

KAKATIYA TEXTILES LIMITED

39th

Annual Report

2020-21



KAKATIYA TEXTILES LIMITED

CIN: L18100AP1981PLC104439

KAKATIYA TEXTILES LIMITED

39th Annual General Meeting

Monday, 27th Day of September, 2021,
at 4.30 P.M,

Through Video Conference/Other
Audio Visual Means (Vc/Oavm)

Contents

Page No.

| | |
|---------------------------------|----|
| ◆ Company Information | 4 |
| ◆ Notice | 6 |
| ◆ Director's Report | 21 |
| ◆ Independent Auditor's Report | 36 |
| ◆ Balance Sheet | 44 |
| ◆ Statement of Profit & Loss | 45 |
| ◆ Cash Flow Statement | 46 |
| ◆ Notes to Financial Statements | 47 |

KAKATIYA TEXTILES LIMITED

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Corporate Information

Board of Directors & Key Managerial Personnel

| | | |
|--------------------------------|---|-----------------------------------|
| Shri. Vanka Ravindranath | - | Chairman & Non-Executive Director |
| Smt. Vanka Raja Kumari | - | Non-Executive Director |
| Shri. Venkata Subba Rao Gamini | - | Independent Director |
| Shri. Kudary Anand | - | Independent Director |
| Shri. Ranga Rao Avula | - | Manager (up-to 09.03.2021) |
| Shri. Nanduri Hanumantha Rao | - | Chief Financial Officer |
| Shri. M Parthasarathy | - | Manager (w.e.f. 10.03.2021) |

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
Website: www.kakatiyatextiles.in

KAKATIYA TEXTILES LIMITED**COMMITTEE****AUDIT COMMITTEE**

Shri. Kudary Anand
Shri. Vanka Ravindranath
Shri. Venkata Subba Rao Gamini

Chairman
Member
Member

NOMINATION AND REMUNERATION COMMITTEE

Shri. Venkata Subba Rao Gamini
Shri. Kudary Anand
Smt. Vanka Raja Kumari

Chairman
Member
Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Shri. Venkata Subba Rao Gamini
Shri. Kudary Anand
Smt. Vanka Raja Kumari

Chairman
Member
Member

KAKATIYA TEXTILES LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 39th ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON MONDAY, THE 27TH DAY OF SEPTEMBER, 2021 AT 4:30 PM THROUGH VIDEO CONFERENCE/OTHER AUDIO VISUAL MEANS (VC/OAVM) TO TRANSACT THE FOLLOWING ITEMS OF BUSINESS:

ORDINARY BUSINESS:

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, 2021 together with the Report of the Board of Directors and Auditors thereon;

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.

SPECIAL BUSINESS:

3. To approve the appointment of Shri. M Parthasarathy as Manager of the Company:

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special 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 re-appointment of Shri. M Parthasarathy, as Manager of the Company, for a period of 3 years with effect from 10th March, 2021 at a remuneration of Rs. 9,00,000 per annum and other superannuation benefits as per service rules of the Company."

"FURTHER RESOLVED THAT Shri. M Parthasarathy 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. M Parthasarathy 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. M Parthasarathy shall be paid salary, allowances and perquisites in accordance with the provisions of Schedule V of the Companies Act, 2013."

KAKATIYA TEXTILES LIMITED

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/-
V Ravindranath
Chairman & Director
DIN 00480295**

Place: Tanuku
Date: 09.08.2021

KAKATIYA TEXTILES LIMITED

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated January 13, 2021 and May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") and Circular No. SEBI/H/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by Securities and Exchange Board of India ('SEBI Circular') permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio- Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Statement as required under section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Service (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting during the AGM will be provided by CDSL.
4. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re- appointment at this AGM is annexed.
5. The Register of Members and Share Transfer Books of the Company will remain closed from September 21, 2021 to September 27, 2021 (both days inclusive) for the purpose of giving effect to the transmission and transposition requests lodged with the Company.
6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd ("Link Intime") for assistance in this regard.
8. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the RTA/Company.

KAKATIYA TEXTILES LIMITED

9. To promote green initiative, Members who have not registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic form and with Link Intime, in case the shares are held in physical form.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Link Intime in case the shares are held by them in physical form.
11. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website <https://www.kakatiyatextiles.in>. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Link Intime in case the shares are held in physical form.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link Intime, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. 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 at the AGM.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 22, 2021 through email on cs@rspl.ind.in. The same will be replied by the Company suitably.
15. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or at any time subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref.no. MRD/Dop/Cir-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circulars, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company / RTA.
16. Members may also note that the Notice of the 39th Annual General Meeting is available on the Company's website: www.kakatiyatextiles.in. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection by the Members by writing an e-mail to the Company cs@rspl.ind.in.
17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.kakatiyatextiles.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and CDSL at <https://www.evotingindia.com/>. Members whose email IDs are not registered with the Company/Depositories are requested to follow the process provided further

KAKATIYA TEXTILES LIMITED

for registration of email IDs with the depositories for procuring user ID & password and registration of email IDs for e-voting for the resolutions set out in this notice.

18. At the Thirty-Eighth AGM held on September 29, 2020 the Members approved appointment of M/s. Chevuturi Associates, Chartered Accountants (Firm Registration No. 000632S) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the Forty Third AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Thirty Ninth AGM.

E-VOTING

CDSL e-Voting System - For Remote e-voting and e-voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at-least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kakatiyatextiles.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of