

# AGM NOTICE TO SHAREHOLDERS

**NOTICE** is hereby given that the **31st Annual General Meeting** of M/s Kallam Textiles Limited for the financial year ended 31.03.2023 will be held on Monday, August 28, 2023, 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 31.03.2023, 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 Poluri Venkateswara Reddy (DIN: 00018677) 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. Appointment of Mr. P. SRINIVAS (DIN 02836590) as a Nonexecutive Independent Director of the Company, to fill the causal Vacancy arising due Resignation of Mr.V.Ramgopal.

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

**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013; rules thereof; the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules and regulations (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and on the approval of the Board of Directors, the appointment of Mr. P. SRINIVAS (DIN 02836590), who has given his consent to act as Director of the Company under form DIR-2 to the company, Certificate of Independence pursuant to Section 149 of The Companies Act, 2013 and who is not Disqualified under Section 164 of companies Act, 2013, be and is hereby appointed as a Director and Non-executive Independent Director of the company, to fill the causal vacancy arising due Resignation of Mr. V.Ramgopal, for the first term of five consecutive years with effect from 14.06.2023."

**RESOLVED THAT** the Board of Directors of the company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

### 4. 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), Subject to approval of the shareholders at the ensuing Annual General Meeting the consent of the Board 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, 2023 to 31st May, 2024**, 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."

**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.

**5. 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.

**6. Reclassification of promoter group to public**

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 Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) (“Listing Regulations”) and other applicable laws and subject to necessary approvals from the BSE Limited (“BSE”) and such other approvals as may be necessary and in accordance with the recommendation of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for reclassification of shareholders listed hereunder (hereinafter referred to as “Outgoing Promoters”), from “Promoter/ Promoters Group” category to “Public” category

Name of the Promoter/ Promoter Group	No. of shares held	Percentage of the total equity capital of the Company (%)
RAJENDRA PRASAD NALLI	6,93,729	1.31
PRATHIBHA RANI NALLI	1,97,333	0.37
UMASANKARA REDDY MOVVA	7,92,849	1.50
ANUMULA RANGA REDDY	1,27,500	0.24
SUBBAYAMMA POLURI	662	0.00
KALLAM ANNAPURNA	13,80,000	2.61
NAGIREDDY KALLAM	0	0.00

**RESOLVED FURTHER THAT** any of the Directors and Company Secretary of the Company, be and are hereby severally authorized to intimate Stock Exchanges post Members’ approval and to submit a reclassification application to the Stock Exchanges within the permitted time and execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds, matters and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.

**RESOLVED FURTHER THAT** a copy of the aforesaid resolution certified by any Director or the Company Secretary of the Company be provided to the concerned persons/ authorities as may be necessary.”

By the Order of the Board of Directors

Sd/-

**Golagani Ramesh Kumar**  
Company Secretary & Compliance Officer  
ACS39635

Place: Chowdavaram, Guntur

Date: 31-07-2023

**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. Book Closure: i. The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday 22nd August, 2023 to Monday, 28th August, 2023 both days inclusive for the purpose of 31st AGM
8. For Shares held in electronic form: To all the Beneficial Owners as at the end of the day on Monday 21st August, 2023 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 Monday 21st August, 2023.
9. Copy of the Annual Report 2022-23 including the Notice of the 31st AGM of the Company interalia 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 2022-23 including the Notice of the AGM are being sent by the permitted mode.
10. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for year ended March 31, 2023 will also be available on the Company's website [www.ksml.in](http://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](http://www.mca.gov.in). In respect of share dematerialized form, the nomination form may be filed with the respective Depository Participant.
17. Members holding shares in Physical form are to submit their PAN details to the Registrar and Transfer Agents. Members holding shares in Electronic form are to 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 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.
18. 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).
19. 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](http://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.
20. 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.
21. 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](mailto: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](http://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, 2023, 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. SrinivasaRao, Partner of M/s. K. SrinivasaRao & Co., Practicing 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 Friday, 25th August, 2023 at 09.00 A.M IST and ends on Sunday, 27th August, 2023 at 05.00 P.M. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 21st August, 2023, 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 Scrutinizer will submit his report to the Chairman or to any other person authorized 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 Scrutinizer'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](http://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 31st AGM and the Annual Report for the FY 2022-23 will be available on the Company's website, [www.ksml.in](http://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](mailto: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 21st August, 2023
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. 2,35,723/- (Rupees Two Lakh thirty five thousand seven hundred Twenty Three only) in the unpaid/unclaimed dividend for the year 2014-2015 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 2014-15, 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](http://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](http://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](http://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).

By the Order of the Board of Directors

Sd/-

**Golagani Ramesh Kumar**  
Company Secretary & Compliance Officer  
ACS39635

Place: Chowdavaram, Guntur

Date: 31-07-2023

**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 evoting facility through Big share i-Vote E-Voting System for its members to enable them to cast their votes electronically on all resolution set forthin the notice convening the 31st Annual General Meeting held on Monday, August 28, 2023 at 3.00 p.m., IST

**E-Voting instructions :**

Pursuant to the Provisions of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 31st Annual General Meeting to be held on Monday, 28th August, 2023, at 3.00 PM. The Company has engaged the services of Big share i-Vote E-Voting System to provide the E-Voting facility.

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)	:	77
COMMENCEMENT OF E-VOTING	:	Friday, 25th August, 2023 at 09.00 A.M IST
END OF E-VOTING	:	Sunday, 27th August, 2023 at 05.00 P.M IST

**STEPS & INSTRUCTIONS FOR E-VOTING :**

The instructions for shareholders voting electronically are as under :

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The voting period begins on Friday, 25th August, 2023 at 09.00 A.M IST and ends on Sunday, 27th August, 2023 at 05.00 P.M IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. 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.

- iv. 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.
1. Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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.</p>

**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 <b>CDSL</b>	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 <b>NSDL</b>	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

## 2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
- Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

**Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

### Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting** system page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**INFAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

## 3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.

- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.  
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

#### Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

#### Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

**Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

#### Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
  - Select the Event under dropdown option.
  - Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
  - Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.
- Helpdesk for queries.

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

- M/s K. Srinivasa Rao & Co. Company Secretaries, Guntur (EntityID: S300000000000051) has been appointed as the Scrutinizer to Scrutinize thee-voting process in affair and transparent manner.

By the Order of the Board of Directors

Sd/-

**Golagani Ramesh Kumar**  
Company Secretary & Compliance Officer  
ACS39635

Place: Chowdavaram, Guntur

Date: 31-07-2023

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO : 3. Appointment of Mr. P. SRINIVAS (DIN 02836590) as an Independent Director of the Company.**

The Board, at its meeting held on 29 th May, 2023 appointed Mr. Srinivas Petluri (DIN: 02836590) as an additional director of the company with effect from such Board Meeting, pursuant to section 161 of the Companies Act, 2013. Hence he will hold office up to the date of the ensuing Annual General Meeting.

The Company has received consent in writing to act as director in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

The Board based on the experience/expertise declared by Mr. Srinivas Petluri, is of the opinion that Mr. Srinivas Petluri has the requisite qualification to act as an Independent Director of the Company.

In the opinion of the Board of Directors; he possesses integrity, expertise and experience and fulfils the conditions for the appointment as an Independent Director as specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and he is independent of the management of the Company. He holds valid registration certificate with the Databank of Independent Directors. A draft copy of letter of appointment as an Independent Director of the Company setting out terms and conditions of appointment, including remuneration, is available for inspection by the Members at the website of the Company.

Accordingly, the Board recommends the resolution No 3, in relation to appointment of Mr. Srinivas Petluri as an Independent Director, respectively, for the approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution except Mr. Srinivas Petluri.

**BRIEF PROFILE OF MR. SRINIVAS PETLURI :**

Mr. Srinivas Petluri is aged 67 years. He has Graduate in B E, Andhra University, 1978 With nearly four decades of experience in public sector banking which includes over 4 years of experience at the board level in banks, including the 2nd largest PSU bank of the country. Have witnessed and contributed to the transition and transformation of the Indian Public Sector banking and financial service towards its unification with global perspectives. Extensive expertise in areas of finance, accountancy, banking, insurance, technology, risk management, payment systems and administration of large engagement. Post superannuation in PSB, handled the regulatory role as Member & Chairman (i/c) of Warehousing Development & Regulatory Authority for more than four years

**ITEM NO - 4****To consider and approve the re-appointment of Sri M.V.Subba Reddy as a whole time director of the company for one year**

Mr. M.V. Subba Reddy is aged about 65 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 30th Annual General Meeting held on 27th September, 2022, appointed Sri M.V. Subba Reddy as Whole Time Director of the Company for a period of one year with effect from 01-06-2022. The term of his appointment would come to an end on 31st May 2023. It is necessary to re-appoint him for another period. Hence the Board at their meeting held on 29-05-2023 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, 2023 to 31st May, 2024, 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:

Salary: Including dearness and other allowances ` 76,000/- p.m with a yearly increment of ` 4,000/-P.A.

i) Perquisites :i) House Rent Allowance ` 10,000/- p.m

The Company will pay Residential Telephone Bill and Mobile Phone Bill

Incentive: In order to encourage in-house ginning, a incentive of ` 5/- (Five) for each pressed bale in the ginning unit.

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.

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.

Accidental insurance premium : The Company agrees to bear the premium to the extent of ` 4000/- p.a

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.

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.

#### ITEM NO - 5

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, 2023. 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.

**ITEM NO - 6**

The Company has received an application(s) from the following persons falling under the promoters/promoter Group category of the Company, requesting to be reclassified from the Category of “Promoters/Promoters Group” to “Public Category”.

Name of the Promoter/ Promoter Group	No. of shares held	Percentage of the total equity capital of the Company (%)
RAJENDRA PRASAD NALLI	6,93,729	1.31
PRATHIBHA RANI NALLI	1,97,333	0.37
UMASANKARA REDDY MOVVA	7,92,849	1.50
ANUMULA RANGA REDDY	1,27,500	0.24
SUBBAYAMMA POLURI	662	0.00
KALLAM ANNAPURNA	13,80,000	2.61
NAGIREDDY KALLAM	0	0.00

The aforesaid Promoter/promoter group persons are not holding more than 10% of the total voting rights of the Company. The aforesaid promoter/ promoter group persons do not exercise any control over the Company and are not engaged in the management of the Company. The aforesaid persons neither have representation on the Board of Directors of the Company nor hold any key Management positions in the Company. The Company has also not entered into any Shareholders Agreement with them. Further none of the aforesaid persons has got any veto Rights as to voting power or control of the Company. They do not have any Special Information Rights

The aforesaid promoters have requested to the Company to reclassify them from being a “Promoter Category” to “Public Category” Shareholder of the Company. Based on the letter received from above promoter’s person, the matter was discussed by the Board of Director at their meeting held on 31st July, 2023 and Board decided to get the above promoter/promoter group persons reclassified from the “Promoter Category” to “Public Category” with the approval of stock exchanges. Regulation 31A (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Including any amendments made thereto) (hereinafter referred to as Listing Regulations”) is the main regulation which deals with reclassification of promoter shareholding into public Shareholding. It provides that the Stock exchanges allow reclassification of the status of promoter shareholders only if the following main conditions are satisfied.

1. Upon receipt of a request from the concerned Share holders.
2. Upon receipt of all relevant evidence to be provided.
3. On BSE being satisfied with the Compliance of conditions mentioned in Regulation 31A.

The Company’s case of reclassification of promoter is covered under Regulation 31 A (2) of Listing Regulation.

None of the Directors, Key Managerial persons of the Company and their relatives is/are concerned or interested in the resolution.

The Board recommends the resolution set forth in item no. 6 for the approval of members.

By the Order of the Board of Directors

Sd/-

**Golagani Ramesh Kumar**  
Company Secretary & Compliance Officer  
ACS39635

Place: Chowdavaram, Guntur

Date: 31-07-2023

Additional Information with respect to Item No. 2,3 and 4 in this Notice, under regulation 36(3) of SEBI (LODR) Regulations and as per Secretarial Standard on General Meetings ("SS-2"), issued by The Institute of Company Secretaries of India, Details of Directors Seeking Appointment / Re- and are provided herein below regarding re-appointment of Directors who retire by rotation

Particulars	1	2	3
Name	Mr.M.V.Subba Reddy	Mr. SrinivasPetluri	P. Venkateswara Reddy
DIN	00018719	02836590	00018677
Date of Birth	09-08-1957	10-06-1956	14-08-1951
Date of appointment/ reappointment	29-05-2023	29-05-2023	29-06-2021
Appointment/Re-appointment	Re-appointment	Appointment	Retire by rotation
Designation	Whole Time Director	Non-Executive Director	Independent Managing Director
Qualifications	Post graduate	B.E	
Brief resume and justification for Appointment /reappointment and expertise in specific functional areas and nature of expertise. the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Mr. M.V. Subba Reddy is aged about 65 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 today administration of Spinning Unit at Chowdavaram. He is also Chief Financial Officer of the Company.	Mr. Srinivas Petluri is aged 67 years. He has Graduate in B E, Andhra University, 1978.With nearly four decades of experience in public sector banking which includes over 4 years of experience at the board level in banks, including the 2nd largest PSU bank of the country. Have witnessed and contributed to the transition and transformation of the Indian Public Sector banking and financial service towards its unification with global perspectives.	Mr P. Venkateswara Reddy is aged about 70 years and he also hails from Agricultural Family. He is associated with the Company Since September 2002. Mr P.V. Reddy handles the Purchase of Raw Cotton, Ginning, Civil Constructions and Administration of Spinning Unit At Chowdavaram
Directorships & Committees membership held in other listed companies	Special Knowledge/ Practical Experience / Skills / Expertise/Competencies in Policy Making, Finance, Business Strategy, Risk Management, Corporate Governance, Value Creation, Marketing.	Extensive expertise in areas of finance, accountancy, banking, insurance, technology, risk management, payment systems and administration of large engagement. Post superannuation in PSB, handled the regulatory role as Member & Chairman (i/c) of Warehousing Development & Regulatory Authority for more than four years	Special Knowledge/ Practical Experience/ Skills/ Expertise/ Competencies in Policy Making, Finance, Business Strategy, Risk Management, Corporate Governance, Value Creation, Marketing.
Number of meetings of the Board attended during the financial year 2022-23	6	NA	6
listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
Number of shares held	5,28,020	NIL	16,71,250
Relationship with other directors	No relationship with other Director	No relationship with other Director	No relationship with other Director
Information as required under Circular No .Lf ST/ COMP/14/2018-19 dated June 20, 2018 issued by the BSE.			

The above director is not disqualified from being the provisions of (i) SEBI (Listing Obligations and appointed as a Director/s in terms of Section 164 of the Disclosure Requirements) Regulations, 2015 and (ii) Act and have given their consent to act as a Director.

**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. 11,97,525 per annum
Recognition or awards Job profile and his suitability	Given above
Remuneration proposed	As per resolution
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. Subba Reddy 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 31st Annual General Meeting of the Company to be held on Monday, 28th August, 2023 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.	Appointment of Director under Retirement by Rotation			
3.	Appointment of Mr. P. Srinivas (DIN No. : 02836590) as a independent Director of the Company as an special resolution:			
4.	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:			
5.	To ratify of the remuneration of Cost Auditors for the financial year ending 31st March, 2023, as an ordinary resolution:			
6.	Reclassification of promoter group to public as an ordinary 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

### 31st 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 of .....shares of Kallam Textiles Limited, hereby appoint

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

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st ANNUAL GENERAL MEETING of the company to be held at Chowdavaram, Guntur - 2019, Andhra Pradesh, India, on 28th August, 2023 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.	Appointment of Director under Retirement by Rotation		
3.	Appointment of Mr. P. Srinivas (DIN No. : 02836590) as an independent Director of the Company as an special resolution:		
4.	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:		
5.	To ratify of the remuneration of Cost Auditors for the financial year ending 31st March, 2023, as an ordinary resolution:		
6.	Reclassification of promoter group to public as an ordinary resolution:		

Signed this .....day of .....2023.

.....  
/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:

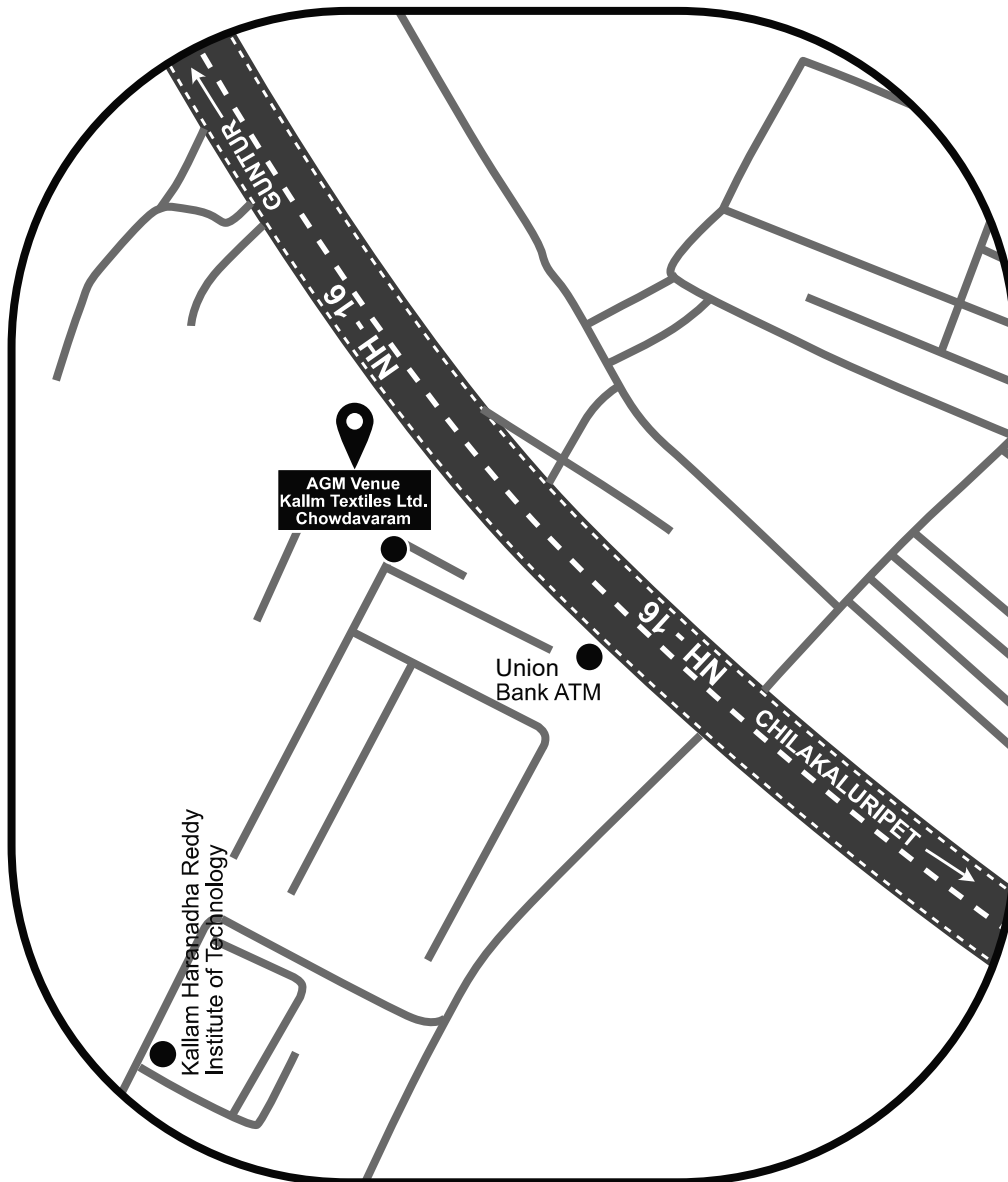
I hereby record my presence at the 31<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Tuesday, The 28<sup>th</sup> August, 2023 at 3.00 pm. at Chowdavaram, Guntur- 522019, Andhra Pradesh, India.

-----  
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 31st 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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