

## AGM NOTICE TO SHAREHOLDERS

**NOTICE** is hereby given that the **28<sup>th</sup> Annual General Meeting** (AGM) of the members of Kallam Textiles Limited (formerly known as Kallam Spinning Mills Limited) is scheduled to be held on Wednesday, the 30<sup>th</sup> September, 2020 at 3.00 PM IST through Video Conferencing/ Other Audio Visual Means (VC)/(OAVM) 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 year ended 31.03.2020, together with the reports of Directors' and Auditors' thereon.

#### **2. Appointment of Director under Retirement by Rotation.**

To appoint a Director in place of Sri P Venkateswara Reddy (DIN-00018677) 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:

#### **3. Ratification of remuneration payable to Cost Auditor**

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(3) 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 Rs 20,000 (Rupees Twenty Thousand only) plus taxes as applicable and reimbursement of actual travel and out-of-pocket expenses payable to M/s. SAIRAM&ASSOCIATES, Cost Accountants, (Membership No-41498) to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2021 as recommended by the Audit Committee and approved by the Board of Directors of the Company, 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.”

By the Order of the Board

Place: Guntur  
Date: 31.07.2020

Sd/-  
Nandan Bisoi  
Company Secretary & Compliance Officer

## **Notes:**

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of item nos. 3 of the Notice set out above, is annexed hereto
2. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, this AGM shall be conducted through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) pursuant to General Circular numbers 14/2020, 17/2020 and 20/2020, dated 08.04.2020, 13.04.2020 and 05.05.2020 respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as ‘Circulars’), which allow the companies to hold AGMs through VC/OAVM considering the present COVID-19 pandemic.
3. The register of members and share transfer books of the Company shall remain closed from September 24, 2020 to September 30, 2020 (both days inclusive) for the purpose of 28<sup>th</sup> Annual General Meeting. The members whose names appear on the Company’s register of members as on September 23, 2020 will be eligible to attend and vote at the Meeting
4. Notice of AGM along with the Annual Report for the year 2019-20 is sent only through electronic mode to those members whose E-mail addresses are registered with National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as of 4th September, 2020.
5. Since the AGM being held through VC/OAVM, the Route Map, Attendance Slip and proxy form are not attached to this Notice, however in pursuance of section 112 and 113 of the act, representatives of the members and institutional members of the company are required to send a scanned certified true copy of the Board Resolution/ Authority Letter, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e- for the purpose of voting in the meeting held through VC or OAVM. The said Resolution/Authorization shall be sent to the **corp@ksml.in**
6. The AGM notice and Annual Report of the Company are made available on the Company’s website at [www.ksm.in](http://www.ksm.in) and also on the website of the Stock Exchanges where the equity shares of the Company have been listed viz., BSE Limited ([www.bseindia.com](http://www.bseindia.com)) The Company has published a Public Notice by way of advertisement in Telugu Language, the principal vernacular language of Andhra Pradesh and in English language in an English newspaper with the required details of 28<sup>th</sup> Annual General Meeting, for information of the Members
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint holders only such joint holder who is higher in the order of names will be entitled to vote during the meeting
8. **ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT**

The Members who have not yet registered their E-mail addresses are requested to register their E-mail addresses with their DPs in case the shares are held by them in electronic form and with Big share Services Pvt. Ltd in case the shares are held by them in physical form. Upon such Registration, all communication from the Company/RTA will be sent to the registered E-mail address In view of covid-19 pandemic situations, In order to send annual reports, notices and other communications/benefits to shareholders in electronic form, we request the Members of Kallam Textiles Limited("Company") holding shares in electronic form who have not yet registered/ updated their email address, mobile number, PAN number, address changes and bank account details, to register/update the same with the Depository through their Depository Participants) and in respect of shares held in physical form by writing to the Company [corp@ksml.in](mailto:corp@ksml.in) or Company's Registrar and Share Transfer Agent, Big share Services Pvt. Ltd., 306, 3rd Floor, Rigt Wing, Amrutha Ville, Opp. Yashodha Hospital, Raj Bhavan Road, Somajiguda, Hyderabad- 500082 PhNo:040-23374967, Website [www.bigshareonline.com](http://www.bigshareonline.com) for sending certain documents/Information as required.

No action is required from shareholders whose email address, mobile number, PAN number, address changes and bank account details, are already been updated. This notice will be made available on the Stock Exchange BSE and Company's website: [www.ksml.in](http://www.ksml.in)

9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 30, 2020. on the basis of request being sent to **corp@ksml.in**
10. 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](http://www.mca.gov.in). In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
11. Voting Rights: Members holding Equity Shares shall have one vote per share as shown against their holding

#### 12. E-Voting:

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Big share Services Pvt. Ltd on all resolutions set forth in this Notice.

### **THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER**

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 Wednesday, September 30, 2020 at 3.00 p.m., IST

EVEN (E-VOTING EVENT NUMBER): **200904116**

- i) The e-voting period begins on **Sunday, September 27, 2020 at 9.00 a.m. (IST)** and ends on **Tuesday September 29, 2020 at 5.00 p.m. (IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as of the cut-off date i.e. **Wednesday September 23, 2020** may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting after **5.00 pm. (IST) on Tuesday, September 29, 2019**.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue
- iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv) Click on "Shareholders" module.
- v) 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.

vi) Next enter the Image Verification as displayed and Click on Login.

vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

viii) If you are a first time user, follow the steps given below

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)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA
Dividend Bank Details OR Date Of Birth (DoB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  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 (v)

ix) After entering these details appropriately, click on “SUBMIT” tab.

x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

xiii) 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.

xiv) . Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xv) 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.

xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at corp@ksml.in/RTA email id at bsshyd@bigshareonline.com.

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id.**

**xx) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
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Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [ksrao21@gmail.com](mailto:ksrao21@gmail.com) and to the Company at [corp@ksml.in](mailto:corp@ksml.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

xxi) The Board of Directors of the Company (the "Board", which term shall deemed to include any Committee(s) constituted/ to be constituted by the Board, from time to time) has appointed Mr. K.SrinivasaRao (Membership No. F5599), Partner of M/s. K.Srinivasa Rao & Co, Practicing Company Secretaries, Guntur (Entity ID : 34721) has been appointed as the Scrutinizer to Scrutinize the e-voting process in a fair and transparent manner.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- i. Attending the AGM: Members will be provided with a facility to attend the AGM through video conferencing platform provided by the Company, Members are requested to visit

<http://kallamtextiles.makvel.in> and click on the “e-AGM Video Conference & Streaming” to join the Meeting.

- ii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- i. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance to [corp@ksml.in](mailto:corp@ksml.in) at least **3 days prior to Annual General Meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to participate during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- iii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- iv. Members who need assistance before or during the AGM may contact Mr. Nandan Bisoi, Company Secretary & Compliance Officer, at Tel: +0863-2344016/2344010 or send an email request at the email id: [corp@ksml.in](mailto:corp@ksml.in).

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

- ii. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same.
- iii. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM through poll or show of hand.
- iv. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- v. The Members shall be guided on the process during the AGM to vote by using e voting system provided by the Company on resolutions set out in the notice up on mentioning their details i.e. Name, PAN and no.of shares held at the e voting page provided by the Company, visit. <http://kallamtextiles.makvel.in> , as per the provisions of the Companies Act. If the voting at AGM through VC/OAVM conducted by way of show of hands as may be decided by the Chairman then each shareholder can cast one vote irrespective of their share holding.
- vi. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM

Place : Chowdavaram, Guntur  
Date : 31-07-2020

By the order of Board of Directors  
Sd/-  
Nandan Bisoi  
Company Secretary & Compliance Officer  
ACS 54169

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

**ITEM NO -3 To ratify the remuneration payable the Cost Auditors for the financial year ending 31st March, 2021**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s SAI RAM & ASSOCIATES, Cost Accountants, Guntur, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019. 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. The Board of Directors recommended the remuneration not exceeding Rs 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 Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 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. 3 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

Place : Chowdavaram, Guntur  
Date : 31-07-2020

By the order of Board of Directors  
Sd/-  
Nandan Bisoi  
Company Secretary & Compliance Officer  
ACS 54169