



SRIKALAHASTHI PIPES LIMITED

Regd. Office & Works: Rachagunneri-517641, Srikalahasthi Mandal, Chittoor District, A.P.,
Ph.:08578 286650 to 55; Fax: 286657/88 E-mail : companysecretary@srikalahasthipipes.com
Website : www.srikalahasthipipes.com, CIN : L74999AP1991PLC013391



SPL/SECY/SE/2020-21

July 03, 2020

The Manager-Dept. of Corporate Services

Bombay Stock Exchange Limited

Regd. Off: Floor 25, P.J.Towers

Dalal Street

Mumbai – 400 001

Fax: 022 22723121/ 2272 2037

The Manager-Dept. of Corporate Services

National Stock Exchange of India Ltd.

Exchange Plaza, Bandra Kurla Complex, Bandra (E)

Mumbai – 400 051

Fax: 022-26598237/38

Dear Sir,

Sub: Submission of the Notice of Annual General Meeting of the Company.

With reference to the above subject, please find enclosed a copy of the Notice of the 28th Annual General Meeting (AGM) of the Company scheduled to be held on 27th July, 2020 through video conferencing mode. In this connection, we further inform that the Company has fixed 20th July, 2020 as the cut-off date for determining the voting rights of shareholders eligible to vote either through remote e-voting or through e-voting system at the AGM. The Company is availing e-voting services from Central Depository Services (India) Limited to provide e-voting facility to the shareholders and the remote e-voting commences at 9.00 AM on 24th July, 2020 and concludes at 5.00 PM on 26th July, 2020.

This is for your information and records.

Thanking you,

Yours faithfully,

For **SRIKALAHASTHI PIPES LIMITED**

G. KODANDA PANI
Company Secretary

SRIKALAHASTHI PIPES LIMITED

Regd. Office: Rachaguneri – 517641, Srikalahasthi Mandal, Chittoor District, A.P. India
 Phone: 08578-286650-55, Website : www.srikalahasthipipes.com, E-mail : companysecretary@srikalahasthipipes.com
 CIN : L74999AP1991PLC013391

NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of Srikalahasthi Pipes Limited will be held on Monday the 27th day of July, 2020 at 11.30 AM through Video Conferencing/Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements including Balance Sheet as at 31st March, 2020 and Profit & Loss Account for the year ended as on that date, together with the Auditors' Report and Directors' Report thereon.
2. To declare Dividend.
3. To appoint a Director in place of Ms Priya Manjari Todi (DIN 01863690), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS :**4. Ratification of Cost Auditors' Remuneration**

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) of enactment thereof, for the time being in force and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs.1,60,000 plus applicable taxes and out of pocket expenses at actual payable to M/s. Narasimhamurthy & Co., a firm of Cost Accountants appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

5. To approve appointment of Mr X.J.J. Abraham (DIN: 01743445) as a Director of the Company:

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr X.J.J. Abraham (DIN: 01743445) who has been appointed by the Board of directors as Additional Director of the Company and who holds office as such up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things as may be necessary to give effect to this resolution."

6. To approve appointment of Mr X.J.J. Abraham (DIN: 01743445) as Independent Director of the Company for a term of five years:

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr X.J.J. Abraham (DIN: 01743445), a non-executive Director of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he

meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for five years with effect from 6th September, 2019 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013, and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the Board and/or Committees and profit related commission in terms of applicable provisions of the Companies Act, 2013, as determined by the Board from time to time”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things as may be necessary to give effect to this resolution.”

7. To approve re-appointment of Mrs S. Hemamalini (DIN 01947327) as Independent Director for the 2nd term of five years:

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs S. Hemamalini (DIN 01947327), a non-executive Director of the Company, who is eligible for reappointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company to hold office for a 2nd term of five consecutive years with effect from 25th August, 2020 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the Board and/or Committees and profit related commission in terms of applicable provisions of the Companies Act, 2013, as determined by the Board from time to time”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things as may be necessary to give effect to this resolution.”

8. To approve remuneration/commission payable to Mrs Priya Manjari Todi (DIN: 01863690) for the FY 2019-20:

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT, in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the remuneration/commission of Rs.85,00,000 payable to Mrs Priya Manjari Todi, Non-executive director for the FY 2019-20 be and is hereby approved.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things as may be necessary to give effect to this resolution.”

9. Approval of appointment of Mr R.K. Khanna (DIN: 05180042), Non-executive independent director, to an office/ Place of Profit in the Company and approval of payment of consultancy fees:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 188(1)(f) and other applicable provisions, if any of the Companies Act, 2013, read with the Rules made thereunder, (including any statutory modification(s) or reenactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 and as recommended and approved by the Audit Committee, Nomination & Remuneration Committee and the Board of Directors, consent of the Company be and is hereby accorded for the approval of the Professional Consultancy Services availed from Mr. R.K. Khanna, (DIN:05180042), Non-executive independent director (a “related party” holding office and a place of profit under Section 188(1)(f) of the Companies Act, 2013 for the period from 1st April, 2020 to 31st March, 2021 at a professional consultancy fee of Rs.4,00,000 (Rupees Four Lakhs only) per month.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

10. Approval for increasing the borrowing powers under Section 180 (1) (c) of the Companies Act, 2013:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 1500 crores (Rupees Thousand Five Hundred Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things as may be necessary to give effect to this resolution.”

11. Creation of charges, mortgages, hypothecation on the immovable and movable properties of the Company under Section 180 (1) (a) of the Companies Act, 2013:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard authorizing the Board to mortgage/create charge on the assets of the Company and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the movable or immovable, tangible and/or intangible properties of the Company, both present and future and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable, tangible and/or intangible properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores) at any point of time

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things as may be necessary to give effect to this resolution.”

By Order of the Board
For Srikalahasthi Pipes Limited

G. Kodanda Pani
Company Secretary

Dated: 1st June, 2020

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “Circulars”), physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) will be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (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. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The explanatory statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the special business as set out in the Notice and intimation required to be furnished as per Regulation 36 of the Listing Regulations are annexed hereto.
6. In compliance with the Circulars issued by Ministry of Corporate Affairs, the Annual Report for the FY 2019-20, the Notice of the AGM and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
7. Members may also note that the Notice of the 28th AGM and the Annual Report 2019-20 will also be made available on the Company's website at www.srikalahasthipipes.com, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively.
8. The register of members and the Share Transfer Books of the Company shall remain closed from 21st July, 2020 to 27th July, 2020 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend for the FY 2019-20. The cut-off date for determining voting rights for e-voting on resolutions that will be listed for Annual General Meeting will be 20th July, 2020.
9. Dividend in respect of equity shares for the financial year ended 31st March, 2020, as recommended by the Board, if approved by the members will be paid within a period of 30 days from the date of declaration of dividend to the beneficial owners of shares whose names appear in the Register of members of the Company as on the closing of business hours on 20th July, 2020 as per the information furnished to the Company by Depositories for this purpose.
10. Members are requested to furnish their Bank Account details, change of address etc., to the Registrar and Share Transfer Agents in respect of shares held in physical form. If the shares are held in electronic form, then the said particulars should be furnished to their respective Depository Participants (DPs).
11. a) Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their DPs. In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations and the warrants will be sent out to their registered addresses once the postal facility is available.
b) Members are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) to their DPs in case the shares are held in electronic mode or to the Registrar and Share Transfer Agents in case the shares are held in physical mode for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants.
12. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct applicable tax at source (TDS) at the time of making the payment of dividend. In order to enable the Company to determine the appropriate TDS rate as applicable, members will be required to submit certain documents in accordance with the provisions of the IT Act. However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2020-21 does not exceed Rs. 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act.
13. Members who have not received their dividend paid by the Company in respect of earlier years are requested to check with the Company's Registrar & Transfer Agent – Cameo Corporate Services Limited #1, Club House Road, Chennai 600 002 Ph: 044-40020718 (Direct) / 28460390 (Gen). Members are requested to note that in terms of Section 124 (2) of the Companies Act, 2013, dividend declared by the Company, for earlier years, which remain unclaimed for a period of 7 years from the date when it first became due for payment will be transferred by the Company to a fund called "Investor Education and Protection Fund" (IEPF), set up by the Central Government. Accordingly, the unpaid/unclaimed dividend for the financial years 2012-13 and onwards, if any, will become transferable at the end of seven years from the respective dates of transfer of such amount to the unclaimed dividend accounts of the Company to IEPF and thereafter, no claim shall be entertained in respect of the dividend transferred to the Fund. The details of unclaimed dividend transferable to the said Fund are given below :

Year	Dividend per share (RS)	Date of declaration	Proposed date of transfer to IEPF account
2012-13	Nil	-	-
2013-14	1.50	27.09.2014	26.10.2021
2014-15	3.00	24.08.2015	23.09.2022
2015-16	5.00	29.08.2016	28.09.2023
2016-17	6.00	27.09.2017	26.10.2024
2017-18	6.00	19.09.2018	18.10.2025
2018-19	6.00	06.09.2019	05.09.2026

Members who have not encashed their dividend warrants in respect of the above period are requested to make their claim(s) by surrendering the un-encashed warrants immediately to the Company/Registrar.

14. Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012, the Company will provide/host the required details of unclaimed amounts referred under Section 124 (2) of the Companies Act, 2013 on its website and also in the website of the Ministry of Corporate Affairs (MCA) in the relevant form every year.
15. Members desirous of getting any information in respect of the Accounts of the Company are requested to send their queries in writing to the Company at the Registered Office so as to reach at least 10 days before the date of the meeting so that the required information can be made available.
16. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
17. Members are requested to give us their valuable suggestions for improvement of our investor services.
18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
19. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM through VC but shall not be entitled to cast their votes again. However, the facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting shall be eligible to vote through the e-voting system during the AGM. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.
20. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at companysecretary@srikalahasthipipes.com or at investor@cameoindia.com. However, if he / she is already registered with CDSL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
21. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.srikalahasthipipes.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
22. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
23. The Board has appointed Mr S. Chidambaram, Practicing Company Secretary as the Scrutinizer to scrutinize the remote e-voting and the voting through e-voting system during the AGM in a fair and transparent manner. The Scrutinizer will submit his report to the Company after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges and will also be displayed on the Company's website www.srikalahasthipipes.com.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 24th July, 2020 at 9.00 AM IST and ends on 26th July, 2020 at 5.00 PM IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th July, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is communicated in the e-mail sent by the Company.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at companysecretary@srikalahasthipipes.com or RTA at investor@cameoindia.com
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company at companysecretary@srikalahasthipipes.com or RTA at investor@cameoindia.com
3. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@srikalahasthipipes.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@srikalahasthipipes.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted 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 available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; schid285@gmail.com and companysecretary@srikalahasthipipes.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

ANNEXURE TO THE NOTICE

(EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013)

Item No.4:

The Board of Directors, on the recommendation of Audit Committee, has approved the appointment of M/s. Narasimhamurthy & Co., a firm of Cost Accountants as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021 at a remuneration of Rs.1,60,000 (Rs. One Lakh Sixty Thousand only) plus applicable taxes and reimbursement of out of pockets expenses at actual.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read together with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out in Item No. 4 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No.4 of the Notice above by way of ordinary resolution.

None of the Directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise in the resolution as set out in Item No.4 of the Notice.

Item No.5:

Based on the recommendation of the Nomination & Remuneration Committee, Mr X.J.J. Abraham was appointed as an Additional Director on the Board of the Company with effect from 6th September, 2019 to hold office upto the date of this Annual General Meeting.

Mr X.J.J. Abraham has done his Bachelor of Arts from Delhi University and full time Post Graduate Programme in Human Resources Management from Madras University. He served on the Board of Studies for REC – MBA Programme and was also the Chairman of Selection Committee of REC, Trichy MBA Programme. He also served as a director on the Board of Lanco Industries Limited for about three years. He has about 15 years experience in the large Banking, Engineering and Paper industries. He is currently the Managing Director of Lobo Management Consultants Pvt Limited and Excellers Management Services Pvt Limited.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the “Act”) along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr X.J.J. Abraham as a Director of the Company.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a director to strengthen the management of the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No.5 of the Notice above by way of ordinary resolution.

Except Mr X.J.J. Abraham none of the Directors or key managerial personnel of the Company or their relatives, except to the extent of shareholding in the Company, if any, is concerned or interested, financially or otherwise in the resolution as set out in Item No.5 of the Notice.

Item No.6:

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee appointed Mr X.J.J. Abraham as Independent Director on the Board of the Company with effect from 6th September, 2019 to hold office for a period of five consecutive years. The Nomination and Remuneration Committee and the Board of Directors consider that, given the background and experience of Mr X.J.J. Abraham, it would be beneficial to the Company to avail his services as an Independent Director. The Board of Directors, therefore has recommended appointment of Mr X.J.J. Abraham as an Independent Director with effect form 6th September, 2019, for a term of five consecutive years.

Mr X.J.J. Abraham has done his Bachelor of Arts from Delhi University and full time Post Graduate Programme in Human Resources Management from Madras University. He served on the Board of Studies for REC – MBA Programme and was also the Chairman of Selection Committee of REC, Trichy MBA Programme. He also served as a director on the Board of Lanco Industries Limited for about three years. He has about 15 years experience in the large Banking, Engineering and Paper industries. He is currently the Managing Director of Lobo Management Consultants Pvt Limited and Excellers Management Services Pvt Limited.

A Declaration has been received from X.J.J. Abraham that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr Abraham fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations, 2015 for appointment as an Independent Director and that he is independent of the management of the Company. In addition to sitting fees for attending the meetings of the Board and its Committees, Mr Abraham would be entitled to remuneration by way of commission as may be determined by the Board. As Mr. X.J.J. Abraham would be attaining the age of seventy five during his tenure of five years, consent of the Members by way of Special Resolution is required for the appointment of Mr Abraham in terms SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 as amended from time to time.

In terms of Regulation 36 of the Listing Regulations 2015, a brief profile of Mr X.J.J. Abraham, who is proposed to be appointed as independent director in this meeting for a term of five years in terms of the applicable provisions of the Act, 2013, nature of his expertise in specific functional areas, other directorships and committee membership are at the end of the explanatory statement.

Copy of draft letter of appointment of Mr Abraham setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company up to the date of Annual General Meeting of the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No.6 of the Notice above by way of a special resolution.

Except Mr X.J.J. Abraham, none of the other directors or key managerial personnel of the Company or their relatives, except to the extent of their shareholding in the Company, if any, is concerned or interested, financially or otherwise in the resolution as set out in Item No.6 of the Notice.

Item No.7:

The Members at the Annual General Meeting held on 25th August, 2015 approved the appointment of Mrs S. Hemamalini as an Independent Director of the Company for a period of five years with effect from the said date. Mrs Hemamalini will complete her present term on 24th August, 2020. The Board of Directors of the Company ('the Board') at the meeting held on 1st June, 2020, on the recommendation of the Nomination & Remuneration Committee, approved re-appointment of Mrs S. Hemamalini as independent director for a 2nd term of five years with effect from 25th August, 2020 and recommended the same for the approval of the shareholders, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

Mrs Hemamalini has done her MBA – Marketing from Madras University and passed Customs House Agent Exam conducted by the Govt. of India as per Customs Act, 1965 and Conservation of Foreign Exchange and Prevention of Smuggling Act. She was earlier associated with Tata Shipping, Gokak and Kothari Industrial Corporation and was heading Customer Service, International Trade & Textiles Departments respectively. She is the founder and CEO of Live Connections, a multi-crore recruitment and search firm based at Chennai having its foot prints in four countries with five branches.

The Board is of the view that the continued association of Mrs Hemamalini would benefit the Company, given the knowledge, experience, performance and the valuable contributions made during her tenure. A Declaration has been received from Mrs Hemamalini that she meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mrs Hemamalini fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that she is independent of the management of the Company. In addition to sitting fees for attending the meetings of the Board and its Committees, Mrs Hemamalini would be entitled to remuneration by way of commission as may be determined by the Board. Consent of the Members by way of Special Resolution is required for re-appointment of Mrs S. Hemamalini, in terms of Section 149 of the Act.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mrs S. Hemamalini has been received by the Company, and consent has been filed by her pursuant to Section 152 of the Act.

In terms of Regulation 36 of the Listing Regulations 2015, a brief profile of Mrs Hemamalini who is proposed to be appointed as independent director in this meeting for the 2nd term of five years in terms of the applicable provisions of the Act, 2013, nature of her expertise in specific functional areas, other directorships and committee membership are at the end of the explanatory statement.

Copy of draft letter of appointment of Mrs S. Hemamalini setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No.7 of the Notice above by way of special resolution.

Except Mrs S. Hemamalini, none of the other directors or key managerial personnel of the Company or their relatives, except to the extent of their shareholding in the Company, if any, is concerned or interested, financially or otherwise in the resolution as set out in Item No.7 of the Notice.

Item No.8:

The Board, based on the recommendation of Nomination and Remuneration Committee has approved payment of commission/remuneration of Rs.85,00,000 to Mrs Priya Manjari Todi for the FY 2019-20, taking into account her enlarged role in providing guidance to the management of the Company and considering her active participation in the strategic decision making of the Company.

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required every year, if the remuneration payable to a single Non-Executive Director in that year exceeds 50% of the aggregate remuneration payable to all the Non-Executive Directors taken together. Approval of members is therefore sought for the remuneration payable to Mrs Priya Manjari Todi for the FY 2019-20.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No.8 of the Notice above by way of special resolution.

Except Mrs Priya Manjari Todi and Mr Mayank Kejriwal Managing Director, being her father, none of the other directors or key managerial personnel of the Company or their relatives, except to the extent of their shareholding in the Company, if any, is concerned or interested, financially or otherwise in the resolution as set out in Item No.8 of the Notice.

Item No.9:

With a view to getting benefit of the rich experience and expertise of Mr. R.K. Khanna in the marketing and business development fronts, the Board at its meeting held on 1st June, 2020 based on the recommendation of the Nomination & Remuneration Committee and the approval of the Audit Committee, approved the Consultancy Service Contract for one year i.e. from 1st April, 2020 till 31st March, 2021, at a monthly remuneration of Rs. 4,00,000, subject to the approval of the Shareholders. Mr R.K. Khanna apart from holding the office of Non-Executive Director, at the request of the Company and as approved by the Board of Directors has also been acting as a Consultant – Business Development & Marketing with effect from 1st April, 2020. His consultancy period shall be extendable on yearly basis, subject to the recommendation of Nomination and Remuneration Committee and the approval of Audit Committee and the Board of Directors.

In terms of Section 188(1)(f) of the Companies Act, 2013, the appointment of a Director or a relative of director to an Office or Place of Profit in a company drawing a monthly remuneration/fees exceeding Rs.2,50,000 also requires approval of the Shareholders of the Company. Approval of members is therefore sought for the appointment of Mr R.K. Khanna to a "Place of Profit" in the Company and the fees payable to him.

The Consultancy Agreement of Mr. R.K. Khanna is available for inspection at the Registered Office of the Company up to the date of the Annual General Meeting.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No.9 of the Notice above by way of special resolution.

Except Mr R.K. Khanna none of the other directors or key managerial personnel of the Company or their relatives, except to the extent of their shareholding in the Company, if any, is concerned or interested, financially or otherwise in the resolution as set out in Item No.9 of the Notice.

Item Nos. 10 & 11:

The members of the Company through postal ballot notice dated 3rd May, 2014 had approved by way of a Special Resolution under Section 180(1)(c) of the Companies Act, 2013, borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs.1000 Crores (Rupees Thousand Crores only).

Keeping in view existing and future financial requirements to support its business operations, the Company may from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits from Rs. 1000 crores to Rs. 1500 Crores.

The Board of Directors of a Company shall not, except with the consent of members of the Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves as per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") and its rules thereunder.

Further, the borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors

or any of its authorised Committee of the Company from time to time, in consultation with the lender(s).

Pursuant to Section 180 (1) (a) of the Companies Act, 2013, the Board of Directors of a Company shall not pledge/mortgage/hypothecate/charge all or any part of the movable/immovable properties of the Company both present and future and the whole or part of the undertaking of the Company, except with the consent of members of the Company by Special Resolution for which authorisation is also proposed to be increased from Rs.1000 crores to Rs.1500 Crores in line with borrowing powers of the Board as approved under Section 180 (1) (c) of the Companies Act, 2013.

It is therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, as set out at Item No. 10 and Item No. 11 of the Notice, to enable the Board of Directors to borrow money up to Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores) to meet the financial requirements to support the business operations of the Company and also to secure the borrowings of the Company by mortgage / pledge/hypothecate/charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item Nos 10 & 11 of the Notice above by way of special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives except to the extent of their shareholding in the Company, if any, is concerned or interested, financially or otherwise in the resolution as set out in Item Nos. 10 & 11 of the Notice.

By Order of the Board
For Srikalahasthi Pipes Limited

G. Kodanda Pani
Company Secretary

Dated 1st June, 2020

Intimation required to be furnished as per Regulation 36 of the Listing Regulations, 2015:

As required under the Listing Regulations, the particulars of Directors who are proposed to be appointed / re-appointed are given below:

Name of Director(s)	Mrs Priya Manjari Todi (1)	Mr X.J.J. Abraham (2)	Mrs S. Hemamalini (3)
Date of Birth	29th November, 1980	25th June, 1947	14th December, 1969
DIN	01863690	01743445	01947327
Date of appointment	31st January, 2018	6th September, 2019	25th August, 2015
Qualifications	B.Com (Hons.) Bachelor in Information Technology from Manipal University.	Bachelor of Arts from Delhi University and full time Post Graduate Programme in Human Resources Management from Madras University.	Graduate in Management from Madras University. and passed Customs House Agent Exam conducted by the Govt. of India.
Brief Profile	Ms Priya Manjari belongs to a reputable business/industrial family and her father, Mr. Mayank Kejriwal is the Joint Managing Director of Electrosteel Castings Ltd, the pioneer of D.I. Pipe manufacturing in India. She is the promoter of Joolz Creations Pvt. Ltd. – a precious and semiprecious jewelry manufacturing firm and has 15 years experience in the field. Presently she is working in Electrosteel Castings Ltd and has considerable exposure in various fields of day to day operations of manufacturing, purchase, marketing and export.	Mr. Abraham had served on the Board of Studies for REC – MBA Programme and was also the Chairman of Selection Committee of REC, Trichy MBA Programme. He also served as a director on the Board of Lanco Industries Limited for about three years. He has about 15 years experience in the large Banking, Engineering and Paper industries. He is currently the Managing Director of Lobo Management Consultants Pvt Limited and Excellers Management Services Pvt Limited.	Mrs S. Hemamalini was earlier associated with Tata Shipping, Gokak and Kothari Industrial Corporation and was heading Customer Service, International Trade & Textiles Departments respectively. She is the founder and CEO of Live Connections, a multi-crore recruitment and search firm based at Chennai having its foot prints in four countries with five branches.
Directorship in other Public Limited Companies.	-	-	-
Shareholding	-	-	-
Membership in other Board Committees :			
1) Audit Committee	-	---	---
2) Nomination & Remuneration Committee	-	--	--
3) Stakeholders' Relationship Committee	-	--	--