

AGM NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the **29th Annual General Meeting** (AGM) of the members of Kallam Textiles Limited (formerly known as Kallam Spinning Mills Limited) is scheduled to be held on Thursday, the 30th September, 2021 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 31.03.2021, 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 M.V. Subba Reddy (DIN-00018719) 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 31st March, 2022 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.”

4. To re-appoint Sri. Venkateswara Reddy Poluri (Din: 0018677) as a Managing Director of the company for a period of three years w.e.f 29.06.2021

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 Sections 196,197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V of the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the Articles of Association of the Company and subject to other approvals as may be required, the approval of the Members be and is hereby accorded for re-appointment of Mr. Venkateswara Reddy Poluri (DIN: 0018677) as the Managing Director of the Company, for a term of 3 (Three) years with effect from June 29, 2021 upto June 29, 2024 on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto including payment of such remuneration, as may be determined by the Board (including any Committee thereof), from time to time, within the maximum limits approved by the Members of the Company.

Kallam Textiles Limited

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including any Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard."

5. To Re-appoint Sri. Gurram Venkata Krishna Reddy as a Joint Managing Director of the company for a period of three years i.e. 29.06.2021,

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

"RESOLVED THAT pursuant to the provisions of Sections 196,197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V of the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the Articles of Association of the Company and subject to other approvals as may be required, the approval of the Members be and is hereby accorded for re-appointment of Mr. Gurram Venkata Krishna Reddy (DIN: 00018713) as the Joint Managing Director (JMD) of the Company, for a term of 3 (Three) years with effect from June 29, 2021 upto June 29, 2024 on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto including payment of such remuneration, as may be determined by the Board (including any Committee thereof), from time to time, within the maximum limits approved by the Members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including any Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard."

By the Order of the Board

Sd/-

(Poiuri Venkateswara Reddy)
Managing Director
DIN: 00018677

Place: Guntur

Date: 13-08-2021

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of item nos. 3,4 & 5 of the Notice set out above, is annexed hereto.
2. Ministry of Corporate Affairs ("MCA") has vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 ("MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM. In compliance with the provisions of the Act, MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 29th Annual General Meeting of the Company ("AGM") is being held through VC / OAVM on Thursday, September 30, 2021 at 3.00 p.m. The deemed venue of the AGM shall be the Registered Office of the Company. The procedure for joining the AGM through VC/ OAVM is mentioned in this Notice.
3. The register of members and share transfer books of the Company shall remain closed from September 24, 2021 to September 30, 2021 (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 23, 2021 will be eligible to attend and vote at the Meeting
4. Notice of AGM along with the Annual Report for the year 2020-21 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 3rd September, 2021.
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.ksml.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). 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 29th 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") in respect of shares held in electronic form who have not yet registered/ updated their email address, mobile number, PAN number, address changes and bank account details, to register/ up-date 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 or Company's Registrar and Share Transfer Agent, Big share Services Pvt. Ltd., 306, 3rd Floor, Right Wing, Amrutha Ville, Opp. Yashodha Hospital, Raj Bhavan Road, Somajiguda, Hyderabad- 500082 PhNo:040-23374967, Website 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
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, 2021. 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. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
11. Unclaimed Dividends: Pursuant to the provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, dividends which remain unclaimed / unpaid for a period of 7 years are required to be transferred to Investor Education and Protection Fund. The Company requests the Members to claim the unclaimed dividends within the prescribed period. The details of the unclaimed dividends are available on the website of the Company at www.ksml.in and Ministry of Corporate Affairs at www.iepf.gov.in/. Members can contact the RTA for claiming the unclaimed dividends standing to the credit in their account.
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent M/s Big share services private Limited for assistance in this regard.
13. Voting Rights: Members holding Equity Shares shall have one vote per share as shown against their holding
14. **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

The Company has entered into an arrangement with Central Depository Services Limited (CDSL) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:

The Remote e-Voting process to be followed by the shareholders to cast their votes:

Pursuant to 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 29th Annual General Meeting to be held on Thursday, 30th September, 2021, at 3.00 PM.

- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Information regarding the E-Voting

The shareholders should log on to the e-voting website www.evotingindia.com

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

EVSN (E-VOTING SEQUENCE NUMBER): 210907017**COMMENCEMENT OF E-VOTING:**

Monday 27th September 2021 at 9.00 A.M

END OF E-VOTING:

Wednesday, 29th September, 2021 at 5.00P.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 23rd September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

STEPS & INSTRUCTIONS FOR E-VOTING:

The Instructions For Shareholders Voting Electronically Are As Under:

Type of share-holders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful log in the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful log in the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

Type of share-holders	Login Method
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin . The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

- (ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of share-holders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- 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.
- 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 Fire-fox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connect-ing 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.
- Shareholders who would like to express their views/ask questions during the meeting may register them-selves as a speaker by sending their request in advance to 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 num-ber/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting
- Members who need assistance before or during the AGM may contact Mr. G.V.Krishna Reddy, Joint Managing Director & KMP , at Tel: +0863- 2344016/2344010 or send an email request at the email id: corp@ksml.in

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

- 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.
- 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
- 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
- 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.

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- v. 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.

Declaration of Results:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and submit, not later than two days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same
2. Based on the Scrutinizer's Report, the Company will submit within 48 hours of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations

The results declared along with the Scrutinizer's Report, will be hosted on the website of the Company at <https://www.ltfsl.com> and on the website of CDSL, immediately after the declaration of the result by the Chairperson or a person authorised by him in writing and communicated to the Stock Exchanges.

By the Order of the Board

Sd/-

(**Poaluri Venkateswara Reddy**)

Managing Director

DIN: 00018677

Place: Guntur

Date: 13-08-2021