

# **SRI KPR INDUSTRIES LIMITED**



**KPR**

**31<sup>st</sup>  
Annual Report  
2018-2019**



CORPORATE INFORMATION

**BOARD OF DIRECTORS**

Shri. Jagadeeshwar Reddy Prodduturi	Chairman (Independent Director)
Shri. Kishan Reddy Nalla	Managing Director
Shri. Srinath Reddy Nalla	Whole time Director
Shri. Bhoopal Reddy Aleti	Whole time Director
Shri. Raja Reddy Gaddam	Whole time Director
Shri. Naveena Chandra Thammishetty	Independent Director
Shri. Krishna Prasad Srinivas	Independent Director
Shri. Vineel Reddy Nalla	Director
Shri. Vinitha Reddy Nalla	Director
Shri. Nandu Siddha Reddy	Chief Financial Officer
Ms. Ms. V Satya Lakshmi Sambhavi	Company Secretary

**COMMITTEES**

**AUDIT COMMITTEE**

Shri. Naveena Chandra Thammishetty	Chairman
Shri. Jagadeeshwar Reddy Prodduturi	Member
Shri. Krishna Prasad Srinivas	Member
Shri. Vineel Reddy Nalla	Member

**NOMINATION & REMUNERATION COMMITTEE**

Shri. Krishna Prasad Srinivas	Chairman
Shri. Naveena Chandra Thammishetty	Member
Shri. Jagadeeshwar Reddy Prodduturi	Member
Shri. Vineel Reddy Nalla	Member

**STAKEHOLDER RELATIONSHIP COMMITTEE**

Shri. Vineel Reddy Nalla	Chairman
Shri. Kishan Reddy Nalla	Member
Shri. Srinath Reddy Nalla	Member

**AUDITORS**

**Statutory Auditors**

M/s. Ayyadevara & Co.,  
Chartered Accountants,  
Hyderabad

**Internal Auditors**

M/s. A.M. Reddy & D.R. Reddy  
Chartered Accountants,  
Hyderabad

**COMPANY BANKERS**

State Bank of India, SME Branch, Saifabad, Hyderabad

**REGISTERED & CORPORATE OFFICE**

Vth Floor, K. P. R. House Sardar Patel Road, Secunderabad, Telangana – 500003

Tel: 040-27847121; Fax: 040 – 27892076;

E-Mail Id: [bwpl9@yahoo.com](mailto:bwpl9@yahoo.com);

Website: <http://www.kprindustries.in>

**PLANT LOCATION**

Sy No. 12, Gundlapochampally, Medchal, R.R. Dist.

**REGISTRAR & SHARE TRANSFER AGENT**

Karvy Fintech Pvt Ltd

Regd Off: KarvyHouse, 46, Avenue 4, Street No 1, BanjaraHills, Hyderabad – 500 034

Tel: +91-04-2331-2452/2332-0751/752/251

Fax: +91-40-2331-1968

Corporate Off: Karvy Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad – 500 032, Telangana

Tel: +91-40-67162222, 33211000

Fax: +91-40-23420814

Email Id: [support@karvy.com](mailto:support@karvy.com);

Website: [www.karvyfintech.com](http://www.karvyfintech.com)

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## SRI KPR INDUSTRIES LIMITED

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### SRI KPR INDUSTRIES LIMITED

5th Floor, KPR House, Sardar Patel Road, Secunderabad-500 003

Tel: +91 40 27847121, 27819868; Fax: +91 40 27892076

E-mail: [bwpl9@yahoo.com](mailto:bwpl9@yahoo.com); Website: [www.kprindustries.in](http://www.kprindustries.in)

CIN: L20200TG1988PLC009157

### NOTICE TO SHAREHOLDERS

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting (AGM) of **SRI KPR INDUSTRIES LIMITED** will be held on, the Monday 30<sup>th</sup> day of September, 2019 at 10.00 A.M. at Nagarjuna Function Hall, Nagarjuna Nagar, Yellareddyguda, (Behind Chermas Showroom), Ameerpet, Hyderabad-500 073 to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board and Auditors thereon; and
2. To consider appointment of Sri. Vineel Reddy Nalla, who retires by rotation and being eligible, offers himself for re-appointment and to pass with or without modification(s) the following as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for re-appointment of Sri. Vineel Reddy Nalla, Director, to the extent that he is required to retire by rotation and continuation as Director of the Company."

3. To consider appointment of Smt. Vinitha Reddy Nalla, who retires by rotation and being eligible, offers herself for re-appointment and to pass with or without modification(s) the following as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for re-appointment of Smt. Vinitha Reddy Nalla, Director, to the extent that she is required to retire by rotation and continuation as Director of the Company."

4. To Consider and if thought fit to pass with or without modification as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 as amended from time to time and pursuant to

resolution passed by the Members at the Annual General Meeting held on September 29, 2017 Consent of the Members be and is hereby accorded ratifying the appointment of M/s. Ayyadevara & Co., Chartered Accountants (Firm Reg No. 000278S), Hyderabad as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company at such remuneration as may be mutually agreed by the Board in consultation with them."

5. To appoint Sri. Indrasena Reddy Gaddam as Independent Director and to pass with or without modification(s) the following as an **"Special Resolution"**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri. Indrasena Reddy Gaddam who was appointed as an Additional Non Executive Independent Director of the Company and who holds office upto ensuing Annual General Meeting of the Company and in respect of whom notice under Section 160 of the Companies Act, 2013 read with Rule 13 Companies (Appointment and Qualification of Directors) Rules, 2014 has been received from a Member signifying his intention to propose Sri. Indrasena Reddy Gaddam as a candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director for a term of 5 (Five) years effective from September 30, 2019 to September 30, 2024 and that he shall not be liable to retire by rotation in terms of relevant provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Sd/-

KISHAN REDDY NALLA

MANAGING DIRECTOR

DIN: 00038966

Place: Secunderabad

Date: 03.09.2019



## NOTES:

1. Details of directors retiring by rotation/ seeking appointment/ re-appointment at the ensuing Meeting are provided in the "Annexure" to this notice pursuant to provisions of the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The directors have furnished declaration as required under the Companies Act, 2013 and the Rules made thereunder.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013 read with Rule 19 of Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members 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 proxy for any other member.
3. The instrument of proxy in order to be effective should be deposited at the Registered Office of the Company, duly filled, stamped and signed, not later than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed. Proxies submitted on behalf of the Limited Companies, societies etc., must be supported by an appropriate resolution/ authority as applicable.
4. Corporate members intending to send their authorized representative(s) to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send the Company, a certified copy of the relevant Board Resolution together with the respective specimen signature of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
5. Members/ proxies/ authorized representatives are requested to bring the Attendance Slip enclosed herewith, duly filled and signed, mentioning therein the details of their DP ID and Client ID/ Folio No.
6. The Register of Members and Share Transfer books of the Company will remain closed from September 23, 2019 to September 30, 2019 (both days inclusive).
7. Members who hold shares in the dematerialized form and want to change/ correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, Registrar is obliged to use only the data provided by the Depositories, in case of such demat shares.
8. Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, M/s KarvyFintech Private Limited, Karvy Selenium Tower B, 31-32, Financial District, Nanakramguda, Gachibowli, Hyderabad 500 032.
9. Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management including transfer of shares. Members can contact the Company or M/s KarvyFintech Private Limited for assistance in this regard.
10. In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") securities of the listed companies can only be transferred in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of the above, Members are advised to dematerialize shares held by them in physical form.
11. In case of joint holders attending the AGM, 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.
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository.
14. Physical copy of the Notice of AGM, Annual Report and Attendance Slip along with proxy form is being sent to those members who have not registered their e-mail address with the Company. Members who have received the notice of AGM, Annual Report and Attendance slip along with the proxy form in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration counter at the AGM.
15. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, the Company has also provided a facility to members to exercise their right to vote electronically through the electronic voting service facility arranged by KarvyFintech Private Limited on all the resolutions set forth in this Notice. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not casted their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the notice. Resolution(s) passed by the members through e-voting is/ are deemed to have been passed as if they have been passed at the AGM.

16. The Board has appointed Ms. D. Soumya, Practicing Company Secretary (Membership No. ACS 29312) to act as the Scrutinizer, to Scrutinize the entire e-voting process in a fair and transparent manner.
17. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with M/s. Karvy Fintech Private Limited. Members are requested to update their e-mail address along with their Client ID/ DP ID with their respective DP for their demat account(s). The registered e-mail address will be used for sending future communications.
18. The route map showing directions to reach the venue of the AGM is annexed to this notice.
19. Members may also note that the notice of the 31<sup>st</sup> AGM and the Annual report for the year 2018-19 will be available on the Company's website [www.kprindustries.in](http://www.kprindustries.in). The physical copies of the said documents shall be open for inspection by Members at the Company's registered office of the company during the normal business hours on all working days till the date of the Annual General Meeting.
20. 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 Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the Securities market. Members holding shares in electronic form are,

therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Registrar and Share Transfer Agents, KarvyFintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032.

22. Members who wish to claim Dividends, which remain unclaimed are requested to either correspond with the Company's Registrar and Share Transfer Agent (KarvyFintech Private Limited) Members are requested to note that dividends not encashed/ claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
23. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
24. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into single folio.

#### PROCEDURE FOR REMOTE E-VOTING

A. The Company has appointed M/s. KarvyFintech Private Limited ("Karvy") to provide the remote e-voting facility. The instructions for remote e-voting are as under:

- i. In case of members receiving an email from M/s. KarvyFintech Private Limited:
  - i. The e-voting commences on Friday, September 27, 2019 at 10.00 A.M. and ends on Sunday, September 29, 2019 at 5.00 P.M. IST. During this period, Members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date i.e., September 20, 2019, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter.
  - ii. Launch an internet browser and open <http://evoting.karvy.com>

- iii. Enter the login credentials i.e User ID and password, provided in the email received from M/s. KarvyFintech Private Limited as below:

User – ID	<b>For Members holding shares in Demat form:-</b> a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID <b>For Members holding shares in Physical Form:-</b> Event no. followed by Folio Number registered with the Company.
Password	Your password is sent through e-mail/ printed on the covering letter
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.



- iv. After entering the above details click on – **Login**.
  - v. Password change menu will appear. Change the password with a new password of your choice. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. After changing the password, you need to login again with the new credentials.
  - vi. If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any Company, then your exiting login id and password are to be used.
  - vii. On successful login, the system will prompt you to select the E-voting event.
  - viii. Select 'EVENT' of SRI KPR INDUSTRIES LIMITED and click on - **Submit**.
  - ix. Now you are ready for e-voting as 'Ballot Form' page opens.
  - x. On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/ AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'.
  - xi. After selecting the resolution you have decided to vote, 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.
  - xii. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xiii. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
  - xiv. Corporate/ Institutional members (Corporates/ Financial Institutions/ FII's/ Trust/ Mutual Funds/ Banks, HUF, NRI etc) are required to send scanned copy (PDF/ JPEG format) of the relevant Board resolution/ Authority Letter together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [gsoumya.cs@gmail.com](mailto:gsoumya.cs@gmail.com) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned document should be in the naming format "Corporate Name\_ Event no."
2. In case of members receiving Physical copy of Notice of AGM and Attendance Slip [for members whose e-mail IDs are not registered with the Company/ Depository Participant(s)]:
    - i. USER ID and Password is provided separately.
    - ii. Please follow all steps from Sr. No. (a)(i) to (a)(xiii) mentioned above, to cast vote.
- B. In case of any queries relating to e-voting, please visit "Help & FAQs" section on Karvy's website: <https://evoting.karvy.com>.
- i. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting through electronic voting system or poll paper.
  - ii. Members who have acquired shares after the dispatch of Notice of AGM and holding shares as on the cut-off date, may obtain the user ID and Password by sending a request at [evoting@karvy.com](mailto:evoting@karvy.com).
    - a. However, if you are already registered with M/s. KarvyFintech Private Limited for remote e-voting, then you can use your existing user ID and Password/PIN for casting your vote.
    - b. If you forget your password, you can reset your password by using "Forgot User Details/ Password" option available on <https://evoting.karvy.com>.
  - iii. The scrutinizer shall, immediately after the conclusion of remote e-voting at the Annual General Meeting, first count the votes casted at the meeting and thereafter unblock the votes cast through remote e-voting in presence of at least two (2) witnesses not in the employment of



the Company and make within a period not exceeding 2 (Two) days from conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or person authorized by him of the Company.

- iv. The Results of the voting declared along with Scrutinizer's Report(s) will be placed on the website of the Company <http://www.kprindustries.in>. The Company

shall simultaneously forward the results to BSE Limited where the shares of the Company are listed.

- v. The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of voting results (i.e. remote e-voting along with the physical / ballot voting at the AGM).

**EXPLANATORY STATEMENT:****ITEM NO. 3&4:**

In terms of Section 152(6)(a) of the Companies Act, 2013, not less than two-third of the total number of directors of the public Company are liable to retire by rotation, unless the articles of association of such Company provide for retirement of all directors at every Annual General Meeting. The explanation to Section 152(6)(a) of the Companies Act, 2013 states that the term of "total number of directors" shall not include Independent Directors of a company. Further, Section 149(13) of the Companies Act, 2013, provides that Section 152(6) and 152(7) dealing with retirement of directors by rotation shall not be applicable to Independent Directors.

In accordance with Section 152(6)(c) of the Companies Act, 2013 one-third of the total number of directors are liable to retire by rotation or if the number is neither three or a multiple of three, then the number nearest to one third shall retire at the AGM of a Company every year.

The Company has 9 Directors, out of whom 4 are executive Directors, 2 are Non-executive Directors and 3 are Independent Directors, out of whom Sri. Vineel Reddy Nalla, Director and Smt.Vinitha Reddy Nalla, Director have been long in the office. In order to ensure compliance of section 152 of the Companies Act, 2013, Sri.Vineel Reddy Nalla and Smt.Vinitha Reddy Nalla retire by rotation at the ensuing Annual General Meeting and being eligible are seeking re-appointment. This retirement and reappointment is only to comply with the provisions of the Companies Act, 2013 and as such shall not be treated as break in the employment of Sri. Vineel Reddy Nalla and Smt.Vinitha Reddy Nalla as Directors of the Company.

In view of the above, the Board recommends the re-appointment of Sri. Vineel Reddy Nalla and Smt.Vinitha Reddy Nalla as Directors of the Company and their continuation as Directors of the Company on terms and conditions approved by the members.

The Board of Directors recommends the resolution set out in item No. 2 & 3 for approval of members.

Except the appointees and Sri.Srinath Reddy Nalla, and Sri.Kishan Reddy Nalla none of the other directors are concerned or interested or otherwise in the aforesaid resolution except as shareholder of the company.

**ITEM NO: 5**

The Board of Directors vide its resolution dated August 30, 2019 have appointed Sri. Indrasena Reddy Gaddam as an Additional Non Executive Independent Director of the Company. Pursuant to Sections 161, 149 of the Companies Act read with Articles of Association of the Company he holds office upto the date of ensuing Annual General Meeting. In terms of section 160 of the Companies Act, 2013, the Board of Directors of the Company proposes for appointment of Sri. Indrasena Reddy Gaddam as Non Executive Independent Director of the Company not liable to retire by rotation for a term of consecutive period of 5 years from August 30, 2019 to August 29, 2024 as per the provisions of sections 149 and 152 of the Companies Act, 2013.

Sri.Indrasena Reddy Gaddam has given declaration to the Board of Directors of the Company that he meets the criteria of Independence as required under Section 149 of the Companies Act, 2013. In the opinion of the Board of Directors, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director of the Company. Further he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Directors are of the view that the appointment of Sri. Indrasena Reddy Gaddam will be beneficial to the Company and that the Company should receive the benefit of his valuable experience and advice and commends his appointment.

Except Sri.Indrasena Reddy Gaddam, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise, in the resolution set out therein. Sri.Indrasena Reddy Gaddam is not related to any other Director of the Company.

The Board of Directors recommends the resolution set out at Item No. 5 for approval of the Members as special resolution.

**By Order of the Board of Directors**

Sd/-

**KISHAN REDDY NALLA**  
**MANAGING DIRECTOR**  
**DIN: 00038966**

Place: Secunderabad

Date: 03.09.2019