



KALLAM SPINNING MILLS LIMITED

CIN -L18100AP1992PLC013860

NH-5, Chowdavaram, GUNTUR - 522 019. A.P., INDIA.

Ph: 0863- 2344016 Fax:0863-2344000

E-mail: corp@ksml.in

GSTIN : 37AAACK9363M1ZY



NOTICE OF EXTRA-ORDINARY GENERAL MEETING NO:1/2017-18

Respected Shareholder(s),
Greetings from Kallam Spinning Mills Limited,

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of Kallam Spinning Mills Limited will be held on Tuesday the 13th day of March, 2018 at 03:00 P.M. at the registered office of the Company situated at Chowdavaram, Guntur - 522019 to transact the following business as special business:

1. CHANGE IN NAME OF THE COMPANY

To consider & if thought fit, to pass, with or without modification(s), following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Section 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, rules if any, of the Companies Act, 2013, and subject to the approvals, consents, sanctions and permissions of the Central Government/stock exchange(s)/appropriate authorities/departments or bodies as may be necessary, consent of the members be and is hereby accorded to change the name of the Company from **"KALLAM SPINNING MILLS LIMITED"** to **"KALLAM TEXTILES LIMITED"**

FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is Kallam Textiles Limited

FURTHER RESOLVED THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

FURTHER RESOLVED THAT the Board of Directors or any Committee thereof be and is hereby authorized to do all acts and things and deal with all such matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. ALTERATION OF ARTICLES OF ASSOCIATION

To consider and, if thought fit, to pass the following Resolution, with or without modifications, as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of section 5, 14 and other applicable provisions, if any, of Companies Act, 2013, read with the applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association, be and are hereby approved, adopted and substituted in the place of existing Articles of Association of the Company."



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RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized on to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Place : Chowdavaram, Guntur

Date : 12th February, 2018

By the Order of the Board of Directors

P.Venkateswara Reddy

Managing Director

DIN : 00018677

NOTES:

1. The Statement setting out the material facts relating to Special Business at the meeting pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a member of the company. Proxies to be effective must be received at the registered office of the company not less than 48 hours before the commencement of the meeting.
3. Members/proxies should bring the attendance slips duly filled in and PHOTO ID proof for attending the meeting.
4. Members are requested to bring their Attendance Slip while attending the Extra Ordinary General Meeting.
5. 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 to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
6. The Company has fixed Friday, 26th January, 2018 as the Cut-off date for the purpose of ascertaining the names of shareholders entitled to receive the Notice of Extraordinary General Meeting.
7. To support the 'Green Initiative', the members who have not registered their e-mail address are requested to register the same and to intimate the changes, if any in their address and e-mail-ID to the Company/or Registrar and Share Transfer Agent for better communication in future and as part of effective Corporate Governance.
8. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their De-mat Account. Members holding shares in physical form can submit their PAN to the Company.



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9. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. In Compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on resolution set forth in this Notice.
11. The facility for voting through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able exercise their right at the meeting.
12. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be allowed to cast their vote again.
13. Members holding shares in de-mat form are requested to write their DP ID and Client ID and those holding Shares in Physical form are requested to write their Folio Numbers on the attendance slip for attending the meeting
14. For any assistance or information about shares etc., members may contact the Company or the Registrars.
15. Members are requested to quote their Folio Number/De-mat Number and contact details such as email address, contact number and complete address in all correspondences with the Company or its Registrars.

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 of Extra Ordinary General Meeting to be held on Tuesday, 13th March, 2018, 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): 180213006

COMMENCEMENT OF E-VOTING : 10th March, 2018 at 09.00 A.M

END OF E-VOTING : 12th March, 2018 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 10th March, 2018 at 09.00 A.M and ends on 12th March, 2018 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form



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or in dematerialized form, as on the cut-off date (record date) of 06th March, 2018 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	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"> • 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	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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.



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- (xi) Now select the Electronic Voting Sequence Number (EVSN) along with “**Kallam Spinning Mills Limited**” from the drop down menu and click on “SUBMIT”.
- (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.



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Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 relating to the business set out in the accompanying Notice

ITEM NO.1:

The Board of Directors of the Company by Circular Resolution on Monday, 15th January, 2018 decided to change the name of the Company from "KALLAM SPINNING MILLS LIMITED" to "KALLAM TEXTILES LIMITED" because it represents the all the activities performed by the Company in Textiles Industry and the Board considered the same as an auspicious name for the company. The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp and focused.

The name "KALLAM TEXTILES LIMITED" has been duly approved and made available for changing the name by the Registrar of Companies, for the State of Andhra Pradesh and Telangana vide its name approval letter dated 31st January, 2018 which is valid for 60 days.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

ITEM NO. 2:

Considering that substantive sections of the Companies Act, 2013 which deal with the general functioning of the companies stand notified, it is proposed to amend / replace the existing Articles of Association with new Articles aligned with the provisions of Companies Act, 2013 including the Rules framed thereunder and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model Articles of Association for a company, limited by shares.

While some of the Articles of existing Articles of Association of the Company require alteration or deletions, certain provisions of existing Articles of Association have been simplified by providing reference to relevant Sections to the Companies Act, 2013 and the Rules framed thereunder, to avoid repetition in its entirety.

The proposed draft of new Articles of Association is available on the Company's website at www.ksml.in for perusal by the shareholders.

Place : Chowdavaram, Guntur

Date : 12th February, 2018

By the Order of the Board of Directors

P.Venkateswara Reddy

Managing Director

DIN : 00018677



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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):		E-mail Id :	
Registered Address		Folio No/ Client ID :	
		DP ID :	

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)..... of having 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 Extraordinary General Meeting of the company to be held at Chowdavaram, Guntur -522019, Andhra Pradesh, India, on 13th March, 2018 at 3.00 pm and at any adjournment(s) thereof in respect of such resolutions as are indicated below.

	Resolutions	For	Against
1.	Change In Name Of The Company		
2.	Alteration Of Articles Of Association		

Affix
Revenue
Stamp

Signed thisday of2018.

/Signature of the member

.....
 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**

ATTENDANCE SLIP

DP Id	
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Folio No.	
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Client Id	
-----------	--

No.of Shares	
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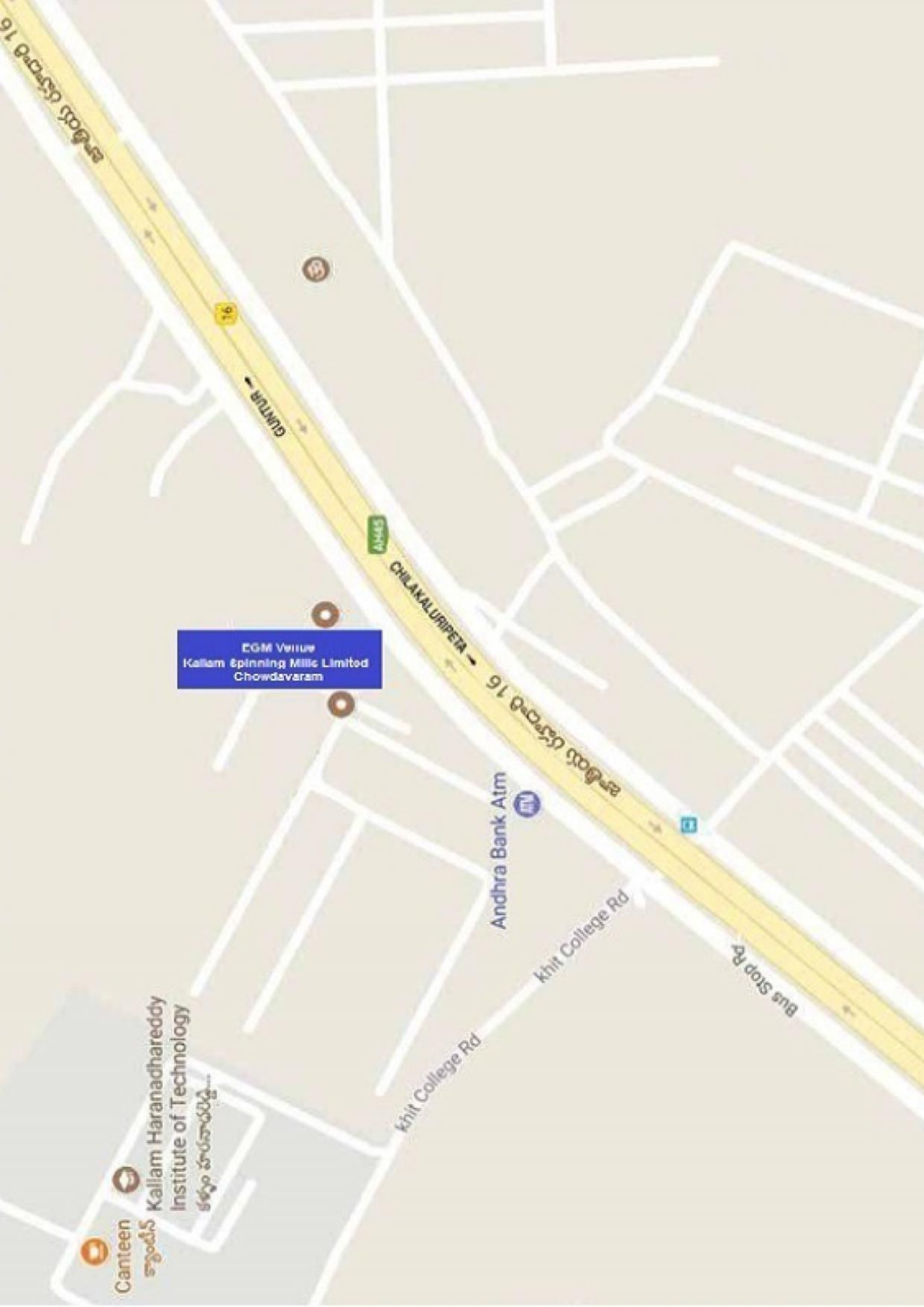
NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the EXTRAORDINARY GENERAL MEETING of the Company held on Tuesday, The 13th March, 2018 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.



EGM Venue
Kallam Spinning Mills Limited
Chowdavaram

Canteen
కాంటీన్
Kallam Haranadhareddy
Institute of Technology
కల్లం హరనాధరెడ్డి...

Andhra Bank Atm

Khit College Rd

Bus Stop Rd