

SRI KPR INDUSTRIES LIMITED



**33rd Annual Report
2020-21**

CORPORATE INFORMATION

BOARD OF DIRECTORS	
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
Mrs. Indani Venkata Lakshmi	Independent Director
Mr. Vineel Reddy Nalla	Director
Ms. Vinitha Nalla	Woman Director
Mr. Nandu Siddha Reddy	Chief Financial Officer
Ms. Pratyaksha Shukla	Company Secretary & Compliance Officer

COMMITTEES	
AUDIT COMMITTEE	
Mr. Jagadeeshwar Reddy Podduturi	Chairman
Mr. Naveena Thammishetty Chandra	Member
Mr. Vineel Reddy Nalla	Member
NOMINATION AND REMUNERATION COMMITTEE	
Mr. Naveena Thammishetty Chandra	Chairman
Mr. Jagadeeshwar Reddy Podduturi	Member
Mr. Vineel Reddy Nalla	Member
STAKEHOLDERS RELATIONSHIP COMMITTEE	
Mrs. Indani Venkata Lakshmi	Chairman
Mr. Srinath Reddy Nalla	Member
Mr. Vineel Reddy Nalla	Member

AUDITORS	
<u>STATUTORY AUDITORS</u>	<u>INTERNAL AUDITORS</u>
M/s. Ayyadevara & CO Chartered Accountants Hyderabad	M/s. A.M. Reddy & D.R. Reddy Chartered Accountants Hyderabad

COMPANY BANKERS

State Bank of India, SME Branch, Saifabad, Hyderabad

REGISTERED OFFICE

Vth Floor, V K Towers, 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

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, V K Towers, 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 33rd Annual General Meeting (AGM) of **SRI KPR INDUSTRIES LIMITED** ("the Company") will be held on, Thursday the, 23rd day of September, 2021 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") 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, 2021 together with the Reports of the Board and Auditors thereon.
2. To declare Dividend for the Financial Year 2020-21.
3. To appoint Mr. Kishan 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 appointment of Mr. Kishan Reddy Nalla, Director, to the extent that he is required to retire by rotation and continuation as Managing Director of the Company."

4. To consider appointment of Mr. Bhoopal Reddy Aleti, 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. Bhoopal Reddy Aleti, Director to the extent that he is required to retire by rotation and continuation as Whole Time Director of the Company."

5. 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:

6. To consider and approve the re-appointment of Mr. Naveena Chandra Thammishetty as Independent Director and to pass with or without modification(s) the following as a **Special Resolution**.

“**RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies 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 Mr. Naveena Chandra Thammishetty (DIN:00231636), who holds office of Independent Director up to September 29, 2021 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 that is upto September 30, 2026.

7. To consider and approve the re-appointment of Mr. Kishan Reddy Nalla, (DIN: 00038966), as Managing Director and to pass with or without modification(s) the following as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under (including any statutory amendment(s), modification(s), or re-enactments thereof for the time being in force), consent of the members be and is hereby accorded for re-appointment of Mr. Kishan Reddy Nalla who has attained the age of 70 years as Managing Director of the Company for a period of 5 (Five) Years on remuneration not exceeding 24 Lakhs per annum for a period of 3 years with effect from November 14, 2021 and on such terms and conditions as decided and agreed thereon”.

**By Order of the Board of Directors
For Sri KPR Industries Limited
Sd/-
Kishan Reddy Nalla
Managing Director
DIN: 00038966**

**Place: Secunderabad
Date: 12.08.2021**

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, April 8, 2020, April 13, 2020 and January 13, 2021 ("MCA Circular") stating that the Companies be allowed to conduct the AGM through VC or OAVM for the calendar year 2020-21. 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. 6 & 7 being unavoidable, be transacted at this AGM of the Company.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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 are also annexed to this Notice.
3. 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 and January 13, 2021 ("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.
4. 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.
5. 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 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.
6. 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 and relogged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. 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, KFin Technologies Private Limited for assistance in this regard.

7. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice as required under Secretarial Standard-2 (SS-02).
8. 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.
9. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company / KFin Technologies Private Limited (if shares held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to bwpl9@yahoo.com by 5.00 P.M. IST on September 17, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

10. 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.

11. 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.

12. Relevant documents referred to in the accompanying Notice and the statements 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.
13. The Register of members and share transfer books of the Company shall remain closed from Friday, September 17, 2021 to Thursday, September 23, 2021 (Both days inclusive).
14. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on Tuesday, September 28, 2021 as under:
 - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of end of day on Friday, September 17, 2021;
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, September 17, 2021.
15. 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 dematerialized form only, effective from April 1, 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
Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad - 500 032

Toll free no.: 1800-3454-001

email: einward.ris@kfintech.com

16. 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 along with Annual Report is available on the Company's website <http://www.kprindustries.in> and on the website of BSE Limited.

17. 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.

18. 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.

19. 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.
20. 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.

To register e-mail address for all future correspondence and update the bank account details please contact your contact your Depository Participant and follow the

process thereon (in case of Demat Holding) and incase of physical, kindly contact RTA / Company.

21. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.

22. 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. The said form can be downloaded from the Company's website http://www.kprindustries.in/docs/downloads/NominationForm_SH_13.

Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to KFin Technologies Private Limited in case the shares are held in physical form.

23. 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. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

24. 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 September 20, 2021 to September 22, 2021 by 5.00 pm IST. 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.

25. Members are requested to note that, dividends if not en-cashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is a part of this Annual Report

26. 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.

27. 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.

28. 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 toll free number 1800-309-4001 or write to evoting@kfintech.com.

29. 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. September 16, 2021.

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

Commencement of remote e-voting:
September 20, 2021 (9.00 A.M.)

End of remote e-voting: September 22, 2021
(5.00 P.M.)

f. 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