

**KALLAM SPINNING MILLS LIMITED****CIN : L18100AP1992PLC013860**

Chowdavaram, Guntur-522019, AP, INDIA.

Ph: 0863-2344016 - Fax : 0863-2344000 Email : corp@ksml.in

**NOTICE TO SHAREHOLDERS**

Members of Kallam Spinning Mills Limited are hereby given notice for the 24th Annual General Meeting of the Company, the schedule of which and the business to be transacted therein, are given below :

Date	28-09-2016
Day	Wednesday
Time	03:00 P.M
Venue	Registered Office of the Company, Chowdavaram, Guntur - 522019.

Ordinary Business

1. To receive, consider and adopt :
the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016, the Report of the Board of Directors and the Report of the Auditors thereon .
2. To declare a dividend on equity shares for the financial year 2015-16.
3. To appoint a Director in place of Sri G.V.Krishna Reddy (DIN- 00018713) who retires by rotation and being eligible, offers himself for re-appointment.
4. Ratification of the appointment of M/s. Brahmayya & Co. Statutory Auditors, Guntur (Firm Reg No: 000513S) and to fix their remuneration for the financial year ending 31st March, 2017

Special Business :

5. To consider and, if thought fit, to pass 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 there under, the remuneration payable to P. Srinivas, Cost Accountant (Membership No. 21170), appointed by the Board of Directors as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017, amounting to ₹ 30,000/- (Rupees Thirty Thousand only) as also the payment of service tax as applicable and re-imburement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

Place : Chowdavaram, Guntur

Date : 13-08-2016

By the order of Board of Directors**P.Venkateswara Reddy****Managing Director****DIN : 00018677**

**Notes :**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/ herself and such proxy need not be a member of the company. the proxies to be effective, should be duly stamped, completed, signed and deposited at the registered office of the company or its registrar and share transfer agent not less than forty eight hours before the commencement of meeting.
2. Members/proxies should produce at the entrance of the venue duly filled attendance slip for attending the meeting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. M/s Big Share Service Private Limited is the Registrar and Share Transfer Agent of the Company.
5. The Company has notified closure of Register of Members and Share Transfer Books from 22nd September, 2016 to 28th September, 2016 (both days inclusive) for determining the names of members' eligible for dividend on Equity Shares, if declared at the Meeting.
The Record Date is 21st September, 2016 (Wednesday).
The Dividend of ₹1.00/- per Equity Share of ₹ 10.00/- Each as recommended by the Board of Directors, subject to approval of Shareholders at AGM will be paid within 30 days from the Date of Declaration to those shareholders whose names appear in the Register of Members/List of Beneficial Owners maintained by the National Securities Depository Limited and Central Depository Services (India) Limited as at end of Wednesday, 21st September, 2016 (i.e Record Date)
6. The Company has fixed Friday, 12th August, 2016 as the Cut-off date for the purpose of ascertaining the names of shareholders entitled to receive the Annual Report including the Notice of Annual General Meeting
7. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
8. The dividend as recommended by the Board of Directors for the year ended 31st March, 2016, when declared at the Annual General Meeting will be paid to the members whose names appear:
(i) As Beneficial Owners as per list to be furnished by the Depositories in respect of the shares held in Demat form; And
(ii) As members on the Register of Members of the Company on record date after giving effect to all valid share transfers in physical form which would be received by the Company upto end of business hours on Record date.
9. Members desiring to seek any information on the Annual Accounts to be explained at the meeting are requested to send their queries in writing to the Company at the Registered Office of the Company so as to reach at least 7 days before the date of the meeting to provide the required information.
10. The accounts, the reports and all other documents required under the law to be annexed thereto will be available for inspection during working hours at the Registered Office of the Company on any working day prior to the date of the Annual General Meeting.



11. Members holding shares in physical form are requested to notify/send the following to the Company's Registrar and Transfer Agent at: Bigshare Services Private Limited, 306, 3rd Floor, Right Wing, Amrutha Ville, Opp. Yashodha Hospital, Raj Bhavan Road, Somajiguda, Hyderabad – 500 082 at the earliest not later than 19-09-2016.
 - Any change in their address/mandate/Bank details; and
 - Particular of their Bank Account, in case the same has not been sent earlier.
12. Members holding shares in the electronic form are advised to inform change in address/bank mandate directly to their respective Depository Participants. The address/bank mandate as furnished to the Company by the receptive Depositories viz. NSDL and CDSL will be printed on the dividend warrant.
13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. In view thereof, members who have not furnished PAN are requested to furnish the same as under :
 - ◆ Members holding shares in Physical form are submit their PAN details to the Registrar and Transfer Agents
 - ◆ Members holding shares in Electronic form are submit their PAN details to their Depository Participants with whom they are maintaining their demat accounts.
14. Pursuant to provisions of Sub-Section (5) of Section 124 the Companies Act, 2013 (Section 205 of the Companies Act, 1956) The Company has transferred the unclaimed/unpaid dividends declared up to financial years 2007-08 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. the information in respect of such unclaimed dividend and the last date for claiming the same are given in Directors Report.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO 5 :

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of Mr. P.Srinivas, Cost Accountant (Membership No: 21170), Hyderabad, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017. In terms of the Provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The board recommends the ordinary resolution set out at item no:5 for the approval of Share holdres.

By the order of Board of Directors

P.Venkateswara Reddy

Managing Director

DIN : 00018677

Place : Chowdavaram, Guntur

Date : 13-08-2016

**SHAREHOLDER INSTRUCTIONS FOR E-VOTING****E-Voting instructions**

Pursuant to the Provisions of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 24th Annual General Meeting to be held on Wednesday, 28th September, 2016, at 03.00 PM IST. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the E-Voting facility.

The instructions for shareholders voting electronically are as under :

The E-Voting Event Number and period of E-Voting are set out below :

EVEN(E-VOTING EVENT NUMBER) : 160803018

COMMENCEMENT OF E-VOTING : 25th September, 2016 at 09.00 A.M

END OF E-VOTING : 27th September, 2016 at 05.00 P.M

STEPS & INSTRUCTIONS FOR E-VOTING :

The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on 25th September, 2016 at 09.00 A.M and ends on 27th September, 2016 at 05.00 P.M. 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 21st September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ❖ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ❖ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> ❖ Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).



- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:
- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL'S mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google play store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) M/s K.Srinivasa Rao & Co., Company Secretaries, Guntur (Entity ID : 34721) has been appointed as the Scrutinizer to Scrutinize the e-voting process in a fair and transparent manner.



As a part of "green initiative in the corporate governance", the ministry of corporate affairs vide its circular no's. 17/2011 and 1/2011 dated 21.04.2011 respectively, has permitted the companies to serve the documents, namely, notice of the general meeting, balance sheet, profit and loss account, auditors' report, directors' report, etc. to the members through E-mail. The shareholders holding shares in physical form are requested to register their E-mail address with the Registrar and share transfer agents (Big Share Services Pvt. Ltd.,) by sending duly signed requested letter quoting their Registered folio no., name, address and E-mail ID to be registered in the **E-MAIL REGISTRATION FORM**, which is attached below and in case of shares held in demat form, the shareholders may register their E-mail addresses with their DPs (Depository Participants).



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E-MAIL REGISTRATION FORM

(exclusively for Shareholders holding shares in physical form)

To

Big share Services Pvt. Ltd.,
306, 3rd Floor, Right Wing,
Amrutha Ville,
Opp. Yashodha Hospital,
Raj Bhavan Road, Somajiguda,
Hyderabad – 500082.
Ph No.040-23374967
Fax No.040-23370295.

Dear Sir,

Sub: **Registration of E-mail**

Green Initiative in Corporate Governance

I am the Shareholder of the Company. I want to receive all communication from the Company including the Notices, Annual Reports and any other related documents through E-mail. Kindly register my E-mail ID, which is mentioned below, in your records for sending communication through E-mail.

Regd. Folio No. : _____

Name of First Shareholder : _____

Name(s) of Joint Shareholder(s) : _____

E-mail ID to be registered : _____

Address : _____

Date :

Signature of the first named Shareholder

Notes :

1. On registration of E-mail, all the communications, including the Annual Reports, will be sent at the said registered E-mail.
2. Holders of Shares in demat form are requested to register/update their E-mail Id with their respective Depository Participant.





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PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) : Registered Address :	E-mail Id : Folio No/ Client ID : DP ID :
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I/We, being member ofshares of Kallam Spinning Mills Limited, hereby appoint

- 1).....ofhaving email ID or failing him
- 2).....ofhaving email ID or failing him
- 3).....ofhaving email 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 24th ANNUAL GENERAL MEETING of the company to be held at Chowdavaram, Guntur -522019, Andhra Pradesh, India, on 28th September, 2016 at 3.00 pm and at any adjournment(s) thereof in respect of such resolutions as are indicated below.

Resolutions	For	Against
1. Consider and Adopt: Audited Financial Statements, Reports of the Board of Directors and Auditors		
2. Declaration of Dividend on Equity Shares		
3. Re-appointment of Sri G.V. Krishna Reddy who retires by rotation		
4. Ratification of the appointment of M/s.Brahmayya & Co. Statutory Auditors and to fix their remuneration for the financial year ending 31 st March,2017		
5. Ratification of the remuneration of Mr. P.Srinivas, Cost Accountant for the financial year ending 31 st March, 2017		

Signed this.....day of2016

.....
/Signature of the member

Affix
Revenue
Stamp

.....
Signature of the first proxy holder

.....
Signature of the Second proxy holder

.....
Signature of the Third proxy holder

Note: this form, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, Not Less than 48 hours before the meeting



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ATTENDANCE SLIP

DP Id	
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Folio No.	
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Client Id	
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No. of Shares	
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NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 24th ANNUAL GENERAL MEETING of the Company held on Wednesday, The 28th September, 2016 at 3.00 P.M. at Chowdavaram, Guntur- 522019,Andhra Pradesh, India.

.....
Name of the member/Proxy (IN BLOCK LETTERS)

.....
Signature of the member/Proxy

Note: Please full up this attendance slip and hand it over at the entrance of the meeting hall, Members are requested to bring their copies of the Annual Report to the meeting.