

34th

Annual Report

2015 - 2016



KAKATIYA TEXTILES LIMITED

CIN: L18100AP1981PLC104439

34th ANNUAL GENERAL MEETING

TUESDAY 27th December 2016

at 11.00 A.M.

**at Ravali Spinners Auditorium,
Beside NH-16, Khandavalli, Tanuku, West
Godavari-534330, Andhra Pradesh**

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KAKATIYA TEXTILES LIMITED

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Corporate Information

Board of Directors	Shri. Vanka Ravindra Nath Smt. Vanka Raja Kumari Shri. Venkatasubbarao Gamini Shri. Kudary Anand
Manager	Shri. Mohammed Alisha Shaik (w.e.f. 26.05.2016)
Chief Financial Officer	Shri. Nanduri Hanumantha Rao
Company Secretary	Shri. Maddimsetti Naga Raju
Statutory Auditors	M/s. Chevuturi Associates Chartered Accountants #33-25-33D, Govindarajula Naidu Street, Surya Rao Pet, Vijayawada-520 003, Andhra Pradesh, India.
Secretarial Auditor	M/s. P.S.Rao & Associates Flat No.10, 4th Floor, # 6-3-347/22/2, Ishwarya Nilayam, Opp: Sai Baba Temple, Dwarakapuri Colony, Punjagutta, Hyderabad-500 082 Telangana
Registrar and Share Transfer Agent	M/s. Link Intime India Pvt Ltd Surya, 35, Mayflower Avenue Behind Senthil Nagar, Sowripalayam Road Coimbatore – 641 028 Ph / Fax: (0422) 2314792 E-mail: coimbatore@linkintime.co.in
Registered Office	Plot No. 9 & 10, Industrial Estate, Tetali, Tanuku, West Godavari-534218, Andhra Pradesh Phone No: 08819-224005 / 225005 E-mail : shares.ktl@rspl.ind.in Internet: www.kakatiyatextiles.in

Notice

Notice is hereby given that the 34th Annual General Meeting of the Company will be held on Tuesday, the 27th day of December, 2016 at 11:00 A.M. at Ravali Spinners Auditorium, Beside NH-16, Khandavalli, Tanuku, West Godavari-534330, Andhra Pradesh to transact the following business:

ORDINARY BUSINESS:**Item No.1: Adoption of Financial Statements**

To receive, consider and adopt the audited Financial Statements of the company for the Financial Year ended on 31st March, 2016 together with the Report of the Board of Directors and Auditors thereon;

Item No.2: Re-Appointment of Director

To appoint a director in place of Shri. Vanka Ravindra Nath (DIN: 00480295), who retires by rotation and being eligible offers himself for re-appointment.

Item No 3: Ratification of Appointment of Auditor

Ratification of appointment of M/s. Chevuturi Associates, Chartered Accountants, as Statutory Auditors of the company and to fix their remuneration:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, the company hereby ratifies the appointment of M/s. Chevuturi Associates, Chartered Accountants, Vijayawada, (ICAI Firm Registration No. 000632S) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 38th Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company.”

Special Business:**Item No.4: To Approve the Appointment of Mr. Mohammed Alisha Shaik as the Manager of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) along with Schedule V of the Companies Act, 2013 and as recommended by Nomination and Remuneration Committee, the appointment of Shri. Mohammed Alisha Shaik, as Manager of the Company, for a period of 3 years with effect from 26.03.2016, made by the board of directors of the company at their meeting held on 26.05.2016, at a remuneration of Rs.35,000/- (Rupees Thirty Five Thousand only) per month and other superannuation benefits as per service rules of the Company, be and is hereby approved.”

“FURTHER RESOLVED THAT Shri. Mohammed Alisha Shaik in addition to above mentioned Salary and perquisites is also eligible for a commission of 3% on net profits of the Company arrived in pursuance of Section 198 of the Companies Act, 2013.”

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“FURTHER RESOLVED THAT the overall amount of remuneration payable to Shri. Mohammed Alisha Shaik shall not exceed 5% of net profits of the Company arrived in pursuance of Section 198 of the Companies Act, 2013.”

“FURTHER RESOLVED THAT in the event the Company does not have profits or the profit of the Company is inadequate in any financial year during his tenure as referred above, the amount of Salary and perquisites referred above shall be paid as minimum remuneration in terms of Section II of Part II of Schedule V to the Companies Act, 2013.”

By Order of the Board of Directors
For Kakatiya Textiles Ltd

Place: Hyderabad
Date : 21st November, 2016

Sd/-
V Ravindra Nath
Director
DIN: 00480295

NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

2. **A member entitled to attend and vote at the meeting is entitled to appoint one or more proxy to attend and on a poll, to vote instead of himself. A proxy need not be a member of the company. The instrument appointing the proxy should be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.**

A person can act as a proxy on behalf of members not exceeding fifty 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 the 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.

2. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.

3. Corporate Members intending to send their authorised representative to attend the Meeting are requested to send to the company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.

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5. The Register of Members and Share Transfer Books will remain closed from Wednesday, December 21, 2016 to Tuesday, December 27, 2016 (both days inclusive).
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Annual General Meeting.
7. Members holding shares in Physical form are requested to advise any change of address immediately to the Company/ Registrar and Share Transfer Agent M/s. Link Intime India Pvt. Ltd, Coimbatore Branch.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form may submit their PAN to the M/s. Link Intime India Pvt. Ltd, Coimbatore Branch.

8. Members desirous of receiving any information on the accounts or operations of the company are requested to forward his/her queries to the company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
9. Members who are holding Physical Shares in identical order of names in more than one folio are requested to send to the Company or to the Company's Share Transfer agent, the details of such folios together with the Share Certificates for consolidating their holding into single folio. The Share Certificates will be returned to the members after making requisite changes thereon.
10. Members are requested to mandatorily quote their Registered Folio No. or Demat Account No. and Depository Participant Identification Number (DPID No) on all correspondence with the company.
11. Securities and Exchange Board of India [SEBI] vide circular ref No.MRD/Dop/CIR-05/2007 dated April 27, 2007 made PAN, the sole Identification Number for all participants transacting in the Securities Market, irrespective of the amount of transaction. In continuation to the aforesaid circular, it is hereby clarified that for Securities Market Transactions and off market/ private transactions involving transfer of shares of listed companies in Physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the company/ RTA for registration of such Transfer of Shares.
12. Members are advised to update their email IDs with Company's RTA and/or concerned Depository participants as soon as possible.

13. Remote E-Voting

The items of business as set out in the Notice may be transacted through electronic voting system. Therefore, the Company is providing facility for voting by electronic means. Pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in force as on date and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility, as an alternate, to its members in respect of the business to be transacted at the AGM.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, December 20, 2016, i.e. the date prior to the commencement of Book Closure date, are entitled to vote on the resolutions set forth in this Notice. Eligible members who have acquired shares after the dispatch of the Annual Report may approach the Company for required assistance in connection with generation of the User ID / Password in order to exercise their right to vote by electronic means. The remote e-voting period will commence at 9.00 A.M. on Saturday, December 24, 2016 and will end at 5.00 P.M. on Monday, December 26, 2016. The members will not be able to cast their votes electronically beyond the date and time mentioned above.

The Company has appointed Mr. M B Suneel, Practicing Company Secretary (Membership. No. 31197 and C.P No. 14449) to act as the Scrutinizer to conduct and scrutinize the voting process in a fair and transparent manner. The Members desiring to vote through electronic mode may refer to the detailed procedure on remote e-voting given hereunder:

PROCEDURE FOR REMOTE E-VOTING:

The remote e voting period begins on Saturday, December 24, 2016 (9.00 A.M.) and ends on Monday, December 26, 2016 (5.00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. December 20, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- A. In case of members receiving e-mail (for members whose e-mail address are registered with the Company/Depositories)
- (i) The shareholders should log on to the remote e-voting website www.evotingindia.com.
 - (ii) Click on "Shareholders" tab.
 - (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

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- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat/ Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the **EVS**N for the relevant **<Kakatiya Textiles Limited>** on which you choose to vote.
- (xi) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “**YES/NO**” for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.

- (xii) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.
- (xiv) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on **“Click here to print”** option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving the physical copy of Notice of AGM (for members whose e-mail ids are not registered with the Company/Depositories):

Please follow all the steps from Sl. No. (i) to Sl. No. (xvii) to cast vote

The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make not later than 3 days of conclusion of the