



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

TIN NO: 28870194036, C.S.T.NO.GNT/07/01/2020 dt: 06.11.1993, ECCNO: AAACK9363M XM001



MINUTES OF THE 23rd ANNUAL GENERAL MEETING OF THE MEMBERS OF KALLAM SPINNING MILLS LIMITED HELD ON SATURDAY, THE 26th SEPTEMBER 2015 AT 3.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT NH-5, CHOWDAVARAM, GUNTUR-522 019.

• **DIRECTORS PRESENT :**

- 1) Sri P. Venkateswara Reddy - Managing Director (in the chair)
- 2) Sri G. V. Krishna Reddy - Joint Managing Director
- 3) Sri M. V. Subba Reddy - Whole-time Director
- 4) Sri M.R. Naik - Independent Director

Mr. K. Srinivasa Rao, Practicing Company Secretary, was present.

• **MEMBERS PRESENT:**

24 Members present in person.

Nil Members present by proxy.

• **APPOINTMENT OF CHAIRMAN:**

Sri P.Venkateswara Reddy, Managing Director occupied the Chair and initiated the meeting by welcoming the members present and introducing those present on the dais.

• **VERIFICATION OF THE QUORUM:**

The Chairman verified the quorum and he declared that the requisite Quorum was present and called the meeting to order.

• **STATUTORY REGISTERS :**

The register of Directors' shareholding maintained pursuant to the provisions of Section 170 of the Companies Act, 2013 was placed at the meeting.

With the consent of the Members present, the Notice convening the Annual General Meeting of the Company was taken as read.





KALLAM SPINNING MILLS LIMITED

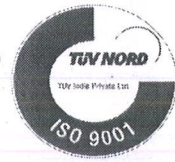
CIN : L18100AP1992PLC013860

NH-5, Chowdavaram, GUNTUR - 522 019. A.P., INDIA.

Ph: 0863-2344016 : Fax: 0863-2344000

E-mail: corp@ksml.in

TIN NO: 28870194036, C.S.T.NO.GNT/07/01/2020 dt: 06.11.1993, ECCNO: AAACK9363M XM001



- **NOTICE CONVENING THE MEETING:**

With the consent of the shareholders present, the notice dated 14th August, 2015, convening the 23rd Annual General Meeting along with the explanatory statement was taken as read.

- **SPEECH OF THE JOINT MANAGING DIRECTOR:**

Thereafter, at the request of the Chairman, the Joint Managing Director delivered a speech providing information to the members regarding the growth and future prospects of the Company.

- **VOTING IN RESPECT OF THE RESOLUTIONS PLACED BEFORE THE MEMBERS/POLL PROCEDURE:**

The Chairman will inform the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The e-voting commenced at 09.00 a.m on September 23, 2015 and ended at 05.00 p.m., on September 25, 2015. M/s K.Srinivasa Rao & Co., Company Secretaries, Guntur was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

The Chairman informed the Members that the Company has arranged for a poll on all the 7 resolutions to be passed at the Meeting. Thereafter, all the 7 resolutions were proposed and seconded. Thereafter, the Chairman ordered for a poll to be taken at the meeting and appointed M/S K.Srinivasa Rao & Co, Company Secretaries, Guntur as the Scrutinizer for the poll process and requested the entity for an orderly conduct of the voting. The Company has also received the Scrutinizers' report on poll dated 01st October, 2015.

- **PROCEEDINGS:**

At the Request of the Chairman, the Auditors' Report on the Accounts was read.

The Chairman requested the members present to raise their queries relating to Report and Accounts.

The Chairman, Joint Managing Director and Chief Financial Officer responded to the queries to the satisfaction of the members present.





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



TIN NO: 28870194036, C.S.T.NO.GNT/07/01/2020 dt: 06.11.1993, ECCNO: AAACK9363M XM001

Thereafter Mr. K. Srinivasa Rao, Practicing Company Secretary read the resolutions as follows:

• **ORDINARY BUSINESS :**

RESOLUTION NO : 1

Adoption of Audited Financial Statement of the Company for the financial year ended March 31, 2015 the reports of the Board of Directors and Auditors thereon:

“RESOLVED THAT pursuant to section 129 and other applicable provisions of the Companies Act, 2013, the Audited Balance sheet of the Company as at 31st March, 2015 and the Profit & Loss Account for the year ended as on that date together with the reports of the Auditors and Directors thereon be and are hereby received, adopted and approved.”

RESOLUTION NO : 2

Declaration of Dividend on Equity Shares

“RESOLVED THAT a Dividend @ 10%, (i.e Rs 1 per Share) on the Equity Shares, as recommended by the Board, for the year ended 31st March, 2015, be and is hereby declared and payable to those shareholders whose names stand on the Register of Members of the Company as at 18th August, 2015.”

RESOLUTION NO : 3

Re-appointment of Sri P.Venkateswara Reddy(DIN: 00018677) who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT pursuant to Section 152(6) and other applicable provisions of the Companies Act, 2013 Sri P.Venkateswara Reddy (DIN ; 00018677), a Director of the Company, who retires by rotation, and being eligible, be and is hereby reappointed as Director of the Company.”

RESOLUTION NO : 4

Ratification of the appointment of M/s.Brahmayya & Co.(Firm Reg No:000513S) Statutory Auditors and to fix their remuneration for the financial year ending 31st March,2016

“RESOLVED THAT M/s.Brahmayya & Co.(Firm Reg No:000513S) be and are hereby appointed as Auditors of the Company, to hold office from the Conclusion of this Annual General Meeting till the Conclusion of the Next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company.”





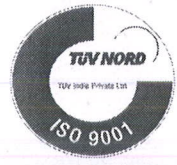
KALLAM SPINNING MILLS LIMITED

CIN : L18100AP1992PLC013860

NH-5, Chowdavaram, GUNTUR - 522 019. A.P., INDIA.

Ph: 0863-2344016 : Fax: 0863-2344000

E-mail: corp@ksml.in



TIN NO: 28870194036, C.S.T.NO.GNT/07/01/2020 dt: 06.11.1993, ECCNO: AAACK9363M XM001

• **B) SPECIAL BUSINESS :**

RESOLUTION NO : 5

Ratification of the remuneration of Mr. P.Srinivas, (M.No: 21170) Cost Accountant for the financial year ending 31st March, 2016

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, the remuneration payable to P.Srinivas, Cost Accountant (Membership No. 21170), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016, amounting to Rs. 30,000/- (Rupees Thirty Thousand only) as also the payment of service tax as applicable and re-imbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

RESOLUTION NO : 6

Re-Appointment of Sri P.Venkateswara Reddy (DIN: 00018677) as a Managing Director of the Company

“ RESOLVED THAT pursuant to Section 196, 197, 203 and other applicable provisions, if any, of Companies Act, 2013 read with Schedule V to the said act and Subject to the approval of the shareholders in Annual General Meeting, Sri P. Venkateswara Reddy be proposed to re-appoint as a Managing Director of the Company for a period of Three years with effect from and including 29th June, 2015 on such remuneration and terms and conditions as may be agreed between the Board of Directors and Sri P.Venkateswara Reddy.”

RESOLUTION NO : 7

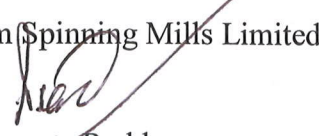
Re-Appointment of Sri G.V.Krishna Reddy (DIN : 00018713) as a Joint Managing Director of the Company

“RESOLVED THAT pursuant to Section 196, 197, 203 and other applicable provisions, if any, of Companies Act, 2013 read with Schedule V to the said act and Subject to the approval of the shareholders in Annual General Meeting, Sri G. V. Krishna Reddy be proposed to re-appoint as a Joint Managing Director of the Company for a period of Three years with effect from and including 29th June, 2015 on such remuneration and terms and conditions as may be agreed between the Board of Directors and Sri G.V.Krishna Reddy.”

The Chairman requested the eligible members to fill in the Ballot paper correctly, sign and drop the same in the Ballot Box kept on the dais of the meeting

There being no other business to transact, the meeting ended with a vote of thanks to the chair.

For Kallam Spinning Mills Limited


P.Venkateswara Reddy
(Managing Director)





To
Chairman
KALLAM SPINNING MILLS LIMITED
GUNTUR.

23rd Annual General Meeting of the Equity Shareholders of KALLAM SPINNING MILLS LIMITED

Dear Sir,

I, **K. Srinivasa Rao**, Partner of M/s. K. Srinivasa Rao & Co., Company Secretaries appointed as Scrutinizer for the purpose of the E-Voting and Poll conducted at the Annual General Meeting held on Saturday, 26th September, 2015 at 3.00 pm at the registered office of the company at NH-5, Chowdavaram, Guntur-522019, taken on the below mentioned resolution(s), of **KALLAM SPINNING MILLS LIMITED** and submit our report as under:

1. E Voting started on 23.09.2015 till 25.09.2015.
2. Poll Conducted on Annual General Meeting held on 26th September, 2015 the registered office of the company at NH-5, Chowdavaram, and Guntur-522019.
3. The result of the E Voting and Annual General Meeting held on 26th September, 2015 at 3.00 PM, at the registered office of the company at NH-5, Chowdavaram, Guntur-522019 is as under:

(A) **RESOLUTION No. 1** –Adoption of the Audited Statement of profit and Loss for the year ended March 31, 2015 and the Balance Sheet as at that date together with the reports of the Board of Directors and Auditors there on.

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	23	535355	100.00
Poll At AGM	16	1011758	100.00
TOTAL	39	1547113	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00



(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

(B) **RESOLUTION No. 2-** declaration of dividend on equity shares for the financial year 2014-15 (Ordinary Resolution).

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	23	535355	100.00
Poll At AGM	16	1011758	100.00
TOTAL	39	1547113	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

(C) **RESOLUTION No. 3-** Appointment of Director in place of Sri P. Venkateswara Reddy who retires by rotation and being eligible, seeks re-appointment. (Ordinary Resolution).

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	23	535355	100.00
Poll At AGM	16	1011758	100.00
TOTAL	39	1547113	100.00



(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

(D) **RESOLUTION No. 4-** Ratification of Appointment of M/s. Brahmaya & Co, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration for the financial year ending 31st March 2016. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	20	490257	100.00
Poll At AGM	16	1011758	100.00
TOTAL	36	1502015	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	3	45098	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00



(E) **RESOLUTION No. 5-** Approval of the remuneration of the Cost Auditor, P.Srinivas, Cost Accountants for the financial year 2015-16. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	17	470097	100.00
Poll At AGM	16	1011758	100.00
TOTAL	33	1481855	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	6	65258	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

(F) **RESOLUTION No. 6-** Appointment of Mr. P. Venkateswara Reddy as a Managing Director for a period of Three Years with effect from 29th June , 2015 to 28th June 2018 on such remuneration, terms and conditions as may be agreed between the Board of Directors and Sri. P.Venkateswara Reddy. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	23	535355	100.00
Poll At AGM	16	1011758	100.00
TOTAL	39	1547113	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00



(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

(G) **RESOLUTION No. 7-** Appointment of Mr. G.V. Krishna Reddy as a Joint Managing Director for a period of Three Years with effect from 29th June , 2015 to 28th June 2018 on such remuneration, terms and conditions as may be agreed between the Board of Directors and Sri. G.V. Krishna Reddy. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	23	535355	100.00
Poll At AGM	16	1011758	100.00
TOTAL	39	1547113	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

Thanking you,

Place: Guntur
Dated: 28th September, 2015



Yours faithfully,
usko
(K. Srinivasa Rao)
(Scrutinizer)



To
Chairman
KALLAM SPINNING MILLS LIMITED
GUNTUR.

23rd Annual General Meeting of the Equity Shareholders of KALLAM SPINNING MILLS LIMITED

Dear Sir,

I, **K. Srinivasa Rao**, Partner of M/s. K. Srinivasa Rao & Co., Company Secretaries appointed as Scrutinizer for the purpose of the E-Voting and Poll conducted at the Annual General Meeting held on Saturday, 26th September, 2015 at 3.00 pm at the registered office of the company at NH-5, Chowdavaram, Guntur-522019, taken on the below mentioned resolution(s), of **KALLAM SPINNING MILLS LIMITED** and submit our report as under:

1. E Voting started on 23.09.2015 till 25.09.2015.
2. Poll Conducted on Annual General Meeting held on 26th September, 2015 the registered office of the company at NH-5, Chowdavaram, and Guntur-522019.
3. The result of the E Voting and Annual General Meeting held on 26th September, 2015 at 3.00 PM, at the registered office of the company at NH-5, Chowdavaram, Guntur-522019 is as under:

(A) **RESOLUTION No. 1** –Adoption of the Audited Statement of profit and Loss for the year ended March 31, 2015 and the Balance Sheet as at that date together with the reports of the Board of Directors and Auditors there on.

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	23	535355	100.00
Poll At AGM	16	1011758	100.00
TOTAL	39	1547113	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00



(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

(B) **RESOLUTION No. 2-** declaration of dividend on equity shares for the financial year 2014-15 (Ordinary Resolution).

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	23	535355	100.00
Poll At AGM	16	1011758	100.00
TOTAL	39	1547113	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

(C) **RESOLUTION No. 3-** Appointment of Director in place of Sri P. Venkateswara Reddy who retires by rotation and being eligible, seeks re-appointment. (Ordinary Resolution).

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	23	535355	100.00
Poll At AGM	16	1011758	100.00
TOTAL	39	1547113	100.00



(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

(D) **RESOLUTION No. 4-** Ratification of Appointment of M/s. Brahmaya & Co, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration for the financial year ending 31st March 2016. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	20	490257	100.00
Poll At AGM	16	1011758	100.00
TOTAL	36	1502015	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	3	45098	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00



(E) **RESOLUTION No. 5-** Approval of the remuneration of the Cost Auditor, P.Srinivas, Cost Accountants for the financial year 2015-16. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	17	470097	100.00
Poll At AGM	16	1011758	100.00
TOTAL	33	1481855	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	6	65258	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

(F) **RESOLUTION No. 6-** Appointment of Mr. P. Venkateswara Reddy as a Managing Director for a period of Three Years with effect from 29th June , 2015 to 28th June 2018 on such remuneration, terms and conditions as may be agreed between the Board of Directors and Sri. P.Venkateswara Reddy. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	23	535355	100.00
Poll At AGM	16	1011758	100.00
TOTAL	39	1547113	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00



(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

(G) **RESOLUTION No. 7-** Appointment of Mr. G.V. Krishna Reddy as a Joint Managing Director for a period of Three Years with effect from 29th June , 2015 to 28th June 2018 on such remuneration, terms and conditions as may be agreed between the Board of Directors and Sri. G.V. Krishna Reddy. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	23	535355	100.00
Poll At AGM	16	1011758	100.00
TOTAL	39	1547113	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	0.00
Poll At AGM	0	0	0.00
TOTAL	0	0	0.00

Thanking you,

Place: Guntur
Dated: 28th September, 2015



Yours faithfully,
usko
(K. Srinivasa Rao)
(Scrutinizer)