

SRI KPR INDUSTRIES LIMITED



**32nd Annual Report
2019-20**

CORPORATE INFORMATION

BOARD OF DIRECTORS AS ON 11.11.2020

Mr. Jagadeeshwar Reddy Podduturi	Chairman (Independent Director)
Mr. Kishan Reddy Nalla	Managing Director
Mr. Srinath Reddy Nalla	Whole Time Director
Mr. Bhoopal Reddy Aleti	Whole Time Director
Mr. Raja Gaddam Reddy	Whole Time Director
Mr. Naveena Thammishetty Chandra	Independent Director
Mr. Indrasena Reddy Gaddam	Independent Director
Mr. Vineel Reddy Nalla	Director
Ms. Vinitha Nalla	Woman Director
Mr. Nandu Siddha Reddy	Chief Financial Officer
Ms.Channamalla Pratusha	Company Secretary

COMMITTEES

AUDIT COMMITTEE

Mr. Jagadeeshwar Reddy Poddaturi	Chairman
Mr. Naveena Thammishetty Chandra	Member
Mr. Vineel Reddy Nalla	Member
Mr. Indrasena Reddy Gaddam	Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Naveena Thammishetty Chandra	Chairman
Mr. Jagadeeshwar Reddy Poddaturi	Member
Mr. Vineel Reddy Nalla	Member
Mr. Indrasena Reddy Gaddam	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Indrasena Reddy Gaddam	Chairman
Mr. Srinath Reddy Nalla	Member
Mr.Vineel 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

E-Mail Id: bwpl9@yahoo.com;

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

PLANT LOCATION

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

REGISTRAR & SHARE TRANSFER AGENT

KFin Technologies Private Limited

Registered Address: Selenium, Tower B, Plot No - 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddi – 500032, Telangana

Tel: +91-40-67162222, 33211000

Fax: +91-40-23420814

Email Id: compliance.corp@kfintech.com

Website: www.kfintech.com

SRI KPR INDUSTRIES LIMITED
5th Floor, KPR House, Sardar Patel Road, Secunderabad-500 003
Tel: +91 40 27847121,
E-mail: bwpl9@yahoo.com; Website: www.kprindustries.in
CIN: L20200TG1988PLC009157

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 32nd Annual General Meeting (AGM) of **SRI KPR INDUSTRIES LIMITED** ("the Company") will be through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") at 5th Floor, KPR House, Sardar Patel Road, Secunderabad-500 003 on, Monday the, 14th day of December, 2020 at 11:00 A.M. to transact the following businesses: -

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board and Auditors thereon; and

2. To appoint Mr. Srinath 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 Mr. Srinath Reddy Nalla, Director, to the extent that he is required to retire by rotation and continuation as Whole Time Director of the Company."

3. To appoint Mr. Gaddam Raja Reddy, 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 Mr. Gaddam Raja Reddy Director, to the extent that he is required to retire by rotation and continuation as Whole Time 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."

SPECIAL BUSINESS:

5. To consider and ratify the re-appointment of Mr. Jagadeeshwar Reddy Podduturi as Independent Director and to

pass with or without modification(s) the following as Special Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Jagadeeshwar Reddy Podduturi (DIN: 02582809), who holds office of Independent Director up to November 13, 2020 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from November 14, 2020.”

6. To consider and approve the appointment of Ms. Indani Venkata Lakshmi (DIN: 06964136) as an Independent Director and to pass with or without modification(s) the following as an Ordinary Resolution.

“RESOLVED THAT pursuant to Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the

Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommend the appointment of Ms. Indani Venkata Lakshmi (DIN: 06964136) as an Independent Director pursuant to Section 161(1) of the Act and the Articles of Association of the Company, subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of Five (5) consecutive years with effect from December 14, 2020 to December 13, 2025 (both days inclusive) and she is not liable to retire by rotation.”

**By Order of the Board of Directors
For Sri KPR Industries Limited**

Sd/-

**Kishan Reddy Nalla
Managing Director
DIN: 00038966**

**Place: Secunderabad
Date: 11.11.2020**

NOTES:

1. In view of the current extraordinary circumstances due to the pandemic caused by COVID-19 prevailing in the country, social distancing norm to be followed, a General Circular No. 20/2020 was issued by Ministry of Corporate Affairs dated May 05, 2020 ("MCA Circular") stating that the Companies be allowed to conduct the AGM through VC or OAVM for the calendar year 2020. In terms of the said Circular(s), the AGM of the Members be held through VC or OAVM which does not require physical presence of members at a common venue in order to maintain social distancing and the deemed venue for this AGM shall be the Registered Office of the Company. Hence, Members can attend and participate in the AGM through VC/OAVM only. Also, all the Special Businesses mentioned under item no. 5 & 6 being unavoidable, be transacted at this AGM of the Company.
2. The Company is adhering and complying with all the provisions mentioned in the General Circular No.14/2020 issued by MCA on April 08, 2020 & General Circular No. 17/2020 issued by MCA on April 13, 2020 ("MCA Circular"). The Company has made all the necessary arrangements to avoid failure of VC/OAVM connection. The Company has ensured sufficient and adequate security to safeguard the integrity of the meeting. The recorded transcript of the meeting will be maintained in a safe custody of the Company.
3. Since the AGM under this framework will be conducted through VC/ OAVM as per the MCA Circular and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular"), where physical attendance of members in any case has been dispensed with, there is no requirement of appointing proxies. Accordingly, the facility of appointment of proxies by members will not be available for this meeting. Therefore, instrument for appointing proxy and attendance slip is not being attached herewith.
4. In pursuance of section 113 of the Act, representatives of the corporate members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC/OAVM. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company at e-mail id: bwpl9@yahoo.com.
5. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice as required under Secretarial Standard-02 (SS-02).
6. Attendance of the Members participating in the AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto and forms part of this notice.
8. Additional information, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable Secretarial Standard, on Directors recommended by the Board for appointment/ re-appointment at the AGM is annexed hereto.
9. Relevant documents referred to in the accompanying Notice and the statement are open for inspection by the members in the electronic mode. For this purpose, members may write to the Company seeking any document for inspection

on bwpl9@yahoo.com. The same will be replied by the Company suitably.

10. The Register of members and share transfer books of the Company shall remain closed from Saturday, December 5, 2020 to Monday, December 14, 2020 (Both days inclusive).
11. Kind attention of the members holding shares in physical form:

SEBI has mandated submission of Permanent Account Number (PAN) and bank details by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the Company's RTA.

Securities of listed companies would be transferred in dematerialised form only, effective from April 01, 2019. In view of the same members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management.

Members can contact the Company's RTA for assistance in this regard at following address:
M/s. KFin Technologies Private Limited
(formerly known as Karvy Fintech Private Limited) Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad - 500 032
Toll free no.: 1800-3454-001
email: einward.ris@kfintech.com

12. In support of the "Green Initiative" announced by the Government of India and in view of the MCA Circulars & SEBI Circular and on account of threat posed by COVID-19 pandemic situation, a copy of the Annual Report and this Notice, inter alia indicating the process and manner of remote e-voting, are being sent only through electronic mail to the members, and to all

other persons so entitled and express our inability to dispatch hard copy of the same to the members of the Company. The Notice of the AGM of the Company and copy of Annual Report 2019-20 are also available on the Company's website <http://www.kprindustries.in> and on the website of BSE Limited at <https://www.bseindia.com> and also on the website of RTA at <https://emeetings.kfintech.com>.

13. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices and Circulars etc., from the Company electronically.
14. To facilitate such shareholders to receive this notice electronically and cast their vote electronically, the Company has made special arrangement with its RTA for registration of email address in terms of the aforesaid MCA Circulars & SEBI Circular.
15. **THE PROCESS FOR REGISTRATION OF EMAIL ADDRESSES IN THE FOLLOWING:**

Those members who have not registered their email address with the Company and who wish to participate in the AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, are requested to get their email addresses registered by following the procedure given below:

- a) Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
16. Members holding shares in physical form may register their email address and mobile number with Company's RTA by sending an e-mail request at einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and

copy of share certificate for registering their email address and receiving the Annual report, AGM Notice and the e-voting instructions.

17. Members can submit questions in advance from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, on the Company's email address bwpl9@yahoo.com from December 11, 2020 at 9.00 am I.S.T. to December 13, 2020 at 5.00 pm I.S.T. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

18. Members, who would like to ask questions during the AGM need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, on the Company's email address bwpl9@yahoo.com or by visiting <https://emeetings.kfintech.com> and click on "Speaker Registration" from December 11, 2020 at 9.00 am I.S.T. to December 13, 2020 at 5.00 pm at I.S.T. Those Members who have registered themselves as a speaker only shall be allowed to ask questions during the AGM, depending upon the availability of time. However, it is requested to raise the questions precisely and in short at the time of meeting to enable us to answer the same. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

19. Members can login and join the meeting 15 minutes prior to the scheduled time i.e. 10.45 a.m. (IST) of the meeting and the window shall be kept open till the expiry of 15 minutes after the scheduled time of meeting.

20. The VC/OAVM meeting will be held by way of teleconferencing/ webex. Members may note that the VC/OAVM Facility allows participation of at least 1,000 Members on a first-come-first-served basis. The large

shareholders (i.e. 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. can attend the AGM without any restriction on account of first-come-first-served principle. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM through VC/OAVM Facility.

21. Instructions for participating in the AGM are as under:

a. Members may participate in the AGM through VC/ OAVM at <https://evoting.karvy.com/> by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.

b. Members may use smart phone/laptop to participate in the meeting, however, for the better experience it is advisable to join the meeting through Laptops connected through broad band.

c. Members are requested to use internet with a good speed to avoid any disturbance during the meeting.

d. Members who need technical assistance before or during the AGM, can contact RTA at <https://ris.kfintech.com/agmq/agmq/login.aspx>

22. Information relating to e-voting are as under:

a. Pursuant to the provisions of section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules,

2014, as amended and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has provided to its members the facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system only.

b. The Company has engaged the services of KFin Technologies Private Limited ("RTA") as the Agency to provide remote e-voting/ e-voting facility.

c. The Board of Directors of the Company has appointed Ms. D. Soumya, Practicing Company Secretary (M. No: ACS 29312, C.P. No. 13199) as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

d. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Member/ Beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Friday, December 4, 2020.

e. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Member/ Beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Friday, December 4, 2020.

f. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: from 9.00 a.m. (IST) on December 11, 2020.

End of remote e-voting: up to 5.00 P.M. (IST) on December, 13, 2020.

g. The remote e-voting will be blocked beyond the aforesaid date and time and the e-voting module shall be disabled by RTA upon expiry of the aforesaid period. The Scrutinizer, after scrutinizing the votes cast through remote e-voting/ e-voting, will, not

later than 48 hours of conclusion of the Meeting through VC/ OAVM, make a scrutinizer's report and submit the same to the Chairman. The voting results declared along with the scrutinizer's report shall be placed on the website of the Company <http://www.kprindustries.in> and the stock exchanges. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM through VC/ OAVM i.e. December 14, 2020.

h. Any person who becomes a member of the Company after sending the Notice of the Meeting on their respective email IDs and holding shares as on the cut-off date i.e., Friday, December 04, 2020, may obtain the User ID and password by sending email to RTA's website at evoting@karvy.com or may call RTA's toll free number 1800-3454-001.

i. The members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

j. The Members present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

23. Instructions for remote e-voting are explained below:

A. Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: [https:// evoting.karvy.com](https://evoting.karvy.com).
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, the User

ID will be E-Voting Event Number + Folio No. In case of Demat account, the User ID will be your DP ID and Client ID. However, if you are already registered with RTA for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1800-3454-001 for your existing password.

- iii. After entering these details appropriately, click on "LOGIN". You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise 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 prompt you to change your password and update your contact details like mobile number, email address, 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.
 - iv. You need to login again with the new credentials.
 - v. On successful login, the system will prompt you to select the E-Voting Event Number for Sri KPR Industries Limited. On the voting page enter the number of shares (which represents the number of votes) as on the cut- off date under "FOR/ AGAINST" 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 as on the cut- off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - vi. Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - vii. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - viii. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - ix. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify.
 - x. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
 - xi. For any assistance, kindly contact the toll free number 1800-3454-001.
- B. Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with the RTA, by accessing the link: https://karisma.kfintech.com/email_reg. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with