

NOTICE TO SHAREHOLDERS

Notice hereby given that the **27th Annual General Meeting** of Kallam Textiles Limited (**Formerly known as Kallam Spinning Mills Limited**), scheduled to be held on **Saturday, September 21, 2019** at 3-00p.m. at the registered office of the Company NH-5, Chowdavaram, Guntur- 522019, to transact the following business.

ORDINARY BUSINESS

1. Adoption of Financial Statements and the reports of the Directors and Auditors thereon

To receive, consider and adopt the audited Financial Statements for the financial year ended 31.03.2019 together with the reports of Directors' and Auditors' thereon.

2. Declaration of Final Dividend on equity shares.

To declare Final dividend of ₹ 0.20 for equity shares for the financial year 2018-19.

3. Appointment of Director under Retirement by Rotation

To appoint a Director in place of Mr. G. V. Krishna Reddy (DIN:00018713), Mr. G.V. Krishna Reddy is liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Re-appointment of Ms. VANGALA BHARGAVI (DIN 06950741) as an Independent Director of the Company for the second term.

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on May 11, 2019 and in terms of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms.VANGALA BHARGAVI (DIN:06950741, Independent Non-Executive Director of the Company who has submitted a declaration that she meets the criteria of independence as provided in Section149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director

of the Company to hold office for second term of five consecutive years on the Board of Company with effect from **September 26, 2019** upto **September 25, 2024** not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. P Venkateswara Reddy, The Managing Director of the Company, be and are hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

5. Appointment of Mr.VSN Murthy (DIN 00021952) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and pursuant to Regulation17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s)/ amendment(s) / re- enactment (s) thereto), Mr.VSN Murthy (DIN:00021952), Non- Executive Nominee Director (IREDA), aged 80 years, and whose fresh appointment as non executive/independent director, requires approval of Members by way of Special Resolution, the consent of shareholders be and is hereby accorded to the appointment of Mr.VSN Murthy (DIN00021952), as a ‘Non-Executive Independent Director’ of the Company, to hold office for a period of Five years with effect from **September 21, 2019** up to **September 20, 2024** not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. P Venkateswara Reddy, The Managing Director of the Company, be and are hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

6. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2020

To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration not exceeding ₹ 20,000

(Rupees Twenty Thousand only) plus taxes as applicable and reimbursement of actual travel and out-of-pocket expenses for the financial year ending 31st March, 2020 to be paid to M/s. SAIRAM & ASSOCIATES, Cost Accountants, (Membership No. 41498) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for FY 2019-20, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

7. To increase in the Authorized Share Capital of the Company and consequential amendments of the Capital Clause in the Memorandum of Association of the Company.

To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 10,00,00,000 (Rupees Ten Crores) divided into 5,00,00,000 (Five crore) Equity Shares of Rs. 2/- each to Rs. 20,00,00,000 (Rupees Twenty crores) divided into 10,00,00,000 (Ten crores) Equity Shares of Rs. 2/- each by creation of additional 5,00,00,000 (Five Crore) Equity Shares of Rs. 2/- each ranking pari passu in all respect with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby, altered by substituting the existing Capital Clause(Clause V) with the following:

Clause -V. The Authorized Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty crores) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 2/- each.

The Company shall have power to increase or reduce the capital to consolidate or subdivide the shares and issue shares of higher and lower denomination, to issue any shares including preference shares, with special rights or privileges as to voting, dividend, repayment of capital or otherwise, or to subject the shares to any restrictions, limitations and conditions and to vary, modify or abrogate any such rights, privileges, restrictions, or conditions. The rights of the holders of any class of shares for the time being forming part of the capital of the Company, may be modified, affected, varied, extended or surrendered in such manner as may for the time being be provided by the regulations of the Company and to vary modify or amalgamate any such rights privileges or condition in such manner as any for the time being provided by the regulation of the company.

RESOLVED FURTHER THAT Mr. P Venkateswara Reddy, the managing Director of the Company, be and

are hereby severally authorized to file, sign, verify and execute all such e- forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution”.

Notes:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of item nos. 4 to 7 of the Notice set out above, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
3. The instrument of Proxy in order to be effective, should be deposited at the Registered/Corporate office of the Company, duly completed and signed, not less than 48 hours (i.e. on or before **September 19, 2019, 3.00 P.M. IST**) before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Corporate Members intending to send their authorized representative to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
6. Members, Proxies and Authorized representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
7. M/ s Big Share Service Private Limited is the Registrar and Share Transfer Agent of the Company.
8. The register of members and share transfer books of the Company shall remain closed from **September 13, 2019 to September 21, 2019** (both days inclusive) for determining the names of the members eligible for voting at the Meeting. The members whose names appear on the Company’s register of members as on **September 13, 2019** will be eligible to attend and vote at the Meeting.

9. The dividend as recommended by the Board of Directors, if approved by the Shareholders at the 26th Annual General Meeting, will be paid within 30 days from the date of declaration to those members whose names stand on the Register of Members of the Company as on the closing hours of business on **September 12, 2019**, and the dividend in respect of shares held in dematerialized form in the depository system will be paid to the beneficial owners of the shares as on the closing hours of business on **September 12, 2019**, as per the details furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
10. The notice is being sent to all the members of the Company, whose names appear on the register of members/ record(s) of depositories as on **Tuesday, the August 27, 2019**.
11. Copy of the Annual Report 2018-19 including the Notice of the 27th AGM of the Company inter alia indicating the process and manner of e-voting along with the Attendance Slip, Proxy Form will be sent by electronic mode to the members whose email addresses are registered with the Company/ Depository Participant(s), unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copy of the Annual Report 2018-19 including the Notice of the AGM are being sent by the permitted mode.
12. Members may also note that the Notice of the Twenty Seventh Annual General Meeting and the Annual Report for year ended March 31, 2019 will also be available on the Company's website www.ksml.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Guntur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the Company's email id: "corp @ksml.in". The Company has a dedicated e-mail address corp@ksml.in for members to mail their queries or lodge complaints, if any. We will endeavour to reply to your queries at the earliest
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
14. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
15. Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the directors seeking appointment/re-appointment at the ensuing Annual General Meeting is furnished and forms part of the Notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
16. 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.
17. The accounts, the reports and all other documents required under the law to be annexed thereto will be available for inspection between 10.00 a.m. to 01.00 p.m. at the Registered Office of the Company on any working day prior to the date of the Annual General Meeting.
18. Pursuant to Section 72 of Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/ her/ them shall vest in the event of his/ her/ their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 and any variation/ cancellation thereof can be made by giving notice in Form SH-14, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014 with the Share Transfer Agent of the Company. The Forms can be obtained from the Share Department of the Company or Share Transfer Agent or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
19. Members eligible to receive dividend and whose shareholding is in electronic mode are requested to direct change of address notifications and updates of bank account details to their respective depository participant(s). We urge the members to utilize the Electronic Clearing System (ECS) for receiving dividends. Members holding shares in physical form are requested to notify/ send the following to the Company's Registrar and Transfer Agent at: Big share 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 15th September, 2019.
 - Any change in their address/mandate/ Bank details; and
 - Particular of their Bank Account, in case the same has not been sent earlier.

In order to update their Bank details already registered with Big share Services Pvt Ltd or register their bank details by submitting the duly completed Electronic Clearing Services (ECS) mandate form duly attached to this annual report and fill the required fields and forward the same to the above mentioned address of Company's Registrar and Share Transfer Agent in order to enable the company to remit the Dividend amount through ECS.

20. 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 respective Depositories viz. NSDL and CDSL will be printed on the dividend warrant. 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 :

21. 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 de mat accounts. and for securities market transactions and off market transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for transferee(s) to furnish a copy of PAN Card to the Share Transfer Agent for registration of such transfer of shares.

22. 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 along with this Notice and in case of shares held in demat form, the shareholders may register their E-mail addresses with their DPs (Depository Participants).

SHARE HOLDERS INSTRUCTIONS FOR E-VOTING

Instructions for Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has also provided e-voting facility through Central Depository Services (India) Limited (CDSL) for its members to enable them to cast their votes electronically on all resolutions set forth in the notice convening the 27th Annual General Meeting held on Saturday, **September 21, 2019 at 3.00 p.m. IST**

EVEN (E—VOTING EVENT NUMBER): 190816030

i) The e-voting period begins on **Wednesday, September 18, 2019 at 9.00 a.m. (IST)** and ends on **Friday, September 20, 2019 at 5.00 p.m. (IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Saturday, September 14, 2019** may cast their votes electronically. The e- voting module shall be disabled by CDSL for voting

after **5.00 pm. (IST)** on **Friday, September 20, 2019.**

- ii) The shareholders should log on to the e-voting website: www.evotingindia.com iii) Click on "Shareholders" tab to cast your vote.
- 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 PANfield. • 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.
Date of Birth (DoB)	<p>Enter the Date of Birth (in dd/mm/yyyy format) as recorded in your demataccount or in the company records for the said demat account or folio no.</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 no.</p> <p>If both 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).</p>

- 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 also to be 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 along with "Kallam Textiles 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/ NC)" 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 you as a Demat account holder have forgotten the existing 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) Share holders can also cast their vote using CDSLs' 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 :
- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- c. 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.
- d. 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.
- e. 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.

By the order of Board of Directors

Sd/-

Nandan Bisoi

Company Secretary & Compliance Officer

ACS 54169

Place : Chowdavaram, Guntur

Date : 14-08-2019

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO-4. Re-appointment of Ms. VANGALA BHARGAVI (DIN 06950741) as an

Independent Director of the Company.

Ms. VANGALA BHARGAVI (DIN 06950741), were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges to hold office as an Independent Directors of the Company up to the September 26, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Companies Act, 2013).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Ms. VANGALA BHARGAVI (DIN 06950741) for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Companies Act, 2013 ("Act") and Regulations 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent directors of the company shall meet the criteria of independence as provided in Section 149(6) of the Act and Regulations 16 of Listing Regulations.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

The Company has received a declaration from Ms. VANGALA BHARGAVI (DIN 06950741) confirming that she meets the criteria of independence as prescribed under the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Ms. VANGALA BHARGAVI is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

In the opinion of the Board, Ms. VANGALA BHARGAVI fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for the appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day up to the date of this Annual General Meeting and is also available on the website of the Company www.ksml.in

The brief resume in relation to the experience, functional expertise, memberships on other Companies' Boards

and Committees in respect of the appointment of Ms. VANGALA BHARGAVI as the Independent Director, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out in this Notice.

Ms. VANGALA BHARGAVI is not related to any other Director and Key Managerial Personnel of the Company. The Board is of the opinion that it will be beneficial to the Company to avail of her services as an Independent Director of the Company and recommends the Ordinary resolution as set out in Item No.4 of the Notice for approval of the shareholders.

The Board of Directors of the Company in its Board Meeting held on May 11, 2019 has approved the above proposal and recommended passing of the proposed Special Resolutions

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolutions except to the extent of their shareholding (if any) and directorship in the Company, being an appointee in their respective resolutions

ITEM NO -5 Appointment of Mr.VSN Murthy (DIN 00021952) as an Independent Director of the Company

As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Amendment) Regulations, 2018, notified on 9th May, 2018,w.e.f 01.04.2019, approval of the shareholders by way of a special resolution is required for continuation of directorship of the non-executive directors of the Company who have attained the age of 75 years Our non-executive Directors Mr VSN Murthy have attained the age of 75 years on 1st April, 2019.

The brief resume of the aforesaid directors is part of the notice of the meeting.

He is in good physical condition and of sound and alert mind and the Board is confident about him being able to function and discharge their duties in an able and competent manner. Considering their seniority, expertise and vast experience in their respective fields, which has benefited the Company immensely, the Board recommends their fresh appointment as independent Non executive Director for a period of five year w.e.f the date of ensuing Annual General Meeting and none of the other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in the said resolution

ITEM NO -6 To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2020

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s SAI RAM & ASSOCIATES, Cost Accountants, (Membership No. 41498) Guntur, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020. The board of Directors recommended a remuneration not exceeding ₹ 20,000 (Rupees Twenty Thousand only) plus taxes as applicable and reimbursement of actual travel and out-of-pocket expenses for the financial year ending 31st March, 2020

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the accompanying Notice, for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2020.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders. None of the Directors / Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution.

ITEM NO-7 To increase Authorized Share Capital of the Company and consequent Alteration of capital clause of Memorandum of Association and Article of association of Association.

The Members may please note that existing Authorized Share capital of the Company is Rs 10,00,00,000 (Rupees Ten crores only) divided into 5,00,00,000 (Five Crore) Equity Shares of ₹ 2/- (Rupees two only) each.

In order to raise additional capital as mentioned in Item Nos. 7 of this Notice, it is necessary to have adequate provision in the Authorized Share Capital. Accordingly, it is proposed to increase the Authorized Share Capital of the

Company to Rs. 20,00,00,000 (Rupees Twenty crores) divided into 10,00,00,000 (Ten crores) Equity Shares of Rs. 2/- each by creation of additional 5,00,00,000 (Five Crore) Equity Shares of Rs. 2/- each ranking pari passu in all respect with the existing Equity Shares of the Company. Consequent upon the increase in the Authorized Share Capital, as proposed, the existing Clause V of the Memorandum of Association of the Company will also have to be replaced. The existing Articles of Association of the Company be and is hereby replaced, altered, modified and revised The draft amended Memorandum of Association and Articles of Association will be available for inspection by the Members at the Registered Office and/or Corporate Office of the Company.

As per provisions of the Companies Act, 2013, any increase in Authorized Share Capital and consequent amendment in Memorandum of Association and Article of Association of the Company requires consent and approval of the Members of the Company by way of an Ordinary Resolution. Accordingly, approval of the members is being sought by way of an Ordinary Resolution. No Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

By the order of Board of Directors

Sd/-

Nandan Bisoi

Company Secretary & Compliance Officer

ACS 54169

Place : Chowdavaram, Guntur

Date : 14-08-2019

ANNEXURE A TO THE NOTICE

PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW :

Name of the Director	VANGALA BHARGAVI	SURYANARAYANA MURTY VADDADI
DIN	06950741	00021952
AGE	33 years	79 years
Qualification	B.Com and is also F.C.A, DISA (Diploma in Information System Audit)	a Post Graduate in Commerce from Andhra University, Visakhapatnam
Brief Profile/ Nature of Expertise/Justification for appointment	Mrs. Bhargavi Vangala, aged 32 years, is the Independent Director of our Company. She graduated in B.Com and is also F.C.A, DISA (Diploma in Information System Audit). She is a practicing Chartered Accountant. Mrs. Bhargavi qualified as a CA in the year 2011 and is practicing in Guntur, in the areas of Taxation, Auditing & Banking. Her Area of Specialization is Indirect Taxes. She is a Managing Committee member for the Guntur Branch of SIRC (Southern India Regional Council) of ICAI	Mr. Suryanarayana Murty Vaddadi, aged 79 years is the Nominee Director of our Company from IREDA. He is a Post Graduate in Commerce from Andhra University, Visakhapatnam. He joined Andhra Pradesh Industrial Development Corporation Ltd (APIDC) and was actively associated in various diversification programmes of APIDC. In 1997, he retired as Chief General Manager in APIDC.
Terms and conditions of re- appointment	As per the resolution at item no. 4 of the Notice of Twenty Seventh Annual General Meeting read with explanatory statement thereto	As per the resolution at item no. 5 of the Notice of Twenty Seventh Annual General Meeting read with explanatory statement thereto
Names of other Listed companies in which the person also holds the directorship as at March 31, 2019	NIL	NIL
Names of the Listed companies in which the person also holds the membership of Committees of the Board as at March 31, 2019	NIL	NIL
Shareholding in Kallam Textiles Limited	NIL	NIL
Inter-se Relationship between directors	NIL	NIL
Number of Meetings of the Board attended during the Financial Year - 2018-19	5	5



KALLAM TEXTILES LIMITED

(Formerly known as 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



Form No.MGT-12

POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(C) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : **Kallam Textiles Limited**

Registered Office : **Chowdavaram, Guntur -522019**

S.No	Particulars	Details
1.	Name of the First Named Shareholder (IN BLOCK LETTERS)	
2.	Name(s) of the Joint Holder(s) if any	
3.	Postal Address	
4.	Registered Folio No. / Client ID No.	
5.	Class of Share	Equity
6.	Number of Share(s) held	

I/We hereby exercise my/our vote(s) in respect of the following resolutions stated in the Notice of the Twenty Seven Annual General Meeting of the Company to be held on September 21st 2019 by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description of Resolutions	No of shares held by me	(FOR)	(AGAINST)
			I/We assent to the Resolution	I/We dissent to the Resolution
1.	Adoption of Financial Statements and the reports of the Directors and Auditors thereon			
2.	Declaration of Final Dividend on equity shares			
3.	Appointment of Director under Retirement by Rotation			
4.	Re-appointment of Ms. VANGALA BHARGAVI (DIN 06950741) as an Independent Director of the Company for the second term.			
5.	Appointment of Mr.VSN Murthy (DIN 00021952) as an Independent Director of the Company			
6.	To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2020			
7.	To increase in the Authorized Share Capital of the Company and consequential amendments of the Capital Clause in the Memorandum of Association of the Company.			

Place : Chowdavaram

(Signature of the Shareholder)

Date : 14-08-2019



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Form No.MGT-11 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 Textiles Limited, hereby appoint

- 1)..... of having email ID or failing him
- 2)..... of having email ID or failing him
- 3)..... of having email ID

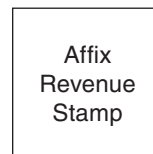
and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the 27th ANNUAL GENERAL MEETING of the company to be held at Chowdavaram, Guntur -522019, Andhra Pradesh, India, on 21st September, 2019 at 3.00 pm and at any adjournment(s) thereof in respect of such resolutions as are indicated below.

Item No.	Resolutions	For	Against
1.	Adoption of Financial Statements and the reports of the Directors and Auditors thereon		
2.	Declaration of Final Dividend on equity shares		
3.	Appointment of Director under Retirement by Rotation		
4.	Re-appointment of Ms. VANGALA BHARGAVI (DIN 06950741) as an Independent Director of the Company for the second term.		
5.	Appointment of Mr.VSN Murthy (DIN 00021952) as an Independent Director of the Company		
6.	To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2020		
7.	To increase in the Authorized Share Capital of the Company and consequential amendments of the Capital Clause in the Memorandum of Association of the Company.		

Signed thisday of2019.

.....

/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



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Ph: 0863-2344016 : Fax:0863-2344000

E-mail: corp@ksml.in GSTIN : 37AAACK9363M1ZY



ATTENDANCE SLIP

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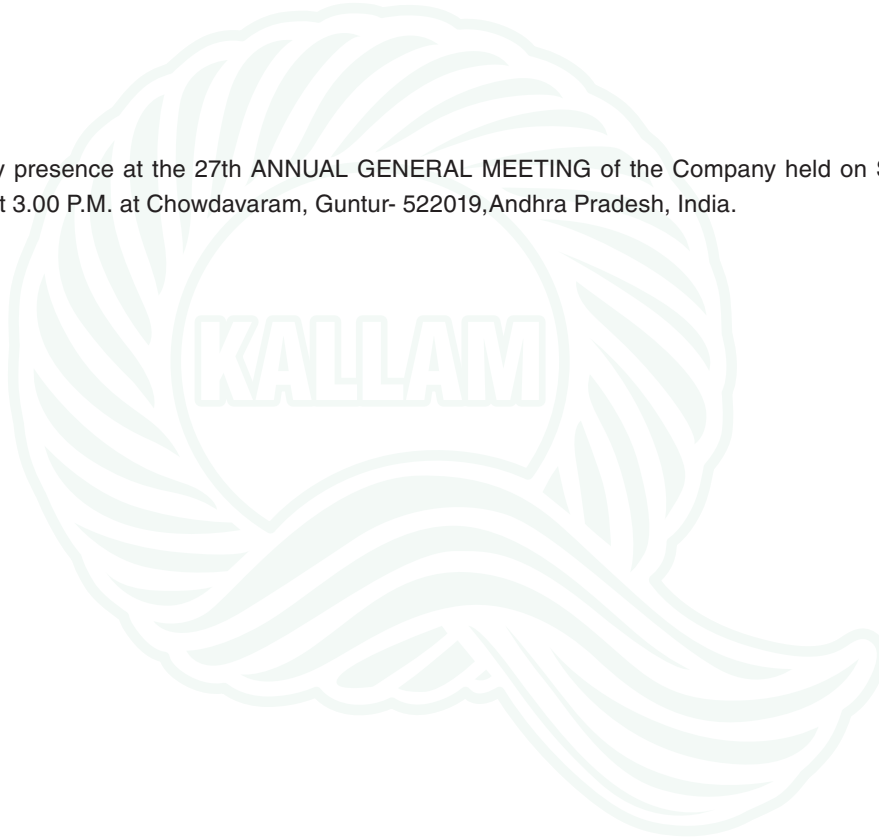
Folio No.	
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Client Id	
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No.of Shares	
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NAME AND ADDRESS OF THE SHAREHOLDER:

I hereby record my presence at the 27th ANNUAL GENERAL MEETING of the Company held on Saturday, The 21st September, 2019 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 fill 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.

ROUTE MAP

For the Venue of the 27th Annual General Meeting of
Kallam Textiles Limited



KALLAM TEXTILES LIMITED

Chowdavaram, Guntur-522019, A.P., India. Phones : 0863-2344010 / 16. E-mail : corp@ksml.in Website : www.ksml.in

For Queries, contact us

Ph. : 0863- 2344016, Fax : 0863- 2344000, E-mail : corp@ksml.in