

AGM NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the **30th Annual General Meeting** of M/s Kallam Textiles Limited for the financial year ended 31.03.2022 will be held on Tuesday, September 27, 2022, at 03.00 PM at the registered office of the Company situated at 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 year ended 31.03.2022, together with the reports of Directors' and Auditors' thereon.

2. Declaration of Final Dividend on Equity Shares.

To declare final dividend of Rs.0.20/- per Share on equity shares for the financial year-2021-22.

3. Appointment of Director under Retirement by Rotation.

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

4. To appoint auditors and fix their remuneration and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) if any, the Company hereby appoints M/s Brahmayya & Co., Chartered Accountants., (Firm Registration No. 000632S) as the Statutory Auditors of the Company for a term of 5 (Five) consecutive years to hold office from the conclusion of 30th Annual General Meeting (“AGM”) till the conclusion of the 35th AGM to be held in the year 2027.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof), be and is hereby authorized to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditors.”

SPECIAL BUSINESS:

5. Reappointment of Mr. Ramagopal Varansi (DIN 02889497) as an Independent Director of the Company for 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 the irrespective 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 Requirements) Regulations, 2015, Mr. Ramagopal Varansi (DIN 02889497) Independent Non Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149 (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 29, 2022 upto September 29, 2027, not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. P. Venkateswara Reddy, The Managing Director of the Company, be and are here by 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 consider and approve the re-appointment of Sri M.V.Subba Reddy as a whole time director of the company for one year

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

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Sri M.V.Subba Reddy as Whole Time Director of the Company for a period of 1(one) year from 01st June, 2022 to 31st May, 2023, on the remuneration and on such terms and conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Sri M.V. Subba Reddy.”

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution.

7. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2023

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

RESOLVED FURTHER 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 Rs. 25,000 (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, 2023 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, 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.

8. Authority to the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013 for borrowings

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

RESOLVED FURTHER THAT pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company and in supersession of earlier resolutions passed by the members of the Company in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) for borrowing from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from Banks, Financial Institutions, Bodies Corporate, Companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed (other than temporary loans from the Company’s bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs. 500 Crores (Rupees Five Hundred Crores Only);

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute such documents and to perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this

Resolution.”

9. Authority to the Board of Directors under Section 180 (1) (a) of the Companies Act, 2013 for creation of charge

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

RESOLVED FURTHER THAT pursuant to the provisions of Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company and in supersession of earlier resolutions passed by the members of the Company in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, for the purpose of due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings and in such form, manner and with such ranking and on such terms & conditions, as the Board may deem fit, in favour of the Lenders / Security Trustee, provided that the aggregate indebtedness secured by the assets/properties of the Company shall not at any time exceed the aggregate limit of Rs. 500 Crores (Rupees Five Hundred Crores Only);

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, execute such documents as may be considered necessary, desirable or expedient for giving effect to this Resolution.”

By the Order of the Board

Sd/-

Golagani Ramesh Kumar
Company Secretary & Compliance Officer
ACS39635

Place: Chowdavaram, Guntur

Date: 11-08-2022

Notes

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed herewith.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll, instead of himself / herself and such proxy need not be Member. The proxy form is enclosed which should be deposited, at the Registered Office of the Company duly completed and signed, not less than 48 hours before the commencement of the Meeting
3. A person can act as a proxy for not more than 50 Members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
5. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 4:00 p.m. up to the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.
7. The Board of Directors has recommended a final dividend of Rs.0.20/- per equity share of Rs.2/- each for the financial year ended March 31, 2022, subject

to the approval of the members at the ensuing AGM. Dividend will be paid as per the mandate registered with the Company or with their respective Depository Participants through electronic clearing service or warrants/at-par cheques or demand drafts, as the case may be.

8. Book Closure and Record date for Dividend:

- i. The Register of Members and the Share Transfer Books of the Company will be closed from Wednesday 21st September, 2022 to Tuesday, 27th September, 2022 both days inclusive for the purpose of 30th AGM & Dividend. The dividend of Rs.0.20 per share (i.e. 10%) on the Equity Shares of the Company of Rs.2/- each, if declared by the Members at the AGM, will be paid subject to deduction of income tax at source ('TDS'), as applicable, on or after on or after 1st October, 2022 as under:

For Shares held in electronic form: To all the Beneficial Owners as at the end of the day on Tuesday, September 20, 2022 in the list of beneficial owners to be furnished by NSDL and Central Depository Services (India) Limited ('CDSL'); and For Shares held in physical form: To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition requests lodged with the Company as of the close of business hours on Tuesday, September 20, 2022.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN'), category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company/Registrar and Transfer Agent, Big share services Private Limited.

For Resident Shareholders, tax shall be deducted at source under section 194 of the Income tax Act, 1961 at 10% on the amount of Dividend declared and paid by the Company during financial year 2022-23 provided PAN is provided by the shareholder. If PAN is not submitted TDS would be deducted @20% as per Section 206AA of the Income Tax Act, 1961. However, no TDS shall be deducted on the Dividend Payable to a resident individual if the total dividend to be received by them during financial year 2022-23 does not exceed Rs. 5000/- Please note that this includes the future dividends, if any, which may be declared by the Board in the financial year 2022-23.

9. Copy of the Annual Report 2021-22 including the Notice of the 30th AGM of the Company inter alia indicating the process and manner of e-voting along with the Attendance Slip, Proxy Form are being sent by electronic mode to the members who see mail 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 2021-22 including the Notice of the AGM are being sent by the permitted mode.
10. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for year ended March 31, 2022 will also be available on the Company's website www.ksml.in for their download. The physical copies of the a fore said 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.
11. 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.
12. 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.
13. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the directors seeking appointment/re-appointment and statutory Auditors 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.
14. 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.
15. The accounts, the reports and all other documents required under the law to be annexed there to will be available for inspection between 10.00 a.m to 01.00 pm at the Registered Office of the Company on any working day prior to the date of the Annual General Meeting.
16. 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 share dematerialized form, the nomination form may be filed with the respective Depository Participant.
17. Members eligible to receive dividend and whose share holding electronic mode are requested to direct change of address notifications and updates of bank account details to their respective depository participant(s). We urge them 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 : Bigshare Services Private Limited, 306, 3rd Floor, Right Wing, Amrutha Ville, Opp. Yashodha Hospital, Raj Bhavan Road, Somajiguda, Hyderabad-500 082 at the earliest not later than 15th September, 2022.

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.
18. 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 Depositor is 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:

19. Members holding shares in Physical form are submit their PAN details to the Registrar and Transfer Agents Members holding shares in Electronic form are submit their PAN details to their Depository Participants with whom they are maintaining their demat accounts. And for securities market transactions and off market transactions in 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.
20. 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 share holders may register their E-mail addresses with their DPs (Depository Participants).
21. SEBI vide its Circular dated November 03, 2021 has made it mandatory for the shareholders holding shares in physical form to furnish PAN, KYC details and Nomination viz Forms ISR-1,ISR-2, ISR-3, SH-13, SH-14. A copy of such forms can be downloaded from the website of the Company at www.ksml.in. In case of failure to provide required documents and details as per the aforesaid Circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. Further, such frozen securities shall be referred by the RTA or the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as of December 31, 2025.

In compliance with the above stated Circular, the Company has sent individual communication to its shareholders holding shares in the physical form requesting them to update their PAN, KYC details

and Nomination. In order to avoid freezing of folios, such members are requested to furnish details in the prescribed form as mentioned in the aforesaid SEBI circular along with the supporting documents, wherever required, to our RTA, Bigshare Services Private Limited, for immediate action.

In case of any query/assistance, members are requested to contact our RTA Bigshare Services Private Limited, 306, 3rd Floor, Right Wing, Amrutha Ville, Opp. Yashodha Hospital, Raj Bhavan Road, Somajiguda, Hyderabad – 500 082; Email: bsshyd@bigshareonline.com

22. On and from April 1, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form. In addition to that, as per the recent amendments to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from January 24, 2022 and SEBI's Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, it has been mandated that listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests for
 - (a) issue of duplicate securities certificate;
 - (b) claim from Unclaimed Suspense Account;
 - (c) Renewal/Exchange of securities certificate;
 - (d) Endorsement;
 - (e) Sub-division/Splitting of securities certificate;
 - (f) Consolidation of securities certificates/folios;
 - (g) Transmission, and
 - (h) Transposition.

Accordingly, members are requested to make services request by submitting a duly filed and signed form ISR-4. A copy of such form can be downloaded from the website of the Company at www.ksml.in

In accordance with the said Circular, our RTA shall verify and process the service requests and thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant. Such 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.

23. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant.

24. 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.

25. Voting by Members:

The voting for the agenda items as set forth in the Notice shall be done in the following manner:

- a) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM (Remote E-voting).
- b) At the venue of AGM, voting shall be done through Ballot Paper and the members attending the AGM, who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
- c) A member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a member casts vote through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

**Voting through Electronic means
(Remote E-voting):**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL/NSDL, on the items mentioned in this AGM Notice. The Company has appointed Mr. K. Srinivasa Rao, Partner of M/s. K. Srinivasa Rao & Co., Practising Company Secretaries (Membership No. FCS. 5599) as scrutinizer for conducting the e-voting process and voting process in a fair and transparent manner. The voting period begins on Saturday, 24th September, 2022 at 09.00 hrs and will end on Monday, 26th September, 2022 at 17.00 hrs. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 20th September, 2022, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. The instructions for shareholders voting electronically are given at page No.80 of the Annual Report.

26. The Scrutiniser will submit his report to the Chairman or to any other person authorised by the Chairman after completion of scrutiny of the votes cast through remote e-Voting & Voting at AGM venue, within the time stipulated under the applicable laws. The results

declared along with the Scrutiniser's report shall be communicated to the Stock Exchanges on which the Company's shares are listed and will also be displayed on the Company's website at www.ksml.in; and Notice Board at the Registered Office of the Company.

27. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
28. Members holding shares in Physical form, in identical order of names, in more than one folio are requested to send to the Company or Big share services Private Limited (RTA), the details of such folio together with the share certificates for consolidating their shareholding in one folio.
29. Members who have not registered their e-mail addresses with the Company can now register the same by submitting a request letter in this respect to the Company/Registrar & Share Transfer Agents, M/s. Big share services Private Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
30. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, 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.
31. Members seeking any information with regard to accounts or operations are required to write to the Company at least seven days prior to the date of meeting, so as to enable the Management to keep the information ready.
32. Members may also note that the notice of the 30th AGM and the Annual Report for the FY 2021-22 will be available on the Company's website, www.ksml.in and websites of Stock Exchange (BSE). Members who require physical copy of the same, may write to us at: corp@ksml.in
33. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date 20th September, 2022
34. A brief profile of the Director(s) who is/ are appointed, nature of their expertise in specific functional areas,

names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding in the Company and inter-se relationship between directors or key managerial personnel as required under Regulation 36 of the SEBI (LODR) Regulations, 2015 are furnished and forms part of the notice.

35. Pursuant to the provisions of Section 124 of the Companies Act, 2013 ('the Act') read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), (including any statutory modification(s) re-enactment(s)/amendment(s) thereof, for the time being in force), the dividend which remains unpaid / unclaimed for a period of seven years from the date of transfer to the unpaid / unclaimed dividend account of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. As per the IEPF Rules, the corresponding shares in respect of which dividend has not been paid or claimed by the Members for seven (7) consecutive years or more shall also be transferred to the dematerialized account created by the IEPF authority. The Company had, accordingly transferred a sum of Rs. 3,06,019/- (Rupees Three Lakh Six thousand nineteen only) in the unpaid/unclaimed dividend for the year 2013-2014 to the Investor Education and Protection Fund ('IEPF') established by the Central Government. Further, in compliance with the provisions laid down in IEPF Rules, the Company had sent individual notices and also advertised in the newspapers seeking action from the Members who have not claimed their dividends for seven (7) consecutive years or more. Accordingly, the Company has transferred all corresponding shares on which dividend remained unclaimed for a period of seven (7) years from 2013-14, to the Demat Account of the IEPF. It may please be noted that no claim shall lie against the Company in respect of share(s) transferred to IEPF pursuant to the said Rules.

Members who have not yet cashed their dividend warrants for any subsequent financial years are requested to make their claim at the earliest, to avoid transfer of the dividend/ shares to the fund/ IEPF authority.

Details of unclaimed dividends are available on the Company's website www.ksml.in.

Members/claimants whose shares, unclaimed dividends, have been transferred to the IEPF Demat account of the fund, as the case may be, may claim the shares or apply for refund by making an application to IEPF Authority through Web Form IEPF-5. Further details of the same are available on <http://www.iepf.gov>.

in.

The statement containing details of Name, Address, Folio number, Demat Account No. and number of shares due for transfer to IEPF demat account is made available on our website www.ksml.in.

The shareholders are encouraged to verify their records and claim their dividends of the preceding seven years, if not claimed

36. The Results shall be declared on or after the Annual General Meeting of the Company and shall be deemed to be passed on the date of Annual General Meeting. The results along with the Scrutinizer's Report shall be placed on the website of the Company www.ksml.in within 48 hours of passing of the resolutions at the Annual General Meeting of the Company and shall be communicated to Bombay Stock Exchange.
37. Route-map to the venue of the Meeting is provided at the end of the Notice (behind the Proxy form).

SHARE HOLDERS INSTRUCTIONS FOR REMOTE 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 provide voting facility through Central Depository Services (India) Limited (CDSL) for its members to enable them to cast their votes electronically on all resolution set for thin the notice convening the 30th Annual General Meeting held on Tuesday, September 27, 2022 at 3.00 p.m., IST

The instructions for shareholders voting electronically are as under :

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

EVS(N(E-VOTING SEQUENCE NUMBER) :
220820006

COMMENCEMENT OF E-VOTING :
Saturday, 24th September, 2022 at 09.00 A.M IST

END OF E-VOTING :
Monday, 26th September, 2022 at 05.00 P.M IST

STEPS & INSTRUCTIONS FOR E-VOTING :

The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on Saturday, 24th September, 2022 at 09.00 A.M and ends on Monday, 26th September, 2022 at 05.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form as on the cut-

off date (record date) of 20th September, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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,
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.

(xv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- 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 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.
- 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 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 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 and to the Company at the email address viz;corp@ksml.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting 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 the Board

Sd/-

Golagani Ramesh Kumar

Company Secretary & Compliance Officer
ACS39635

Place: Chowdavaram, Guntur

Date: 11-08-2022

EXPLANATORY STATEMENT FORMING PART OF THE NOTICE DATED AUGUST 13, 2022

The following Explanatory Statement relating to the accompanying Notice sets out all material facts in respect of the resolutions:

Pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

ITEM NO : 5. Re-appointment of Mr. Ramagopal Varansi (DIN 02889497) as an Independent Director of the Company.

Mr. Ramagopal Varansi is currently an Independent Director of the Company and the Member of the Audit Committee and Nomination and Remuneration Committee. Mr. Ramagopal Varansi has completed her tenure as an independent of the company for first five years and is eligible for re-appointment for a second term on the Board of the Company as an Independent Director. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Ramagopal Varansi as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her experience and background and the contribution made by her as an Independent Director during his current term, opined that the continued association of Mr. Ramagopal Varansi would be beneficial to the Company and therefore it is desirable to continue to avail her services as an Independent Director. Accordingly, subject to approval of shareholders by way of Special Resolution at ensuing Annual General Meeting, it is proposed to re-appoint Mr. Ramagopal Varansi as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company effective from 29th September, 2022.

The Company has received a declaration from Mr. Ramagopal Varansi that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of the Listing Regulations, Mr. Ramagopal Varansi confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties. Mr. Ramagopal Varansi has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further Mr. Ramagopal Varansi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Ramagopal Varansi (DIN 02889497) 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 upto 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 upto two consecutive terms.

In the opinion of the Board, Mr. Ramagopal Varansi (DIN 02889497) 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 Mr. Ramagopal Varansi (DIN 02889497) as the Independent Director, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out in this Notice.

Brief resume and justification for reappointment and Expertise in specific functional areas and nature of expertise of Mr. Ramagopal Varansi (DIN 02889497) is given in the table as set out prior to the Explanatory Statement:

Mr. Ramagopal Varansi (DIN 02889497) 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 August 11, 2022 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 the irrelatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their share holding (if any) and directorship in the Company, being an appointee in their respective resolutions.

ITEM NO-6

Mr. M.V. Subba Reddy is aged about 64 years and has Specific functional areas Post Graduate Degree in Commerce from Andhra University, Vizag, Andhra Pradesh. He is associated with the Company since its inception as purchase in-charge (Raw Material). He gained excellent knowledge in procurement of raw materials. He is also having experience in Accounts and looks after day to day administration of office and Accounts Department.

Pursuant to Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, the shareholders at their 25th Annual General Meeting held on 29th September, 2017, appointed Sri M.V. Subba Reddy as Whole Time Director of the Company for a period of Five years with effect from 01-06-2017. The term of his appointment would come to an end on 31st May 2022. It is necessary to re-appoint him for another period of Five years. Hence the Board at their meeting held on 27-05-2022 decides to reappoint him as a Whole Time Director for another period of one year on the recommendation of the Nomination and Remuneration Committee.

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Sri M.V. Subba Reddy as Whole Time Director of the Company for a period of 1 (one) years from 01st June, 2022 to 31st May, 2023, on the remuneration and on such terms and conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Sri M.V. Subba Reddy.”

Remuneration as per the details given below :

I. Remuneration:

- a) Salary : Including dearness and other allowances ` 60,000/- p.m with a yearly increment of ` 4,000/-P.A.
- b) i) Perquisites : i) House Rent Allowance ` 10,000/- p.m
ii) The Company will pay Residential Telephone Bill and Mobile Phone Bill
iii) Incentive: In order to encourage in-house ginning, a incentive of ` 5/- (Five) for each pressed bale in the ginning unit.
- c) Insurance Premium : The Company agrees to bear health insurance premium for self and Spouse of such amount determined for sum of assured of ` 10,00,000/- for self and Spouse.
- d) The company also agrees to reimburse the additional medical expenditure upto maximum of ` 2,00,000/- lakhs if any incurred in excess of the insurance claim or claim not payable.

- e) Accidental insurance premium : The Company agrees to bear the premium to the extent of ` 4000/- p.a
- f) Payment of Gratuity at the end of the tenure shall not exceed 15 days salary for each completed year of service or at the rate as may be notified by the government from time to time.
- g) Reimbursement of leave travel concession for self and Spouse once in a year subject to a maximum of one month salary.

II Minimum Remuneration :

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Sri M.V.Subba Reddy, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, incentive, remuneration, benefits, perquisites and allowances as specifies above.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution.

ITEMNO-7

ToratifytheremunerationoftheCostAuditorsforthefinancialyearending31st March, 2022

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s SAIRAM & ASSOCIATES, Cost Accountants, Guntur, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2022. 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. 25,000 (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, 2023 to be paid to M/s. SAIRAM & ASSOCIATES, Cost Accountants Accordingly, consent of the members is sought for passing an Ordinary Resolution as setout 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, 2023.

The Board recommends the Ordinary Resolution setout at Item No.7 of the Notice for approval by the shareholders. None of the Directors/Key Managerial Personnel of the Company or their relatives is, in anyway, concerned or interested in the resolution.

Item Nos. 8 and 9

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfill long term strategic and business objectives, the Board of Directors at its meeting held on 11th August , 2022 proposed and approved increase in the borrowing limit up to ₹ 500 Crores pursuant to Section 180 (1)(c) of the Companies Act, 2013 and accordingly, increase the limit for creation of charge to secure the indebtedness upto the aggregate limit of ₹ 500 Crores (Rupees Five Hundred Crores) pursuant to Section 180 (1)(a) of the Companies Act, 2013, subject to the approval of the members of the Company.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution.

Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of the Shareholders of the Company by way of a Special Resolution. In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's

undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for increasing the existing limits to ₹ 500 Crores. Accordingly, the approval of the members of the Company is sought for increase in the borrowing limits and to secure such borrowings by the creation of charge on assets/properties of the Company upto ₹ 500 Crores as stated in the resolutions. The Board of Directors therefore recommends the resolutions as set out in Item Nos. 8 and 9 of the Notice for approval of members of the Company by way of Special Resolutions. None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolutions.

Explanatory Statement :

Pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Members of the Company at the 25th Annual General Meeting ("AGM") held on September 29, 2017 had approved the appointment M/s. Chevuturi Associates, Chartered Accountants (Firm Reg No : 000632S), as the Statutory Auditors of the Company for a period of 5 (five) years from the conclusion of the 25th AGM to the conclusion of the 30th AGM. Accordingly, M/s. Chevuturi Associates, will complete their term as Statutory Auditors of the Company on conclusion of this AGM and cease to be the Statutory Auditors of the Company. The Board of Directors of the Company ("the Board"), on the recommendation of the Audit Committee ("the Committee"), has recommended for the approval of the Members, the appointment of M/s. Brahmayya & Co., Chartered Accountants (Firm Reg No : 000513S), Guntur as the Statutory Auditors of the Company for a period of 5 (Five) years in accordance with the requirements of the Companies Act, 2013 ("the Act"), to hold office from the conclusion of this AGM till the conclusion of the 25th AGM. Before recommending the appointment of M/s. Brahmayya & Co., Chartered Accountants (Firm Reg No:000513S) as the Statutory Auditors of the Company, the Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. Brahmayya & Co., Chartered Accountants (Firm Reg No : 000513S), Guntur to be suitable to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company. The Statutory Auditors fulfil the eligibility criteria, including relating to independence and conflict. M/s. Brahmayya & Co., Chartered Accountants (Firm Reg No : 000513S), Guntur is a Chartered Accountant Firm registered with Institute of Chartered Accountants of India. The firm was established in 2006 and is led by ten partners. The firm provides a range of services which include audit & assurance, taxation, advisory & accounting. The firm has significant experience in providing auditing, taxation and advisory services to banks and other financial services clients. M/s M/s. Brahmayya & Co., have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act. The proposed remuneration to be paid to M/s. Brahmayya & Co., for FY 2022-22 for statutory audits mutually decided by the Board and Auditors which shall not exceed Rs 2 Lakhs. Further, there is no material change in the remuneration paid to the outgoing auditors and the proposed auditors. In view of the aforesaid, the Board recommends the resolution set forth in Item No. 3 for approval of the Members. None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in the Company, are concerned / interested, financially or otherwise, in the said resolution.

Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change;

- (b) Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed

By the Order of the Board

Sd/-

Place: Chowdavaram, Guntur

Date: 11-08-2022

Golagani Ramesh Kumar
Company Secretary & Compliance Officer
ACS39635

Additional Information of Directors seeking re-appointment / appointment at the 30th Annual General Meeting pursuant to SS-2 and SEBI Listing Regulations:

Name of Director	M.V.Subba Reddy	Gurram Venkata Krishna Reddy	Ramagopal Varanasi
Designation	Director	MD	JMD
DIN	00018719	00018713	02889497
Date of Appointment	25/09/1999	25/09/1999	27/09/2017
Date of Re-appointment	27/05/2022	29.06.2021	11/08/2022
Date of Birth (Age)	09.08.1957 (64 Y)	11.09.1957 (64Y)	19/12/1951
Brief Resume	Mr.M.V.Subba Reddy is aged about 63 years and he hails from Agricultural Family. He is associated with the Company Since 1996. He is a Post Graduate in Commerce from Andhra University, Visakhapatnam. He looks after day to day administration of Spinning Unit at Chowdavaram. He is also Chief Financial Officer of the Company.	Mr G.V.K Reddy is aged about 63 years. He is a graduate in Mechanical Engineering with Distinction and 1st Rank Holder from Andhra University, Visakhapatnam. He did his M.Sc. in Marine Engineering from Royal Naval Engineering College, Plymouth, UK. He was commissioned in Indian Navy in 1997. He looks after the day to day administration of Weaving and Dyeing Units. In addition to the above, he also looks after the Marketing and Finance Management of the entire Company.	Mr. Varanasi Ramagopal, aged 70 years is the Independent Director of our Company. He has a Master's Degree in Bio-Chemistry. He joined as Probationary Officer in Indian bank in 1973, before moving to Andhra Bank in 1976. In senior positions he served as Zonal Manager (DGM) in Zonal Office, Kolkata and Guntur besides other assignments in Andhra Bank. On promotion to General Manager, he was General Manager in-charge of Investments and International Banking Division in Andhra Bank. He also served as General Manager in Head office, Andhra Bank. Mr. Ramagopal was appointed as Executive Director of Indian Bank and served from December 7, 2009 to December 31, 2011
Expertise in specific functional area	Special Knowledge/ Practical Experience/ Skills/ Expertise/ Competencies in Policy Making, Finance, Business Strategy, Risk Management, Corporate Governance, Value Creation, Marketing.	Special Knowledge/ Practical Experience/ Skills/ Expertise/ Competencies in Policy Making, Finance, Business Strategy, Risk Management, Corporate Governance, Value Creation, Marketing.	
Qualifications	Post Graduate	M.Sc.	M.Sc.
Remuneration last drawn	11,09,153	33,50,323	Sitting Fee
Number of meetings of the Board attended during the financial year 2021-22	7	7	5
Directorship held in other Listed Companies	Nil	Nil	Nil
Committee position held in other Companies	Nil	Nil	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.			
Relationship with other Directors	Relative of other executive directors	Relative of other executive directors	No relationship with directors
No. of equity shares held in the Company	4,28,125	35,13,733	Nil

**STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V
TO THE COMPANIES ACT, 2013**

1. General Information:

Nature of Industry	Spinning
Details of commencement of commercial production	Kallam Textiles Limited (Formerly known as " Kallam Spinning Mills Limited ") is incorporated on 18th February, 1992. It is a leading textile company engaged in the business of Manufacturing of Cotton Yarn, Dyed Yarn, Grey Fabric and Dyed Fabric. The company is also engaged in the business of generation of electricity through Hydel and solar energy. The company has its Registered and Corporate office at Chowdavaram, Guntur
Financial performance based on given indicators	Revenue from operations: Net profit:
Foreign investments or collaborations, if any	Nil
Reasons of loss or inadequate profits	Adverse market conditions for Spinning industry
Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position.
Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

2. Information about the appointee:

Particulars	M.V.Subba Reddy
Background details	Given above
Past remuneration	Rs. 9,56,877 per annum
Recognition or awards Job profile and his suitability	Given above
Remuneration proposed	Rs. 11,09,153 per annum
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the Country of his origin)	The remuneration as proposed of M.V.SubbaReddy is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration proposed, he has pecuniary relationship with the Company as a Managing Director and promoter of the company.



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

BALLOT PAPER

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 30th Annual General Meeting of the Company to be held on Tuesday, September 27, 2022 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.	To appoint auditors and fix their remuneration and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an ordinary resolution:			
5.	Re-appointment of Mr. Ramagopal Varanasi (DIN 02889497) as an Independent Director of the Company for the second term (Special Resolution)			
6.	To consider and approve the re-appointment of Sri M.V.Subba Reddy as a whole time director of the company for one year, as an ordinary resolution:			
7.	To ratify of the remuneration of Cost Auditors for the financial year ending 31st March, 2023, as an ordinary resolution:			
8.	Authority to the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013 for borrowings (Special Resolution)			
9.	Authority to the Board of Directors under Section 180 (1) (a) of the Companies Act, 2013 for creation of charge (Special Resolution)			



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



MGT-11 PROXY FORM

30th ANNUAL GENERAL MEETING

[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 Member(s): Registered Address		E-mail Id : Folio No/ Client ID DP ID :
--	--	---

I/We, being member ofshares of Kallam Textiles Limited, hereby appoint

- 1).....ofhaving email ID or failing him
- 2)..... ofhaving email ID or failing him
- 3)..... ofhaving email ID

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th ANNUAL GENERAL MEETING of the company to be held at Chowdavaram, Guntur -22019, Andhra Pradesh, India, on 27thSeptember, 2022 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 Dividend on Equity Shares		
3	Appointment of Director under Retirement by Rotation		
4	To appoint auditors and fix their remuneration and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an ordinary resolution:		
5	Re-appointment of Mr. Ramagopal Varanasi (DIN 02889497) as an Independent Director of the Company for the second term (Special Resolution)		
6	To consider and approve the re-appointment of Sri M.V.Subba Reddy as a whole time director of the company for one year as an ordinary resolution:		
7	To ratify of the remuneration of Cost Auditors for the financial year ending 31st March, 2023, as an ordinary resolution:		
8	Authority to the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013 for borrowings (Special Resolution)		
9	Authority to the Board of Directors under Section 180 (1) (a) of the Companies Act, 2013 for creation of charge (Special Resolution)		

Signed thisday of2022.

.....
/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



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



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:

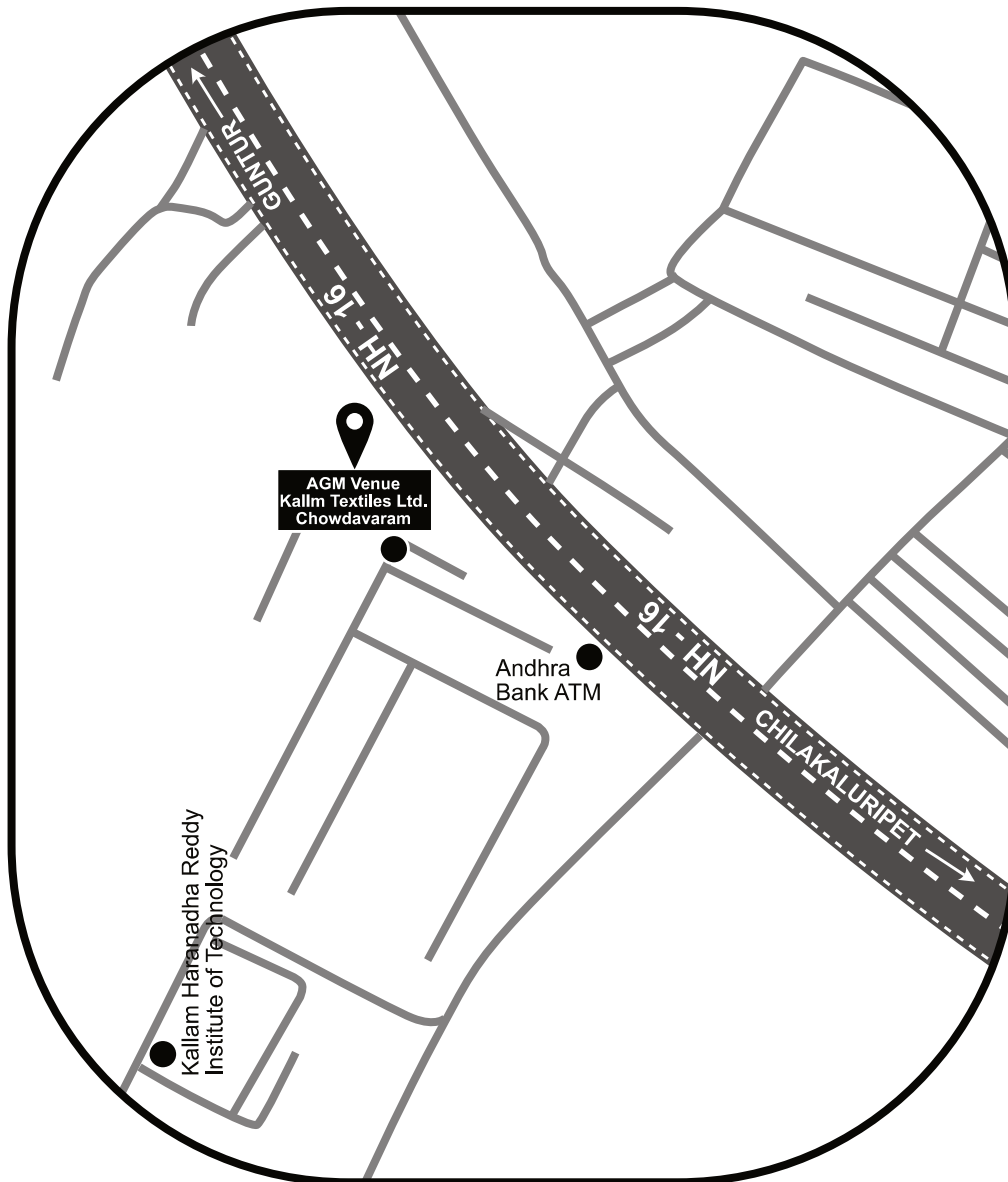
I hereby record my presence at the 30th ANNUAL GENERAL MEETING of the Company held on Tuesday, The 27th September, 2022 at 3.00 pm. at Chowdavaram, Guntur- 522019, Andhra Pradesh, India.

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.

For the Venue of the 30th 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 :

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