executive / Non Executive / Nominee)&	Date of Appointment in the current term / cessation	Tenure*	No of Director ship in the listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of membership 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	00276769	Chairperson	12-May-1998	--	1	0	--	
Mr.	J S R Prasad	00221271	Non-Executive	29-Jan-2007	--	2	--	--	
Mr.	J S Rao	00029090	Non-Executive	09-Jul-1979	--	2	1	--	
Mr.	C Madhusudana Rao	00410173	NE-Independent	14-Jul-2014	13-Jul-2019	1	3	3	
Mr.	V B R Suryam*	00409995	NE-Independent	14-Jul-2014	13-Jul-2019	1	--	--	
Mr.	T R C Bose	00160630	NE-Independent	14-Jul-2014	13-Jul-2019	2	3	--	
Mr.	B V Subbaiah	01147062	NE-Independent	14-Jul-2014	13-Jul-2019	2	3	--	
Mr.	A Chengappa	03170722	NE-Independent	14-Jul-2014	13-Jul-2019	1	--	--	
Mr.	K Venkat Rao	06566627	NE-Independent	14-Jul-2014	13-Jul-2019	1	0	--	
Ms.	J Shalini	03337095	Non-Executive	06-Aug-2014	--	1	--	--	

\$PAN number of any director would not be displayed on the website of Stock Exchange

&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

\*to be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

\*Shri V B R Suryam garu passed away on 12<sup>th</sup> March 2016.



B K Prasad  
General Manager  
and Company Secretary



## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)\$
1. Audit Committee	1. C Madhusudana Rao 2. T R C Bose 3. J S Rao 4. B V Subbaiah	Chairperson (Non-Executive) Independent (Non-Executive) Non-Executive Independent (Non-Executive)
2. Nomination & Remuneration Committee	1. C Madhusudana Rao 2. T R C Bose 3. B V Subbaiah	Chairperson (Non-Executive) Independent (Non-Executive) Independent (Non-Executive)
3. Stakeholders Relationship Committee	1. C Madhusudana Rao 2. T R C Bose 3. B V Subbaiah	Chairperson (Non-Executive) Independent (Non-Executive) Independent (Non-Executive)

\$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	Maximum gap between any two consecutive (in number of days)
13.11.2015	03.02.2016 and 11.02.2016	90 days

## IV. Meeting of Committees

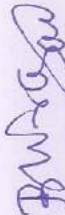
Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive in number of days*
10.02.2016	3 Members Attended	12.11.2015	90 days

For Kakatiya Cement Sugar and Industries Limited

  
B K Prasad  
General Manager  
and Company Secretary

V. Related Party Transactions		Compliance status (Yes/No/NA)
Subject		
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		
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; remuneration committee</li> <li>Stakeholders relationship committee</li> <li>Risk management committee (applicable to the top 100 listed entities)</li> </ol> <p>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.</p> <p>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.</p>		
<p><b>This Report will be placed before the ensuing Board Meeting to be held on or before 30<sup>th</sup> May, 2016.</b></p>		

For Kakatiya Cement Sugar and Industries Limited

  
**B K Prasad**  
 General Manager  
 and Company Secretary

Name & Designation  
 General Manager and Company Secretary

Place : Hyderabad

Date : 13<sup>th</sup> April, 2016.



**KAKATIYA CEMENT SUGAR AND INDUSTRIES LIMITED**

**Format to be submitted by listed entity at the end of the financial year 31<sup>st</sup> March 2016. (for the whole of whole financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>
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 2015-2016.
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 Kakatiya Cement Sugar and Industries Limited


  
B K Prasad  
General Manager  
and Company Secretary

Contd...2

::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
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
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 transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
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



::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)	NA
Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes

**Note:-**

1. 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**  
**and Company Secretary**

**General Manager and Company Secretary**