

35th

Annual Report

2016 - 2017



KAKATIYA TEXTILES LIMITED

CIN: L18100AP1981PLC104439

35th ANNUAL GENERAL MEETING

Friday, 29th September, 2017
at 11.00 A.M.

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

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Corporate Information

Board of Directors & Key Managerial Personnel

Shri. Vanka Ravindra Nath	Chairman & Non-Executive Director
Smt. Vanka Raja Kumari	Non-Executive Director
Shri. Venkatasubbarao Gamini	Independent Director
Shri. Kudary Anand	Independent Director
Shri. Ranga Rao Avula	Manager (Appointed w.e.f 15/06/2017)
Shri. Mohammed Alisha Shaik	Manager (Resigned w.e.f 06/06/2017)
Shri. Maddimsetti Naga Raju	Company Secretary
Shri. Nanduri Hanumantha Rao	Chief Financial Officer

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

COMMITTEES**AUDIT COMMITTEE**

Shri. Kudary Anand
Shri. Vanka Ravindra Nath
Shri. Venkata Subba Rao Gamini

Chairman
Member
Member

NOMINATION AND REMUNERATION COMMITTEE

Shri. Venkatasubbarao Gamini
Shri. Kudary Anand
Smt. Vanka Raja Kumari

Chairman
Member
Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Shri. Venkatasubbarao Gamini
Shri. Kudary Anand
Smt. Vanka Raja Kumari

Chairman
Member
Member

Notice

Notice is hereby given that the 35th Annual General Meeting of the Company will be held on Friday, the 29th day of September, 2017 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, 2017 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 Smt. Vanka Raja Kumari (DIN: 00480392), who retires by rotation and being eligible offers herself for re-appointment.

Item No 3: Ratification of Appointment of Auditor:

Ratification of appointment of M/s. Chevuturi Associates, Chartered Accountants, Vijayawada as Statutory Auditors of the company and 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 Shri. Ranga Rao Avula as 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, 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 & Remuneration Committee and the Board of Directors, consent of the Members of the company be and is hereby accorded for the appointment of Shri. Avula Rangarao, as Manager of the Company, for a period of 3 years with effect from 15th June, 2017 at a remuneration of Rs. 9,00,000 per annum and other superannuation benefits as per service rules of the Company.”

KAKATIYA TEXTILES LIMITED

“FURTHER RESOLVED THAT Shri. Avula Rangarao in addition to above mentioned Salary 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.”

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

FURTHER RESOLVED THAT where in any financial year during the tenure of his appointment, the company has no profits or its profits are inadequate, Shri. Avula Rangarao shall be paid salary, allowances and perquisites in accordance with the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to file the necessary forms, returns, documents and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

By Order of the Board of Directors
For Kakatiya Textiles Ltd

Sd/-

M. Nagaraju
Company Secretary

Place: Hyderabad
Date : 14.08.2017

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.

3. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
4. 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.
5. 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.
6. The Register of Members and Share Transfer Books will remain closed from Saturday, September 23, 2017 to Friday, September 29, 2017 (both days inclusive).
7. 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.
8. 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.

9. 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.

10. 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.
11. 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.
12. 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.
13. Members are advised to update their email IDs with Company's RTA and/or concerned Depository participants as soon as possible.

14. 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 Friday, September 22, 2017, 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 Tuesday, September 26, 2016 and will end at 5.00 P.M. on Thursday, September 28, 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 CP 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 at 9.00 A.M. on Tuesday, September 26, 2017 and will end at 5.00 P.M. on Thursday, September 28, 2017. 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. September 22, 2017, 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.
- (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).