

CIN : L20200TG1988PLC009157



SRI KPR INDUSTRIES LIMITED

Manufacturers of : "SVP" brand A.C. Pr. Pipes under MAZZA Process

(Formerly Known as Sri Venkateswara Pipes Limited)

KPR

Reg off: 5th Floor, V K Towers, Sardar Patel Road, Secunderabad – 500003
Telangana, India, **Telephone No:** +91-40-27847121, **Email:** bwpl9@yahoo.com
Website: www.kprindustries.in

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given, pursuant to the Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), circulars issued by the Ministry of Corporate Affairs, Government of India ("MCA") viz. General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021 and No. 3/2022 dated May 5, 2022 (collectively referred to as "MCA Circulars"), Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time); to transact the below mentioned proposed businesses by the members of the SRI KPR INDUSTRIES LIMITED ("the Company") by passing resolutions through postal ballot ("Postal Ballot") only through remote e-voting.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolutions appended below.

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolution is also annexed.

Members may note that the Postal Ballot Notice is also available on the Company's website: <http://www.kprindustries.in>. The Postal Ballot Notice will also be available on website of Kfin(www.kfintech.com) and on the website of Stock Exchange, i.e., www.bseindia.com.

The Board of Directors has appointed Ms. CS D. Soumya (Membership No. FCS 11754, CP No.13199) Designated Partner of M/s BS & Company, Company Secretaries LLP, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for the said purpose.

The Scrutinizer will submit their report to the Managing Director of the Company or any person authorized by him, after completion of the scrutiny of the votes cast electronically. The result of the Postal Ballot through remote e-voting process shall be announced on or before 05th August, 2022 and the resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of e-voting shall be final. The voting results along with Scrutinizer's report would be published on the website of the Company i.e., www.kprindustries.in and will be communicated to the Stock Exchange where the Company's shares are listed i.e., BSE. The voting results along with the Scrutinizer's report will also be posted on the Website of Kfin i.e., www.kfintech.com.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

Item No. 1 - Approval for commencement of new line of activity under the existing main objects of the company i.e. point no 8 of Sub Clause A of Clause 3 of Memorandum of Association of the company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT consent of members of the company be and is hereby accorded for commencing new line of activity pursuant to point no 8 of Sub Clause A of Clause 3 of Memorandum of Association of the company.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done or proposed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the members of the Company, including without limitation, negotiating, finalizing and executing necessary agreements, memoranda, deeds of novation/ assignment/ conveyance and such other documents as may be deemed necessary or expedient in its own discretion and in the best interest of the Company.

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect."

Item No. 2 – To seek approval under section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking (s) of the Company (Land in the name of the Company situated at Gundla Pochampally Village, Medchal Mandal, Medchal-Malakajgiri District, Telangana)

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 180(1) (a) of the Companies Act, 2013, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company, the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, consent of the members be and is hereby accorded to board of directors to sell, lease or otherwise dispose or enter into a joint venture/to partner with either of the whole or substantially the whole of the land situated at Gundla Pochampally Village, Medchal Mandal, Medchal-Malakajgiri District, Telangana on such terms and conditions as may be agreed by the Board.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done or proposed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the members of the Company, including without limitation, negotiating, finalizing and executing necessary agreements, memoranda, deeds of novation/ assignment/ conveyance and such other documents as may be deemed necessary or expedient in its own discretion and in the best interest of the Company.

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

Item No. 3 – To seek approval under section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking (s) of the Company (Plant, Machinery and A.C. Sheet Factory Shed) situated at Gundla Pochampally Village, Medchal Mandal, Medchal-Malakajgiri District, Telangana

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company, the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, consent of the members be and is hereby accorded to board of directors to sell, lease or otherwise dispose either of the whole or substantially the whole of the properties that is Plant, Machinery and A.C. Sheet Factory Shed situated at Gundla Pochampally Village, Medchal Mandal, Medchal-Malakajgiri District, Telangana on such terms and conditions as may be agreed by the Board.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done or proposed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the members of the Company, including without limitation, negotiating, finalizing and executing necessary agreements, memoranda, deeds of novation/ assignment/ conveyance and such other documents as may be deemed necessary or expedient in its own discretion and in the best interest of the Company.

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

Item No. 4 – Approval of Material Related Party Transaction between SRI KPR Industries Limited and Sri. A. Bhoopal Reddy, Smt. A. Pushpa Lata:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof for the time being in force (‘SEBI Listing Regulations’), and on the basis of approval and recommendation of Audit Committee and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the following material related party transactions between SRI KPR Industries Limited and Sri. A. Bhoopal Reddy, Smt. A. Pushpa Lata, related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, as applicable, on such terms & conditions, as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the parties, provided that the said arrangements shall be carried out on arm’s length terms and in the ordinary course of business

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done or proposed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the members of the Company, including without limitation, negotiating, finalizing and executing necessary agreements, memoranda, deeds of novation/ assignment/ conveyance and such other documents as may be deemed necessary or expedient in its own discretion and in the best interest of the Company.

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

By Order of the Board of Directors
FOR SRI KPR INDUSTRIES LIMITED

Sd/-
TEJA BATHINEEDI
COMPANY SECRETARY AND COMPLIANCE OFFICER

Place: Secunderabad
Date: 30th June, 2022

NOTES:

1. The Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013, setting out the material facts and reasons for the proposed resolutions is annexed hereto and forms part of the Postal Ballot Notice(the "Notice").
2. In compliance of the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and SEBI Listing Regulations, the Notice is sent only through electronic mode to those Members whose e-mail address are registered with the Depository Participant or the Registrar & Share Transfer Agent of the Company viz. KFin Technologies Limited ("KFin" or "RTA").
3. This notice is being sent to the Members of the Company, whose name appear in the Register of Members/List of Beneficial Owners provided by National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on Friday, July 01st, 2022 ("Cut-off date"). The Notice is available on the Company's website viz. www.kprindustries.in and on the website of e-voting agency viz. www.evoting.kfintech.com
4. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date Friday, July 01st, 2022. In case of joint holders, any one of such holder(s) may vote.
5. Relevant documents, if any, referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice up to the last date of remote e-voting. Members can inspect the same by writing an e-mail to the Company at bwpl9@yahoo.com
6. Members, who have not registered their e-mail address, are requested to register the same with the Company's RTA/Depository Participant(s), to enable Company to send future communication(s) to them in electronic form. Members may note that pursuant to MCA Circulars, the RTA has provided an additional facility to the Members to update their email address by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
7. Pursuant to the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI Listing Regulations, the Company is providing the facility to its members to exercise their right to vote on the resolution set out in the Notice, by remote e-voting ("remote e-voting"). The Company has engaged the services of KFin as the agency to provide the remote e-voting facility
8. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. 03rd August, 2022 in terms of Secretarial Standards – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
9. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper

circulating throughout India (in English language) and one regional daily newspaper circulating in Telangana (in vernacular language, i.e. Telugu).

10. The Postal Ballot Notice is also placed on the website of the Company <http://www.kprindustries.in> and website of Kfin <https://evoting.kfintech.com>.
11. The Board has appointed Ms. CS D. Soumya (Membership No. FCS 11754, CP No.13199) Designated Partner of M/s BS & Company, Company Secretaries LLP, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit their Report to the Managing Director of the company or to the person authorized by him. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Managing Director/person authorized by managing director on or before 05th August, 2022
12. Institutional/Corporate members (i.e. other than individuals/HUF, NRI, etc.) are entitled to appoint authorized representative(s) to cast their vote through remote e-voting. In this regard, they are required to send certified copy of the latest board resolution/ authorization letter/ power of attorney authorizing their representative(s) to vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent by them from the registered e-mail ID to the Scrutinizer at gsoumya.cs@gmail.com and a copy thereof marked to evoting@kfintech.com. Alternatively, the same may be uploaded at the time of e-voting at the KFin's e-Voting portal itself.
13. The results of the postal ballot will be placed on the Company's website at <http://www.kprindustries.in> and website of Kfin <https://evoting.kfintech.com> and will also be intimated to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited, in accordance with the provisions of SEBI Listing Regulations.
14. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 on "e-Voting Facility provided by Listed Entities", individual shareholders holding equity shares in dematerialised form can cast their vote, by way of single login credential, through their demat account/ websites of Depositories/ Depository Participants. Members are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.
15. The resolution(s), if passed, shall be deemed to have been passed as if the same have been passed at a general meeting of the members convened in that behalf. The resolution(s), if passed by requisite majority, shall be deemed to have been passed on the date of end of remote e-voting facility, i.e. Wednesday, 03rd August, 2022.

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Sections 108, 110 and other applicable provisions of the Act read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and SS-2, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. The

Company has engaged the services of Kfin for the purpose of providing e-voting facility to all its members.





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

Commencement of remote e-voting	End of remote e-voting
05 th July, 2022 (9 AM IST), TUESDAY	03 rd August, 2022 (5 PM IST), WEDNESDAY

E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled upon expiry of the aforesaid period.

1. Login method for **Individual shareholders** holding securities in **DEMAT** mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>A. NSDL IDeAS facility</p> <p>If you are registered, follow the following steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a personal computer or on a mobile. 2. 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. 3. After successful authentication, you will be able to see evoting services under Value added services. 4. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. 5. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. <p>If you are not registered for IDeAS, follow the following steps</p> <ol style="list-style-type: none"> a) Option to register is available at https://eservices.nsd.com. b) Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp c) Please follow the steps given in point 1-5 above. <p>B. E-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile.

	<ol style="list-style-type: none"> 2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. 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 i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. 5. 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> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
<p>Individual Shareholders (holding securities in</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility.

demat mode) login through their depository participants	<p>2. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>3. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

2. All Members other than 'Individuals holding shares of the Company in demat mode' (by accessing to e-Voting system of KFin)

(A) Members whose e-mail addresses are registered with the Company/Depository Participant(s) and have received email from Company/ KFin with login details, please follow the below process:

- (a) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- (b) Enter the login credentials (User ID and password given in the e-mail). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use the existing password to log-in.
- (c) After entering these details appropriately, click on "LOGIN".
- (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging in for the first time. 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 prompt you to update your contact details like mobile number, e-mail 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.

(e) You need to login again with the new credentials.

(f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for SRI KPR Industries Limited.

(g) On the voting page, enter the number of shares held by you as on the Cut-off date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR"/ "AGAINST", but the total number under "FOR"/ "AGAINST" taken together should not exceed your total shareholding as on the Cut-off date. You may also choose to "ABSTAIN", and vote will not be counted under either head.

(h) Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.

(i) 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 "ABSTAIN".

(j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".

(k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.

(l) Once you confirm, you will not be allowed to modify your vote.

(m) Corporate/Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution/Power of Attorney/Authority Letter, etc., to the Scrutinizer at gsoumya.cs@gmail.com with a copy marked to evoting@kfintech.com. It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVENT NO."

(B) Member whose e-mail address is not registered/updated with the Company/ KFin/ Depository Participant, please follow the below process to generate your login credentials:

(a) Members holding shares in physical mode, who have not registered/ updated their email addresses with the Company, are requested to register/ update the same on the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at bwpl9@yahoo.com or to KFin at einward.ris@kfintech.com

(b) Members holding shares in dematerialized mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register/update their email addresses with the Depository Participant(s) with whom they maintain their demat account(s).

(c) After due verification, the Company/KFin will forward your login credentials to your registered email address.

(d) Follow the instructions mentioned under point 2(A) above, to cast your vote.

(e) You can also update your mobile number and e-mail id in the "user profile details" in your e-voting login on <https://evoting.kfintech.com> which may be used for sending further communication.

(C) In case of any query/grievance in respect of e-voting - Members may refer to the Help & FAQs section/ e-voting user manual available at the "Downloads" section at <https://evoting.kfintech.com> or contact Mr. Veeda Raghunath, Manager, KFin Technologies Limited, Unit: SRI KPR Industries Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032 | Toll- free No.: 1800-309-4001 | E-mail: evoting@kfintech.com.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1

The Board in its meeting held on 30th June,2022 had carried out a comprehensive review of the ongoing business operations of the Company and the challenges faced by the management in running the said business and the operations of the Company, they were of the opinion that the demand for Asbestos Cement Pipes which are being manufactured by the company has come down due to usage of Metal Pipes. To take the business forward the board has decided to commence new line of activity pursuant to point no 8 of Sub Clause A of Clause 3 of Memorandum of Association of the company as follows:

"To purchase, sell, own, develop, improve, let, take on lease, exchange, assign, hire or otherwise acquire and/or dispose off or let out or give on rent lands and immovable properties of any tenure or interest therein related to the business of property management including property maintenance, renting, liaison, service apartments, recreational facilities, property related activities and services including buying and selling, consultancy and to act as brokers and commission agents to provide property related consultancy and management services and to act as architect, designers, contractors, sub-contractors, for all types of constructions and developments work for private sector, government departments, semi government departments. Also, to develop the sites and plots and to carry on the business activities of acquirer, purchaser, sale, lease, exchange, hire or otherwise all types of land, and properties of any tenure or any interest in the same or to erect, construct and furnish industrial, Residential, commercial, social, Rural and/or Urban townships or Estates, building, multi stories, or work for every descriptions on any land of the company or upon other land or property and to pull down re-built, enlarge, alter, and improve, existing houses, buildings, or work thereon".

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Resolution for your approval.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution.

ITEM NO. 2

The Board in its meeting held on June 30th, 2022 had carried out a comprehensive review of the ongoing business operations of the Company and the challenges faced by the management in running the said business and the operations of the Company, they were of the opinion that the demand for Asbestos Cement Pipes which are being manufactured by the company has come down due to usage of Metal Pipes.

The Board of Directors, after evaluating the feasibility of various options, have decided to recommend for sale/development of entire or part of the land/enter into joint venture/to partner with for making residential open plots/ villas etc/ give it to other third parties for the purpose of development.

The Board is now seeking approval of shareholders of the Company by special resolution to sell the entire land or part of the land/ enter into joint venture for the development of land either by way of making layout for residential open plots/construction of villas or as decided by the board / give it to third parties for an amount of INR 90,00,00,000 (INR Ninety Crores only) or such other amount as agreed by the board of directors based on the market value and conditions.

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors of a Company shall not except with the consent of the Members by way of a special resolution, sell, lease, transfer, assign or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September 2015 the following details are given:

S.No	Details of event that needs to be provided	Information of such event(s)
1	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	Since the company is not earning any revenue/income out of the existing business, turnover and revenue contribution doesn't arise.
2	Date on which the agreement for sale has been entered into	Not yet entered, under negotiations
3	The expected date of completion of sale/disposal	3-5 years
4	Consideration received from such sale/disposal	-
5	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	Buyers are not yet identified. No promoter/promoter group companies are interested to be buyers of the said property. But, any further developments shall be intimated to the exchange as per the continuous

		disclosure requirements in the interest of the shareholders.
6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";	Some part of the transaction may fall within the related party transaction scope and it will be done on arm's length basis only, by giving transparent disclosure to the shareholders by obtaining requisite approvals.

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution except (Sri Kishan Reddy Nalla, Sri Bhoopal Reddy Aleti, Sri Srinath Reddy Nalla, Sri Raja Gaddam Reddy, Sri Vineel Reddy Nalla, and Smt. Vinitha Nalla being directors of the company and to the extent of their shareholding).

ITEM NO. 3

The Board in its meeting held on June 30th, 2022 had carried out a comprehensive review of the ongoing business operations of the Company and the challenges faced by the management in running the said business and the operations of the Company, they were of the opinion that the demand for Asbestos Cement Pipes which are being manufactured by the company has come down due to usage of Metal Pipes.

The Board of Directors, after evaluating the feasibility of various options, have decided to recommend for sale of Plant, Machinery and A.C. Sheet Factory Shed. The Board is now seeking approval of shareholders of the Company by special resolution to sell the Plant, Machinery and A.C. Sheet Factory Shed for an amount of INR 3,00,00,000(INR Three Crores only) or such other amount as agreed by the board of directors based on the market value and conditions.

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors of a Company shall not except with the consent of the Members by way of a special resolution, sell, lease, transfer, assign or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September 2015 the following details are given:

S.No	Details of event that needs to be provided	Information of such event(s)
1	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	Since the company is not earning any revenue/income out of the existing business, turnover and revenue contribution doesn't arise.

2	Date on which the agreement for sale has been entered into	Not yet entered, under negotiations
3	The expected date of completion of sale/disposal	Within 1-2 years
4	Consideration received from such sale/disposal	Sale not yet completed
5	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	No promoter/promoter companies are interested in the transaction as a buyer
6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";	No.

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 4

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders.

However, such transactions, if material, require the approval of shareholders through a resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business, as per the requirements of the provisions of Regulation 23(4) of the SEBI Listing Regulations.

As per recent amendment in SEBI Listing Regulations, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Further, all material related party transactions and subsequent material modifications as defined by the audit committee under the said sub-regulation shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

In the light of above, the Board of Directors and all the Independent Directors of the Audit Committee Members of your Company in its meeting held on June 30th, 2022, has approved the said proposed transaction(s) along with the monetary limit that the Company may carry out with Sri. A. Bhoopal Reddy, Smt. A. Pushpa Lata and the same is being placed before the members for their approval.

Additional information on the Related Party Transaction under Companies Act, 2013 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are elaborated in the below statement:

S.No	Name of Related Party	Nature of Relationship	Particulars of transaction	Justification	Value of Transaction	Tenure of Transaction	Percentage of annual consolidated turnover as per last audited financial statements i.e. March 31, 2022, that is represented by the value of proposed transaction
1	Sri A. Bhoopal Reddy and Smt. A. Pushpa Lata	Director of the Company and his relative	Entering into Joint Venture Agreement /Partnership Agreement for the purpose of development of land	<p>The company is commencing the new line of activity which is into real estate activities such as construction of villa plots/ development of villas etc.</p> <p>In light of the above the board is of opinion that for better realization, the land in the name of company either in full or partially shall be given for development to a builder on sharing basis for developing it either as Residential Open Plots or Villas or alternately the company shall join hands with</p>	Upto 90 crores	3-5 years	763%

				neighboring land owners (Sri.A.Bhoopal Reddy, Smt.A.Pushpa Latha) by entering into Joint Venture / Partnership Agreements and develop the same.			
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Pursuant to Regulation 23 of the Listing Regulations, all Material Related Party Transactions require approval of the Members by way of an Ordinary resolution and all entities falling under the definition of "Related Party" shall abstain from voting to approve, irrespective of whether the entity is a party to the particular transaction or not.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution except (Sri Kishan Reddy Nalla, Sri Bhoopal Reddy Aleti, Sri Srinath Reddy Nalla, Sri Raja Gaddam Reddy, Sri Vineel Reddy Nalla, and Smt.Vinitha Nalla being directors of the company and to the extent of their shareholding and Smt. A. Pushpa Lata being relative to Sri A. Bhoopal Reddy).

By Order of the Board of Directors
FOR SRI KPR INDUSTRIES LIMITED

Sd/-
TEJA BATHINEEDI
COMPANY SECRETARY AND COMPLIANCE OFFICER

Place: Secunderabad
Date: 30th June, 2022