

CIN : L20200TG1988PLC009157



SRI KPR INDUSTRIES LIMITED

Manufacturers of : "SVP" brand A.C. Pr. Pipes under MAZZA Process
(Formerly Known as Sri Venkateswara Pipes Limited)



5th Floor, V.K. Towers, S.P. Road, Secunderabad - 500 003 (T.S.)
Phone : +91-40-27847121, e-mail : svpl9@yahoo.com & ~~skil9@yahoo.com~~ ~~bwpl9@yahoo.com~~

Date: 05.09.2022

To,
BSE Limited,
Department of Corporate Services,
PJ Towers,
Dalal Street, Mumbai – 400001

Sub: Notice convening 34th Annual General Meeting

Scrip Code: 514442

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice convening the 34th Annual General Meeting of the Company, scheduled to be held on Thursday, September 29th, 2022 at 03 :00 P.M. through Video Conferencing/ Other Audio Visual Means.

We request you to kindly take the same on record

For SRI KPR INDUSTRIES LIMITED

Teja B
Company Secretary and Compliance Officer

Encl: As above

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 34th Annual General Meeting (AGM) of **SRI KPR INDUSTRIES LIMITED** ("the Company") will be held on, Thursday the, 29th day of September, 2022 at 03:00 P.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, 2022 together with the Reports of the Board and Auditors thereon.

2. To appoint 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 the re-appointment of Sri Vineel Reddy Nalla, Director, to the extent that he is required to retire by rotation and to continue as the Director of the Company."

3. To appoint Smt. Vinitha 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 the re-appointment of Smt. Vinitha Nalla, Director to the extent that she is required to retire by rotation and continue as the 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 consent of the members be and is hereby accorded for the appointment of M/s. A.M Reedy & D.R Reddy., Chartered Accountants (Firm Reg No. 009068S), Hyderabad as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the 39th 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 re-appoint Shri. Srinath Reddy Nalla as whole time director and to pass with or without modification(s) the following as an **Ordinary Resolution:**

“RESOLVED THAT in supersession to the earlier resolution passed and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members be and is hereby accorded for the re-appointment of Shri. Srinath Reddy Nalla, as Whole-time Director of the Company for a period of 5 (Five) years for a remuneration not exceeding Rs. 24 Lakhs per annum for a period of 3 years, w.e.f. October 1, 2022, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit subject to aforesaid limits.”

“RESOLVED FURTHER THAT the Chairman or any other Board Member or Company Secretary be and are hereby severally authorized to do all such things, deeds, matters and acts as may be necessary, proper or expedient to give effect to this resolution.”

6. To re-appoint Shri. Raja Reddy Gaddam as whole time director and to pass with or without modification(s) the following as an **Special Resolution**:

“RESOLVED THAT in supersession to the earlier resolution passed and in accordance with the provisions of Sections 196, 197 and 203

read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to his attaining the age of 81 years, consent of the members be and is hereby accorded for the re-appointment of Shri. Raja Reddy Gaddam as Whole-time Director of the Company for a period of 5 (Five) years for a remuneration not exceeding Rs. 24 Lakhs per annum for a period of 3 years, w.e.f. October 1, 2022, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit subject to aforesaid limits.”

“RESOLVED FURTHER THAT the Chairman or any other Board Member or Company Secretary be and are hereby severally 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
For Sri KPR Industries Limited
Sd/-
Teja Bathineedi
Company Secretary and Compliance Officer**

**Place: Secunderabad
Date: 30.08.2022**

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, January 13, 2021 and May 05, 2022 ("MCA Circular") stating that the Companies be allowed to conduct the AGM through VC or OAVM for the 2021-22. 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 and May 05, 2022 ("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/CMD2/CIR/P/2022/62 dated May 13, 2022 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 re-lodged 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 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. 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.
10. 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.
11. 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.
12. The Register of members and share transfer books of the Company shall remain closed from Wednesday, September 21st, 2022 to Thursday, September 29th, 2022 (Both days inclusive).

13. 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 Limited Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032

Toll free no.: 1800-309-4001

email: einward.ris@kfintech.com

14. 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.

15. 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.
16. 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.
17. **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.
18. 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 in case of physical, kindly contact RTA / Company.
19. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.
20. 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 Limited in case the shares are held in physical form.
21. 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.
22. 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 26th, 2022 09:00 am IST to September 28, 2022 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.

23. Members can login and join the meeting 15 minutes prior to the scheduled time i.e. 02.45 P.M. (IST) of the meeting and the window shall be kept open till the expiry of 15 minutes after the scheduled time of meeting.
24. The VC/OAVM meeting will be held by way of teleconferencing/Octa Platform provided by KFin Technologies Limited, RTA. 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.
25. Instructions for participating in the AGM are as under:
 - a. Members may participate in the AGM through VC/ OAVM at <https://evoting.kfintech.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.
26. 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 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 21st, 2022.

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

Commencement of remote e-voting: September 26th, 2022 (9.00 A.M.)

End of remote e-voting: September 28th, 2022 (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 Meeting through VC/ OAVM, make a scrutinizer's report and submit the same to the Chairman or person authorized by him of the Company. 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.

g. 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. September 21st, 2022, may obtain the User ID and password by sending email to RTA's website at evoting@kfintech.com or may call RTA's toll free number 1800-309-4001.

h. 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.




i. 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.

Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Share holders holding securities in demat mode with NSDL	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting</p>

	<p>services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as 		<p>shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p>  
		<p>Individual Shareholders (holding securities in demat mode) login through their</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting</p>

depos itory partic ipants	service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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27. 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 KFin tech 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.kfintech.com](https://evoting.kfintech.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 / 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.kfintech.com](https://evoting.kfintech.com) or contact toll free number 1800-309-4001 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 1800-309-4001.

B. Members whose email IDs are not registered with the Company/Depository Participant(s), may request the same to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited.

C. E-voting during AGM:

Only those Members, who will be present at the AGM including through VC/ OAVM and have not cast their vote through remote e-Voting are eligible to vote through e-Voting in the AGM. However, members who have voted through Remote e-Voting will be eligible to attend the AGM. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting during AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote during the AGM shall be treated as invalid.

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.

A. In case of any queries relating to e-voting, please visit "Help & FAQs" section on M/s. KFin Technologies Limited website: <https://evoting.kfintech.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 to RTA.

a. However, if you are already registered with M/s. KFin Technologies 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.kfintech.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.

ITEM NO. 2 & 3:

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 Mr. Vineel Reddy Nalla, and Mrs. Vinitha Nalla, have been long in the office. In order to ensure compliance of Section 152 of the Companies Act, 2013, Mr. Vineel Reddy Nalla, and Mrs. Vinitha 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 Mr. Vineel Reddy Nalla, and Mrs. Vinitha Nalla, as Directors of the Company.

In view of the above, the Board recommends the re-appointment of Mr. Vineel Reddy Nalla and Mrs. Vinitha 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 5:

The Board of Directors of the Company at their meeting held on August 30th, 2022 has pursuant to Section 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013. in supersession to earlier resolution passed and based on the recommendation of Nomination & Remuneration Committee has re-appointed Shri. Srinath Reddy Nalla as Whole-time Director of the Company for a period of 5 (Five) years on a remuneration of Rs. 12 Lakhs per annum with power to vary the same subject to a limit of Rs. 24 Lakhs per annum (if approved by Members) for a period of 3 years. w.e.f. October 1, 2022.

Shri. Srinath Reddy Nalla satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Brief particulars of the terms of re-appointment:

1. The Whole-time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board/ Managing Director from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board/ Managing Director and the functions of the Whole-time Director will be under the overall authority of the Managing Director.

2. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

3. The Whole-time Director shall adhere to the Company's Code of Conduct.

4. The office of the Whole-time Director may be terminated by the Company or by him by giving the other 1 (One) months prior notice in writing or such period as may be agreed by Managing Director.

The above may be treated as a written memorandum setting out the terms under Section 190 of the Act.

Disclosures pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided in the Annexure which forms part of this Notice.

As per the provisions of Section 196, 197 and Schedule V, members' approval is required by way of an Ordinary resolution for re-appointment of Shri. Srinath Reddy Nalla as Whole-time Director of the Company and payment of remuneration thereon.

None of the Directors except Shri. Srinath Reddy Nalla, Smt. Vinitha Reddy Nalla, Shri. Kishan Reddy Nalla, Shri. Vineel Reddy Nalla along with their relatives are concerned or interested or otherwise in the aforesaid resolution except as shareholders of the Company.

Item No. 6:

The Board of Directors of the Company at their meeting held on August 30th, 2022 has pursuant to Section 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, in supersession to earlier resolution passed and based on the recommendation of Nomination & Remuneration Committee has reappointed Shri. Raja Reddy Gaddam as Whole-time Director of the Company for a period of 5 (Five) years on a remuneration of Rs. 12 Lakhs per annum with power to vary the same subject to a limit of Rs. 24 Lakhs per annum (If approved by Members) for a period of 3 years, w.e.f. October 1, 2022.

Shri. Raja Reddy Gaddam has attained the age 81 years on May 5, 2022. He has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail of his considerable expertise and to re-appoint Shri. Raja Reddy Gaddam as Whole-time Director.

Accordingly, approval of members is sought for passing a Special Resolution for re-appointment of Shri. Raja Reddy Gaddam as Whole-time Director, as set out in Part-I of Schedule V to the Act as also under sub section (3) of Section 196 of the Act.

Save and except as provided in the foregoing paragraph, Shri Raja Reddy Gaddam satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Brief particulars of the terms of re-appointment:

1. The Whole-time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board/ Managing Director from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board/ Managing Director and the functions of the Whole-time Director will be under the overall authority of the Managing Director.

2. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

3. The Whole-time Director shall adhere to the Company's Code of Conduct.

4. The office of the Whole-time Director may be terminated by the Company or by him by giving the other 1 (One) months' prior notice in writing or such period as may be agreed by Managing Director.

The above may be treated as a written memorandum setting out the terms under Section 190 of the Act.

Disclosures pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided in the Annexure which forms part of this Notice.

As per the provisions of Section 196, 197 and Schedule V members approval is required by way of Special resolution for reappointment of Shri. Raja Reddy Gaddam as Whole-time Director of the Company and payment of remuneration thereon.

None of the Directors except Shri Raja Reddy Gaddam along with his relatives are concerned or interested or otherwise in the aforesaid resolution except as shareholders of the Company.

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

**Sd/-
Teja Bathineedi
Company Secretary and Compliance Officer**

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS RETIRING BY ROTATION/ SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING
{Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; Secretarial Standards on General Meetings}

Particulars	Mr. Vineel Reddy Nalla	Mrs. Vinitha Nalla
DIN:	01514842	01636570
Age	51 years	49 years
Nationality	Indian	Indian
Date of first appointment on the board	30/09/2013	30/09/2013
Qualification	MS	Degree
Experience including expertise in specific functional areas/ Brief Resume	25 years of experience in Software management and internal control systems.	30 years of experience in Marketing and General Administration.
Terms and Conditions of Appointment/ Re-appointment	As per the terms decided by the board.	As per the terms decided by the board.
Remuneration last drawn	Nil	Nil
Remuneration proposed	The Director is proposed to be reappointed without any remuneration.	The Director is proposed to be reappointed without any remuneration.
Comparative remuneration profile with respect to industry, size of the Company, profile of the positions and person.	Not Applicable	Not Applicable
Recognition and Awards	Nil	Nil
Shareholding in the Company as on March 31, 2022	18,99,654	16,99,062
Directorships held in other Companies as on March 31, 2022	6	4
Chairmanships/ Memberships of Committees of other Boards	NIL	NIL
Relationship with other Directors	Son of Sri. Kishan Reddy Nalla	Daughter of Mr. Kishan Reddy Nalla
Number of meetings attended during the year	4	4

Particulars	Mr. Srinath Reddy Nalla	Mr. Raja Reddy Gaddam
DIN:	00052862	00126854
Age	56 Years	81 years
Nationality	Indian	Indian
Date of first appointment on the board	09/09/2001	29/12/2000
Qualification	MBA	HSC
Experience including expertise in specific functional areas/ Brief Resume	28 years of experience in Marketing and General Administration	Experience of 45 years in Finance and General Administration.
Terms and Conditions of Appointment/ Re-appointment	As per the resolution and explanatory statement set out for item no.5 of the Notice.	As per the resolution and explanatory statement set out for item no.6 of the Notice.
Remuneration last drawn	12,00,000	Nil
Remuneration proposed	As per the resolution and explanatory statement set out for item no.5 of the Notice.	As per the resolution and explanatory statement set out for item no.6 of the Notice.
Comparative remuneration profile with respect to industry, size of the Company, profile of the positions and person.	Compared to the size of the Company and the position of Shri. Srinath Reddy Nalla and type of the industry, the proposed remuneration is reasonable.	Compared to the size of the Company and the position of Shri. Raja Reddy Gaddam and type of the industry, the proposed remuneration is reasonable.
Recognition and Awards	Nil	Nil
Shareholding in the Company as on March 31, 2022	8,03,622	14,83,802
Directorships held in other Companies as on March 31, 2022	4	1
Chairmanships/ Memberships of Committees of other Boards	NIL	NIL
Relationship with other Directors	Son-in-law of Shri. Kishan Reddy Nalla, Spouse of Smt. Vinitha Reddy Nalla	Brother-in-law to Shri Kishan Reddy Nalla
Number of meetings attended during the year	4	4

By Order of the Board of Directors
For Sri KPR Industries Limited
Sd/-
Teja Bathineedi
Company Secretary and Compliance Officer