

AGM NOTICE TO SHAREHOLDERS

Notice is hereby given that the 32nd Annual General Meeting of M/s Kallam Textiles Limited for the financial year ended 31.03.2024 will be held on Thursday, August 29, 2024, 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 31.03.2024, together with the reports of Directors' and Auditors' thereon.

2. Appointment of Director under Retirement by Rotation.

To appoint a Director in place of Sri M.V.Subba Reddy (DIN: 0018719) 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 Smt.V L Sandhyarani(DIN: 10627130) as a Nonexecutive Independent Director of the Company

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 **Smt.V L Sandhya Rani** (DIN: 10627130), who has given her 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 for the first term of five consecutive years with effect from 29.05.2024."

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. Appointment of Sri V.Raghavendra Reddy(DIN: 10704660)as a Nonexecutive Independent Director of the Company

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

RESOLVED FURTHER 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 **Sri V Raghavendra Reddy** (DIN: 10704660), 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 for the first term of five consecutive years with effect from 01.08.2024.”

RESOLVED FURTHER 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.

5. To Re-appoint Sri. Venkateswara Reddy Poluri (Din: 0018677) as a Managing Director of the company for a period of three years w.e.f 29.06.2024

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

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196,197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V of the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the Articles of Association of the Company and subject to other approvals as may be required, the approval of the Members be and is hereby accorded for re-appointment of Mr. Venkateswara Reddy Poluri(DIN: 0018677) as the Managing Director of the Company, for a term of 3 (Three) years with effect from June 29, 2024 upto June 29, 2027 on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto including payment of such remuneration, as may be determined by the Board (including any Committee thereof), from time to time, within the maximum limits approved by the Members of the Company.

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

6. To Re-appoint Sri. Gurram Venkata Krishna Reddy as a Joint Managing Director of the company for a period of three years i.e. 29.06.2024.

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

“RESOLVED THAT pursuant to the provisions of Sections 196,197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V of the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the Articles of Association of the Company and subject to other approvals as may be required, the approval of the Members be and is hereby accorded for re-appointment of Mr. Gurram Venkata Krishna Reddy (DIN: 00018713) as the Joint Managing Director (JMD) of the Company, for a term of 3 (Three) years with effect from June 29, 2024 upto June 29, 2027 on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto including payment of such remuneration, as may be determined by the Board (including any Committee thereof), from time to time, within the maximum limits approved by the Members of the Company.

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

7. 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 a Special Resolution:

“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), subject to other approvals as may be required, the approval of the Members 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, 2024 to 31st May, 2025, 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.

8. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2025

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration not exceeding Rs 30,000 (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, 2025 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.

By the Order of the Board of Directors

Sd/-

Golagani Ramesh Kumar
Company Secretary & Compliance Officer
ACS39635

Place: Chowdavaram, Guntur

Date: 01-08-2024

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 authorized 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/Authorized Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialized 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 Friday 23rd August, 2024 to Thursday, 29th August, 2024 both days inclusive for the purpose of 32nd AGM.
8. For Shares held in electronic form: To all the Beneficial Owners as at the end of the day on Thursday 22nd August, 2024 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 Thursday 22nd August, 2024.
9. Copy of the Annual Report 2023-24 including the Notice of the 32nd 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 2023-24 including the Notice of the AGM are being sent by the permitted mode.
10. Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for year ended March 31, 2024 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@kallamtextiles". The Company has a dedicated e-mail address corp@kallamtextiles.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.

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14. Members desiring to see 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 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 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. 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
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, 2023 and SEBI's Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2023/8 dated January 25, 2023, 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, 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 Monday, 26th August, 2024 at 09.00 A.M IST and ends on Wednesday, 28th August, 2024 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 of 22nd August, 2024, 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; 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 32nd AGM and the Annual Report for the FY 2023-24 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@kallamtextiles
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 22nd August, 2024.
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. 2,35,131/- (Rupees Two Lakh thirty five thousand one hundred Thirty one 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 2015-16, 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).

By the Order of the Board of Directors

Sd/-

Golagani Ramesh Kumar
Company Secretary & Compliance Officer
ACS39635

Place: Chowdavaram, Guntur

Date: 01-08-2024

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 ast their votes electronically on all resolution set for thin the notice convening the 32nd Annual General Meeting held on Thursday, August 29, 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 32nd Annual General Meeting to be held on Thursday, 29th August, 2024, 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)	:	292
COMMENCEMENT OF E-VOTING	:	Monday, 26th August, 2024 at 09.00 A.M IST
END OF E-VOTING	:	Wednesday, 28th August, 2024 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 Monday, 26th August, 2024 at 09.00 A.M IST and ends on Wednesday, 28th August, 2024 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 22.08.2024 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"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.
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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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.

Kallam Textiles Limited

- 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 https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com 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 the e-voting process in affair and transparent manner.

By the Order of the Board of Directors

Sd/-

Golagani Ramesh Kumar
CompanySecretary&ComplianceOfficer
ACS39635

Place: Chowdavaram, Guntur

Date: 01-08-2024

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO : 3.****Appointment of Smt.V L Sandhyarani(DIN: 10627130) as a Nonexecutive Independent Director of the Company.**

The Board, at its meeting held on 29th May, 2024 appointed Smt.V L Sandhya Rani(DIN: 10627130) 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 ensuring 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 Smt.V L Sandhya Rani, is of the opinion that Smt.V L Sandhya Rani 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 in relation to appointment of Smt.V L Sandhya Rani 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 Smt.V L Sandhya Rani.

BRIEF PROFILE OF Smt.V L Sandhya Rani:

Smt.V L Sandhya Rani is aged years. She is a qualified cost accountant and is practicing in Sandhya & Co, is a Cost Accountants firm, approved by the Council of The Institute of Cost Accountants of India (ICAI), is situated at Guntur. She had knowledge in area of Cost Compliance i.e. Cost Audit, Cost Accounting Records, Compliances & Certifications have been our forte in line with our motto 'behind & beyond costs', we provide a comprehensive array of value added services that are tailored to unique client requirements. We are a well-equipped team having adequate resources to provide the services satisfactorily in time.

ITEM NO - 4**Appointment of Sri V. Raghavendra Reddy (DIN: 10704660) as a Nonexecutive Independent Director of the Company.**

The Board, at its meeting held on 1st August, 2024 appointed Sri V. Raghavendra Reddy (DIN : 10704660) 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 ensuring 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 Sri V. Raghavendra Reddy(DIN: 10704660) , is of the opinion that Sri V. Raghavendra Reddy 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 in relation to appointment of Sri V. Raghavendra Reddy as an Independent Director, respectively, for the approval by the shareholders of the Company.

Except Smt. V. Bhargavi none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

BRIEF PROFILE OF Sri V. Raghavendra Reddy:

V. Raghavendra Reddy, M.COM, L.L.B, aged about 39 years, who has been continuing his father's 30 years legacy as an consultant. He entered in to profession at a very young age and has excelled with thirst for knowledge, patience, hard work and commitment.

He is an experienced tax consultant with over 15 years of experience.

ITEM NO - 5

To Re-appoint Sri. Venkateswara Reddy Poluri (Din: 0018677) as a Managing Director of the company for a period of three years w.e.f 29.06.2024

The Board of Directors of the Company ("the Board"), at its meeting held on 29th June , 2021 had re- appointed Mr. Venkateswara Reddy Poluri (Din: 0018677) as a Managing Director of the Company for a period of 3 (Three) years commencing from June 29, 2021 up to and including June 29, 2024. The aforesaid was approved by the Members at the Annual General Meeting held on September 30, 2021. Thus, the tenure of Mr. Venkateswara Reddy Poluri was expiring on June 29, 2024.

In view of the aforesaid and based on the recommendation of the Nomination and Remuneration Committee ("the NRC"), the Board at its meeting held on May 29, 2024, subject to the approval of Members, has re-appointed Mr. Venkateswara Reddy Poluri as the Managing Director ("MD ") of the Company, for a period of 3 (Three) years with effect from June 29, 2024 till June 29, 2027, on the terms and conditions as stated in the Letter of Appointment duly approved by the Board. Mr. Venkateswara Reddy Poluri is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act 2013 ("the Act"). As required under Section 196(4) of the Act, the material terms and conditions of the appointment entered into with Mr. Venkateswara Reddy Poluri.

Particulars of the terms of re—appointment of and remuneration payable to Venkateswara Reddy Poluri (DIN: 0018677) as a Managing Director are as under

Remuneration :

I. Remuneration:

- a) Salary : Rs.2,25,000/-p.m.
- b) Housing : House Rent Allowance of 10% of Basic Salary
- c) Car & Telephone : The Company to provide Fuel expenses to own car and pay mobile bill
- d) Health and Accidental insurance premium: The Company agrees to bear the Health Insurance premium for self and Spouse for a value of Rs 10 Lakhs per person Accidental Insurance premium will be paid for self-covering a risk of Rs Five Crores and beneficiary being the Spouse.
- e) The medical expenses incurred and not reimbursed by Health insurance Company, to be reimbursed for self and family all together to a limit of Rs. 5 Lakhs .

- f) Reimbursement of Leave Travel Assistance with in India or abroad for self and family once in a year subject to a maximum of one month salary.

II Minimum Remuneration :

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. P. Venkateswara 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 specified above.

It is proposed to seek Members' approval for re-appointment of Mr. Mr. P.Venkateswara Reddy as the Managing Director of the Company and payment of remuneration thereof, in terms of the applicable provisions of the Act.

The Board is of the view that the Company would greatly benefit from the skills, knowledge and rich experience of Mr. P.Venkateswara Reddy and accordingly, recommends the resolution set forth in Item No. 5 of the Notice for approval of the Members.

Save and except Mr. P.Venkateswara Reddy, G.V.Krishna Reddy and M.V.Subba Reddy and their relatives 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.

ITEM NO - 6

To Re-appoint Sri. Gurram Venkata Krishna Reddy as a Joint Managing Director of the company for a period of three years i.e. 29.06.2024.

The Board of Directors of the Company ("the Board"), at its meeting held on June 29, 2021 had re-appointed Mr. Gurram Venkata Krishna Reddy (Din: 00018713) as a Joint Managing Director of the Company for a period of 3 (Three) years commencing commencing from June 29, 2021 up to and including June 29, 2024. The aforesaid was approved by the Members at the Annual General Meeting held on September 30, 2021. Thus, the tenure of Mr. Gurram Venkata Krishna Reddy was expired on June 29, 2024.

In view of the aforesaid and based on the recommendation of the Nomination and Remuneration Committee ("the NRC"), the Board at its meeting held on May 29, 2024, subject to the approval of Members, has re-appointed Mr. Gurram Venkata Krishna Reddy as the Managing Director ("MD") of the Company, for a period of 3 (Three) years with effect from June 29, 2024 till June 29, 2027, on the terms and conditions as stated in the Letter of Appointment duly approved by the Board. Mr. Gurram Venkata Krishna Reddy is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act 2013 ("the Act"). As required under Section 196(4) of the Act, the material terms and conditions of the appointment entered into with Mr. Gurram Venkata Krishna Reddy .

Particulars of the terms of re-appointment of and remuneration payable to Gurram Venkata Krishna Reddy (DIN: 00018713) as a Joint Managing Director are as under

I. Remuneration :

- a) Salary : Rs.2,25,000/-p.m.
- b) Housing : House Rent Allowance of 10% of Basic Salary
- c) Car & Telephone : The Company to provide a car, pay Land line and mobile bill.
- d) Health and Accidental insurance premium: The Company agrees to bear the Health Insurance premium for self and Spouse for a value of Rs 10 Lakhs per person Accidental Insurance premium will be paid for self-covering a risk of Rs Five Crores and beneficiary being the Spouse.
- e) The medical expenses incurred and not reimbursed by Health insurance Company, to be reimbursed for self and family all together to a limit of Rs. 5 Lakhs .

- f) Reimbursement of Leave Travel Assistance with in India or abroad for self and family once in a year subject to a maximum of one month salary.

II. Minimum Remuneration :

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Sri. G. V. Krishna 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 specified above.

It is proposed to seek Members' approval for re-appointment of Mr. G. V. Krishna Reddy as the Joint Managing Director of the Company and payment of remuneration thereof, in terms of the applicable provisions of the Act.

The Board is of the view that the Company would greatly benefit from the skills, knowledge and rich experience of Mr. G. V. Krishna Reddy and accordingly, recommends the resolution set forth in Item No. 6 of the Notice for approval of the Members.

Save and except Mr. P.Venkateswara Reddy, G.V.Krishna Reddy and M.V.Subba Reddy and their relatives 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.

ITEM NO - 7

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 66 years and has Specific functional areas Post Graduate Degree in Commerce from AndhraUniversity, Vizag, Andhra Pradesh. He is associated withthe Company since its inception as purchase in-charge(Raw Material). He gained excellent knowledge inprocurement of raw materials. He is also havingexperience in Accounts and looks after day to dayadministration 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 31stAnnual General Meeting held on 28th August, 2023, appointed Sri M.V. Subba Reddy as Whole Time Director of the Company for a period of one year with effect from 01-06-2023. The term of his appointment would come to an end on 31st May 2024. It is necessary to re-appointment him for another period. Hence the Board at their meeting held on 29-05-2024 decides to reappointment 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, 2024 to 31st May, 2025, 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 Rs. 60,000/- p.m.
- b) Perquisites: i) House Rent Allowance -10% of Basic Salary
- c) The Company will pay Mobile Phone Bill

- d) Insurance Premium: The Company agrees to bear health insurance premium for self and Spouse for a value of Rs.5 lakhs Per Person
- e) Accidental insurance premium: The Company agrees to bear the premium to the extent of ` Rs.4000/- p.a
- f) 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.

Save and except Mr. P.Venkateswara Reddy, G.V.Krishna Reddy and M.V.Subba Reddy and their relatives 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

ITEM NO - 8

To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2025

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, 2025. 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. 30,000 (Rupees Thirty Thousand only) plus taxes as applicable and reimbursement of actual travel and out-of- pocket expenses for the financial year ending 31st March, 2025 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, 2025.

The Board recommends the Ordinary Resolution setout at Item No.6 of the Notice for approval by the share holders. None of the Directors/Key Managerial Personnel of the Company or their relatives is, in anyway, concerned o interested in the resolution

By the Order of the Board of Directors

Sd/-

Place: Chowdavaram, Guntur

Date: 01-08-2024

Golagani Ramesh Kumar
CompanySecretary&ComplianceOfficer
ACS39635

Kallam Textiles Limited

Additional Information with respect to Item No. 2,3,4 and 5 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	4	5
Name	Mr. M.V.Subba Reddy	G.V.Krishna Reddy	P. Venkateswara Reddy	Smt.VL Sandhya Rani	Sri V. Raghavendra Reddy
DIN	00018719	00018713	00018677	10627130	10704660
Date of Birth	09.08.1957	11.09.1957	14.08.1951	15.04.1980	22.10.1985
Date of appointment/ re-appointment	01.06.2024	29.06.2024	29.06.2024	29.05.2024	31.07.2024
Appointment/ Re-appointment	Re-appointment	Re-appointment	Re-appointment	Appointment	Appointment
Designation	Whole Time Director	Joint Managing director	Managing director	Non Executive Independent Director	Non Executive Independent Director
Qualifications	Post graduate	M.Sc.	NA	FCMA	M.Com., L.L.B.,
Brief resume and justification for Appointment / re-appointment 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 66 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. Special Knowledge/ Practical Experience/ Skills/Expertise/ Competencies in Policy Making, Finance, Business Strategy, RiskManagement, Corporate Governance, Value Cre-ation, Marketing.	Mr G.V.K Reddy is aged about 66 years. He is a graduate in Mechanical Engineering with Distinction and Ist 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. Special Knowledge/ Practical Experience/ Skills/Expertise/ Competencies in Policy Making, Finance, Business Strategy, Risk Management, Corporate Governance, Value Creation, Marketing.	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. Special Knowledge/ Practical Experience/ Skills/ Expertise/ Competencies in Policy Making, Finance, Business Strategy, Risk Management, Corporate Governance, Value Creation, Marketing.	Smt.V L Sandhya Rani is aged years. She is qualified cost accountant and is Practicing in Sandhya & Co.is a Cost Accountants firm, approved by the Council of The Institute of Cost Accountants of India (ICAI), is situated at Guntur. she had knowledge in area of Cost Compliance i.e. Cost Audit, Cost Accounting Records, Compliances & Certifications have been our forte in line with our motto 'behind & beyond costs', we provide a comprehensive array of value added services that are tailored to unique client requirements. We are a well-equipped team having adequate resources to provide the services satisfactorily in time	V. Raghavendra Reddy, M.COM, L.L.B, aged about 39 years, who has been continuing his father's 30 years legacy as a tax consultant. He entered in to profession at a very young age and has excelled with thirst for knowledge, patience, hard work and commitment. He is an experienced tax consultant with over 15 years of experience in conducting financial assessments and audits. Successfully led more than 100 audits resulting in improved internal controls and significant cost savings for clients. He plays a crucial role in maintaining his clients financial Stability and compliance with relevant regulation

Particulars	1	2	3	4	5
Name	Mr.M.V.Subba Reddy	G.V.Krishna Reddy	P. Venkateswara Reddy	Smt.VL Sandhya Rani	Sri V. Raghavendra Reddy
Directorships & Committees membership held in other listed companies	Nil	Nil	Nil	Nil	Nil
Number of meetings of the Board attended during the financial year 2023-24	5	5	5	NA	NA
Listed entities from which the person has resigned in the past three years	NIL	NIL	NIL	Nil	Nil
Number of shares held	5,10,870	45,23,202	16,71,250	NIL	NIL
Relationship with other directors	No relationship with other Director	No relationship with other Director	No relationship with other Director	No relationship with other Director	No relationship with other Director Except V Bhargavi
Information as required under Circular No .Lf ST/COMP/14/2018-19 dated June 20, 2018 issued by the BSE.					

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: 36,738.19 lakhs Net loss : 3,744.79
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	G.V.Krishna Reddy	P.Venkateswara Reddy
Background details	Given above	Given above	Given above
Past remuneration	Rs.12.03 lakhs per annum	Rs.32.74 lakhs per annum	Rs.28.08 lakhs per annum
Recognition or awards			
Job profile and his suitability	Given above	Given above	Given above
Remuneration proposed	As per resolution	As per resolution	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.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 .	The remuneration as proposed of G.V.Krishna 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	The remuneration as proposed of P.Venkateswara 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
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 .	The remuneration as proposed of G.V.Krishna 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	The remuneration as proposed of P.Venkateswara 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



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@kallamtextiles.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 32nd Annual General Meeting of the Company to be held on Thursday, 29th August, 2024 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 Smt.V L Sandhyarani(DIN: 10627130) as a Nonexecutive Independent Director of the Company.			
4.	Appointment of Sri V. Raghavendra Reddy (DIN: 10704660) as an Nonexecutive Independent Director of the Company.			
5.	To Re-appoint Sri. Venkateswara Reddy Poluri (Din: 0018677) as a Managing Director of the company for a period of three years w.e.f 29.06.2024			
6.	To Re-appoint Sri. Gurram Venkata Krishna Reddy as a Joint Managing Director of the company for a period of three years i.e. 29.06.2024.			
7.	To consider and approve the re-appointment of Sri M.V.Subba Reddy as a whole time director of the company for one year.			
8.	To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2025			



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CIN -L18100AP1992PLC013860

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Ph: 0863-2344016 : Fax:0863-2344000

E-mail:corp@kallamtextiles.in

GSTIN :37AAACK9363M1ZY



MGT-11 PROXY FORM

32nd 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):	E-mail Id :
Registered Address	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)..... 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 32nd ANNUAL GENERAL MEETING of the company to be held at Chowdavaram, Guntur-522019. Andhra Pradesh, India, on 29th August, 2024 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 Smt.V L Sandhyarani(DIN: 10627130) as a Nonexecutive Independent Director of the Company.		
4.	Appointment of Sri V. Raghavendra Reddy (DIN: 10704660) as an Nonexecutive Independent Director of the Company.		
5.	To Re-appoint Sri. Venkateswara Reddy Poluri (Din: 0018677) as a Managing Director of the company for a period of three years w.e.f 29.06.2024		
6.	To Re-appoint Sri. Gurram Venkata Krishna Reddy as a Joint Managing Director of the company for a period of three years i.e. 29.06.2024.		
7.	To consider and approve the re-appointment of Sri M.V.Subba Reddy as a whole time director of the company for one year.		
8.	To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2025		

Signed thisday of2024.

.....
/Signature of the member

.....
Signature of the First Proxy Holder

.....
Signature of the Second Proxy Holder

.....
Signature of the Third Proxy Holder

Note: this form, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, Not Less than 48 hours before the meeting



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ATTENDANCE SLIP

DP Id	
-------	--

Folio No.	
-----------	--

Client Id	
-----------	--

No.of Shares	
--------------	--

NAME AND ADDRESS OF THE SHAREHOLDER:

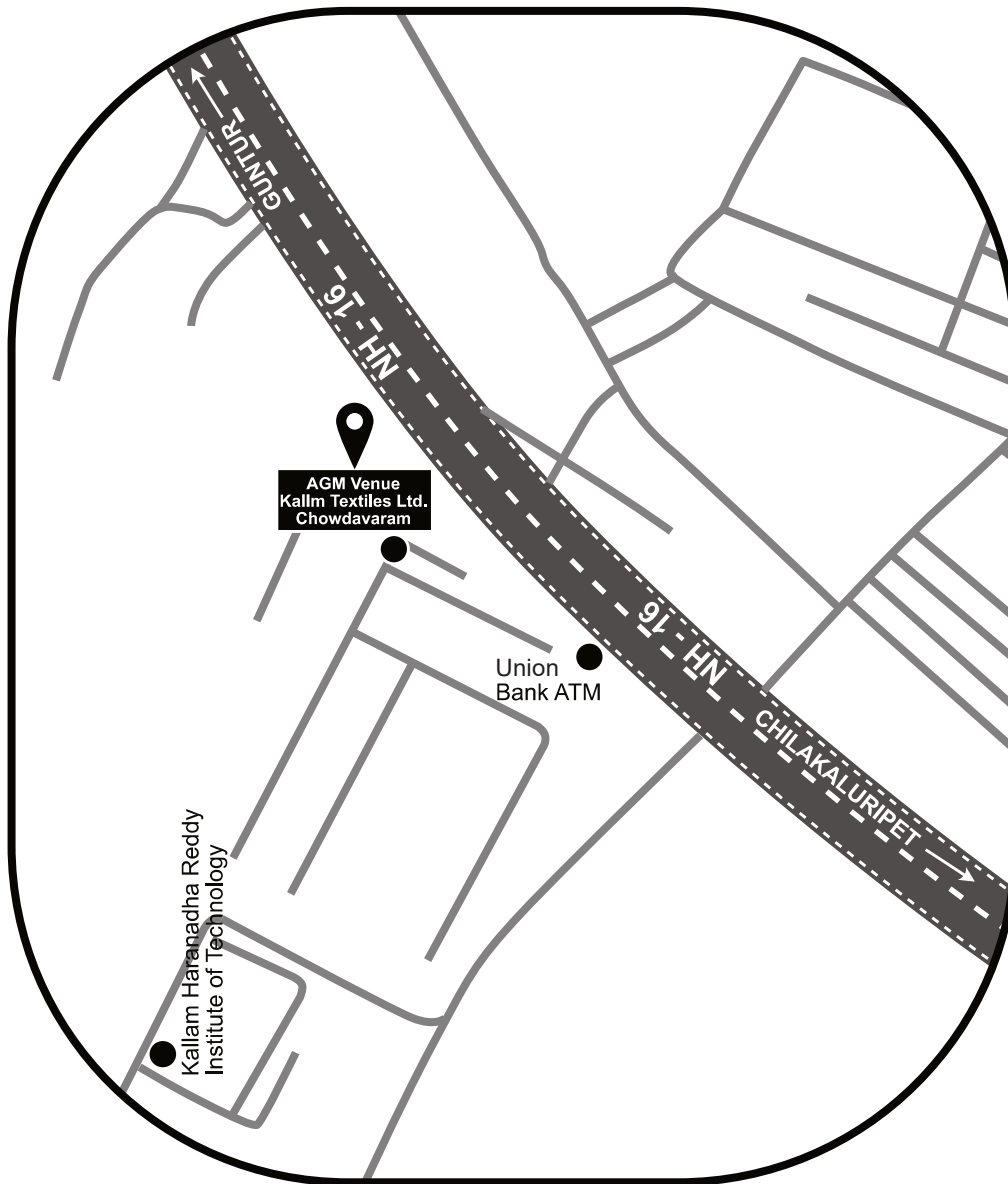
I hereby record my presence at the 32nd ANNUAL GENERAL MEETING of the Company held on Thursday, The 29th August, 2024 at 3.00 pm. at Chowdavaram, Guntur- 522019, Andhra Pradesh, India.

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 32nd Annual General Meeting of
Kallam Textiles Limited



KALLAM TEXTILES LIMITED

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

For Queries, Contact us :

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

