



## KATARE SPINNING MILLS LIMITED

"KATARE COMPLEX" , 14/30, RAVIWAR PETH,  
2<sup>nd</sup> WING, GROUND FLOOR, GANDHI NAGAR,  
AKKALKOT ROAD, SOLAPUR- 413 005  
MILL - "KAMALA NAGAR", TAMALWADI. Tal. TULJAPUR.  
OFFICE : 0217-2376555  
Email : katarespinningmills@gmail.com  
CIN : L17119PN1980PLC022962

Ref/KSM/36/2024-25

29<sup>th</sup> August, 2024

To,  
The Compliance Officers,  
Bombay Stock Exchange Limited  
Floor 25, P.J. Tower, Dalal Street,  
Mumbai- 400 001

### **BSE Scrip Code- 502933**

**Sub:- Submission of Notice of 44<sup>th</sup>AGM of the Company and E-voting Information under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Madam/Sir,

Pursuant to Regulations 30 other applicable regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are submitting herewith the following documents.

Notice of 44<sup>th</sup>Annual General Meeting of the Company to be held on Friday, September 27, 2024 at 11.00 a.m. (I.S.T.) at 14/30 Ground Floor, B Wing, Katare Complex, Gandhinagar, Bl. No. 10 Solapur, MH- 413006.

Please be informed that the Company is providing e-voting facility to its shareholders in respect of resolutions to be passed at the AGM. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the authorized agency to provide remote e-voting facility. The remote e-voting facility shall be kept open from Tuesday, September 24, 2024 at 9:00 am to Thursday, September 26, 2024 at 5:00 pm for shareholders to cast their votes electronically. The cut-off date for voting (including remote e-voting) shall be Friday, September 20, 2024. The detailed instructions with respect to voting have been mentioned in the Notice of AGM.



The Annual Report together with the Notice of the AGM can also be accessed from the websites of the Company [www.katarespinningmills.com](http://www.katarespinningmills.com), Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively.

This is for your Kind information and records.

Thanking You  
Yours faithfully,

**FOR KATARE SPINNING MILLS LIMITED**



**KISHORE KATARE**  
**MANAGING DIRECTOR**  
(DIN- 00645013)

14/30 Ground Floor, B Wing, Katare Complex,  
Gandhinagar, Bl. No. 10 Solapur MH- 413006

# KATARE SPINNING MILLS LIMITED

## **KATARE SPINNING MILLS LIMITED**

CIN- L17119PN1980PLC022962

**44<sup>TH</sup> ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED ON  
31<sup>ST</sup> MARCH, 2024**

### **CORPORATE INFORMATION**

#### **# BOARD OF DIRECTORS**

<i>Name of Director</i>	<i>Designation</i>
Mr. Kishore T Katare	Managing Director
Mrs. Vidyavati K Katare	Director
Mr. Umakant Mahindrakar	Director
Mr. Yadgiri Narayan Konda (*appointed w.e.f. 30.04.2024)	Independent Director
Mr. Vilas Ramakant Shendge (*re-appointed w.e.f. 30.04.2024)	Independent Director

#### **CHIEF FINANCIAL OFFICER**

Mr. Kamal Kishore Katare

#### **COMPANY SECRETARY & COMPLIANCE OFFICER**

Mrs. Bhagyashree Rawani

#### **REGISTERED OFFICE**

14/30 Ground Floor, B Wing, Katare Complex,  
Gandhinagar, Bl. No. 10, Akkalkot Road, Solapur MH- 413006

#### **Divisions of the Company-**

##### **SPINNING MILL**

382, Kamalanagar, Tamalwadi – 413 601  
Tal: Tuljapur- Dist. Osmanabad

##### **SOLAR POWER PROJECT**

381, Kamalanagar, Tamalwadi – 413 601  
Tal: Tuljapur- Dist. Osmanabad

# KATARE SPINNING MILLS LIMITED

---

## **STATUTORY AUDITORS**

G M Pawle and Associates

Ganesh M. Pawle

Chartered Accountants

Ganesh Complex, Ground Floor, 276, Sakhar Peth,  
Near Laxmi Co-op Bank, Solapur- 413005

## **SECRETARIAL AUDITORS**

M/s. Nikhil Sawant & Co.

Company Secretaries

B/37, Aamod Apts. Model Colony,  
Pune, Maharashtra - 411016

## **BANKERS**

Kamala Co-Op. Bank Ltd.

Main Branch, Solapur – 413 006.

## **REGISTRAR & SHARE TRANSFER AGENTS**

Link Intime India Pvt Ltd.,

Akshay Complex, Block No. 202, 2<sup>nd</sup> Floor,

Opp. Dhole Patil Road,

Pune – 411 001

E-mail: [pune@intimespectrum.com](mailto:pune@intimespectrum.com)

## **DATE, TIME AND VENUE OF AGM**

### **44<sup>th</sup> Annual General Meeting**

Friday, 27<sup>th</sup> September, 2024

11.00 a.m. (I.S.T.)

At: 14/30 Ground Floor, B Wing, Katare Complex,  
Gandhinagar, Solapur MH- 413006.

### **Remote e-voting Period:**

From 9.00 a.m. on Tuesday, 24<sup>th</sup> September, 2024

Till 5.00 p.m. on Thursday, 26<sup>th</sup> September, 2024

## **Chairman Message**

Dear Shareholders,

It gives me immense pleasure to write you to present the Annual Report for FY 2023-24.

## **Global Economic Overview**

The global economy in 2023-24 has navigated through a landscape of both opportunities and challenges. We have seen a steady recovery from the pandemic-induced slowdown, with advanced economies exhibiting moderate growth. However, emerging markets have faced headwinds, including inflationary pressures and supply chain disruptions. Geopolitical tensions in various regions have added to the economic uncertainties, impacting global trade and investment flows. Despite these challenges, the global economic environment has provided avenues for growth, particularly in sectors driven by technological advancements and sustainability initiatives.

## **Indian Economic Landscape**

India's economy has been a beacon of resilience and growth amidst global uncertainties. The projected GDP growth rate of around 6.5% for the fiscal year stands as a testament to the robustness of the Indian economy. The government's focus on infrastructure development, digital transformation, and structural reforms has laid a strong foundation for sustainable growth. The agricultural sector has shown remarkable resilience, while the manufacturing sector, bolstered by the 'Make in India' initiative, has witnessed significant progress. The renewable energy sector has emerged as a key growth driver, with substantial investments and policy support propelling its expansion.

## **Cotton Yarn Industry**

The cotton yarn industry is a vital component of the global textile sector, supplying raw materials for fabric production across a wide range of applications. The global cotton yarn market has demonstrated resilience, with steady demand from major textile manufacturing hubs in Asia, Europe,



# KATARE SPINNING MILLS LIMITED

---

and North America. Despite challenges such as fluctuating cotton prices and trade uncertainties, the industry has maintained a positive growth trajectory. Technological advancements in spinning and weaving processes have enhanced production efficiency and product quality, catering to the evolving demands of the fashion and apparel industries.

In India, the cotton yarn industry is a cornerstone of the textile sector, contributing significantly to the country's exports and employment. India is one of the largest producers and exporters of cotton yarn, with a well-established supply chain that spans from cotton cultivation to yarn production. The Indian cotton yarn industry has benefited from government initiatives aimed at boosting the textile sector, such as the Technology Upgradation Fund Scheme (TUFS) and the Production Linked Incentive (PLI) scheme. These initiatives have encouraged investments in modernizing facilities and adopting sustainable practices.

## **Solar Energy Industry**

The global solar energy industry has experienced unprecedented growth, driven by the urgent need to transition to renewable energy sources to combat climate change. Solar energy has become one of the most viable and cost-effective alternatives to traditional fossil fuels, with technological advancements reducing the cost of solar panels and increasing their efficiency. The global solar market has seen substantial investments, supported by favorable government policies, incentives, and a growing awareness of the environmental benefits of solar energy.

In India, the solar energy sector has emerged as a critical component of the country's renewable energy strategy. India has set ambitious targets for solar capacity, aiming to achieve 280 GW of installed solar energy by 2030. The government's initiatives, such as the National Solar Mission and various state-level policies, have created a conducive environment for the growth of the solar industry. India's vast geographical diversity and high solar insolation levels provide an ideal setting for solar power generation, making it a key player in the global solar market.

At Katare Spinning Mills Limited, our solar energy division has been a cornerstone of our growth strategy. We have made significant strides in expanding our solar energy portfolio, focusing on both large-scale solar farms

# KATARE SPINNING MILLS LIMITED

---

and innovative solar solutions for residential and commercial use. Our solar projects have not only contributed to reducing carbon emissions but also promoted sustainable energy usage. The supportive government policies and incentives have facilitated our expansion plans, and our investment in research and development has positioned us at the forefront of technological advancements in the solar industry.

## **Future Outlook**

As we look ahead, we remain cautiously optimistic about the future. The cotton yarn market is expected to grow steadily, driven by increasing demand from the textile industry. We will continue to invest in state-of-the-art technology and sustainable practices to maintain our competitive edge. In the solar energy sector, we anticipate exponential growth as global and domestic demand for clean energy rises. We are committed to expanding our solar footprint and exploring new business opportunities in the renewable energy space.

Revenue from operations was stood at Rs. Rs. 40,047.01 (in thousand) as compared to last year's income of Rs. 70,739.28 (in thousand). During the reporting period under review, the Company has incurred a net Loss of Rs. 18,730.14 (in thousand) as compared to last year's net loss of Rs. 15,118.55 (in thousand). Now Company has accommodated with changes and has a vision of growing manifold in upcoming financial year.

In conclusion, I extend my deepest gratitude to our shareholders, customers, employees and partners for their unwavering support and trust.

Thank you for your continued support and I look forward to another year of growth and success for Katare Spinning Mills Limited.

Best Regards,

**KATARE SPINNING MILLS LIMITED**

SD/-

KISHORE KATARE  
MANAGING DIRECTOR  
(DIN- 00645013)

# KATARE SPINNING MILLS LIMITED

---

Add: 14/30 Ground Floor, B Wing, Katare complex,  
Gandhinagar, Bl. No. 10 Solapur 413006

<b>SR. NO.</b>	<b>CONTENTS</b>	<b>PAGE NO.</b>
1	Notice of AGM	07
2	Director's Report	29
3	Management's Discussion and Analysis Report	45
4	Corporate Governance Report	53
5	Secretarial Auditor's Report	63
6	Financial Statements	93



# KATARE SPINNING MILLS LIMITED

---

## **NOTICE OF 44<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that 44<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Friday, 27<sup>th</sup> September, 2024 at 11.00 a.m. (I.S.T.) at 14/30 Ground Floor, B Wing, Katare Complex, Gandhinagar, Bl. No. 10, Solapur MH- 413006 to transact, the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2024 and Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors of the Company.
2. To re-appoint Mr. Umakant Mahindrakar (DIN: 01233305), who retires by rotation and being eligible, seeks re-appointment.

“RESOLVED THAT, pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Umakant Mahindrakar (DIN: 01233305), who retires by rotation at this meeting and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### **SPECIAL BUSINESS:**

#### **3. TO CONFIRMATION OF MR. YADGIRI NARAYAN KONDA (DIN 00692800) AS A DIRECTOR (NON- EXECUTIVE & INDEPENDENT):**

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

“RESOLVED THAT, declaration / intimation for disqualification in Form DIR-8 and a Consent letter in writing to act as a Director of the Company in Form DIR-2, both dated 30<sup>th</sup> April, 2024, in pursuant to the provisions of sub-section (4) and sub-section (5) of Section 152 of Companies Act, 2013 read with Rule 8 and Rule 14 of the Companies (Appointment and Qualification of Director) Rules, 2014 as amended, has been received from Mr. Yadgiri Narayan Konda (DIN 00692800), be and is hereby tabled at the meeting is initialed by the Chairperson for the purpose of Identification and be and is hereby approved.”

## KATARE SPINNING MILLS LIMITED

---

“RESOLVED FURTHER THAT, the position of Mr. Yadgiri Narayan Konda (DIN 00692800) be and is hereby confirmed from additional director and pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Act, read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and SEBI (Listing Obligations and Disclosure requirements) regulations, 2015, Mr. Yadgiri Narayan Konda (DIN 00692800) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 30<sup>th</sup> April, 2024 up to 29<sup>th</sup> April, 2029.”

“RESOLVED FURTHER THAT, Mr. Kishore T. Katare, Director (DIN 00645013) or any of the Directors of the Company be and is hereby authorized to make applications, submit, re-submit, file return, e-forms DIR-12, DIR-2 and/or MGT-14, etc. or any other forms for the appointment of Mr. Yadgiri Narayan Konda (DIN 00692800) with the Registrar of Companies in pursuant to the provisions of Section 152 read with Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 as amended or with any other Government Authorities, semi-Government authorities or any other Authority as may be required and that the any of the Directors of the Company or any other person shall enter the details of Director in the Register of Director and such other Registers in pursuant to the provisions of Rule 17 of Companies (Appointment and Qualification of Directors) Rules, 2014 as amended as may be required and are hereby authorized to do all such acts, deeds, things and matters as may be necessary in their absolute discretion as may be deemed expedient to give effect to the resolution.”

“RESOLVED FURTHER THAT, a certified true copy of the resolution whenever required be given to any person concerned or interested in the aforesaid matters related to the Company and shall be filed or submitted with any authorities, as may be required.”

#### **4. TO CONFIRMATION OF RE-APPOINTMENT OF MR. VILAS RAMAKANT SHENDGE (DIN 08419934) AS A DIRECTOR (NON- EXECUTIVE & INDEPENDENT):**

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

“RESOLVED THAT, declaration / intimation for disqualification in Form DIR-8 and a Consent letter in writing to act as a Director of the Company in Form DIR-2, both dated 30<sup>th</sup> April, 2024, in pursuant to the provisions of sub-section (4) and sub-section (5) of Section 152 of Companies Act, 2013 read

## KATARE SPINNING MILLS LIMITED

---

with Rule 8 and Rule 14 of the Companies (Appointment and Qualification of Director) Rules, 2014 as amended, has been received from Mr. Vilas Ramakant Shendge (DIN 08419934), be and is hereby tabled at the meeting is initialed by the Chairperson for the purpose of Identification and be and is hereby approved.”

“RESOLVED FURTHER THAT, the position of Mr. Vilas Ramakant Shendge (DIN 08419934) be and is hereby confirmed of re-appointment of director and pursuant to the provisions of Sections 149(10) and all other applicable provisions, if any, of the Act, read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and SEBI (Listing Obligations and Disclosure requirements) regulations, 2015, Mr. Vilas Ramakant Shendge (DIN 08419934) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 30th April, 2024 up to 29th April, 2029.”

“RESOLVED FURTHER THAT, Mr. Kishore T. Katare, Director (DIN 00645013) or any of the Directors of the Company be and is hereby authorized to make applications, submit, re-submit, file return, e-forms DIR-12, DIR-2 and/or MGT-14, etc. or any other forms for the appointment of Mr. Vilas Ramakant Shendge (DIN 08419934) with the Registrar of Companies in pursuant to the provisions of Section 152 read with Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 as amended or with any other Government Authorities, semi-Government authorities are any other Authority as may be required and that the any of the Directors of the Company or any other person shall enter the details of Director in the Register of Director and such other Registers in pursuant to the provisions of Rule 17 of Companies (Appointment and Qualification of Directors) Rules, 2014 as amended as may be required and are hereby authorized to do all such acts, deeds, things and matters as may be necessary in their absolute discretion as may be deemed expedient to give effect to the resolution.”

## KATARE SPINNING MILLS LIMITED

---

“RESOLVED FURTHER THAT, a certified true copy of the resolution whenever required be given to any person concerned or interested in the aforesaid matters related to the Company and shall be filed or submitted with any authorities, as may be required.”

By Order of the Board of Directors  
**KATARE SPINNING MILLS LIMITED**

SD/-

KISHORE KATARE  
MANAGING DIRECTOR  
(DIN- 00645013)

Add: 14/30 Ground Floor, B Wing, Katare complex,  
Gandhinagar, Bl. No. 10 Solapur 413006

Place: Solapur

Date: 09<sup>th</sup> August, 2024

# KATARE SPINNING MILLS LIMITED

---

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The proxy as per the format given in Annual Report should be duly filed, stamped, signed and received by the Company at its Registered Office not less than 48 hours before the time for holding the meeting.
3. Member/proxies should bring duly-filed Attendance Slips sent herewith to attend the meeting.
4. Members / proxies are requested to bring their attendance slip duly filled in and also, bring their copy of the Annual report for the meeting. The proxy shall not have the right to speak at such meeting and shall not be entitled to vote except on a poll.
5. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item No. 2, 3 and 4 of the Notice, is annexed hereto. The profile of the Director seeking re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed.
6. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
7. The Register of Members and the Transfer Books of the Company will be closed from 21<sup>st</sup> September, 2024 to 27<sup>th</sup> September, 2024 (both days are inclusive).
8. Members are requested to notify the changes in their Address, Bank Details, e-mail etc. if any, to the Company, Registrar and Transfer Agents. Shareholders should quote their folio numbers/DP ID in all their correspondence with the Company and the Registrar and Transfer agents.
9. As per Securities and Exchange Board of India (SEBI) notification, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased

## KATARE SPINNING MILLS LIMITED

---

share holder or transmission/transposition of shares. Members holding shares in dematerialized mode are requested to submit their PAN details to the Depository Participant, Whereas Members holding shares in physical form are requested to submit their PAN details to the Company, Registrars and Transfer Agents and also requested to convert the same shares in Demat as the physical shares will not be transfer or sell after 31<sup>st</sup> March, 2019 as per SEBI's deadline.

10. The Company has de-materialized its equity shares to CDSL and NSDL and Company's ISIN Number is INE498G01015. Members who have shares in physical form, are requested to de-materialize their shares.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members who hold the shares in electronic form, are requested to intimate details regarding change of address, etc. to the Depository Participants, where they have their Demat accounts.
13. Members may avail of the facility of dematerialization by opening Demat accounts with the Depository Participants of either National Securities Depository Limited or Central Depository Services (India) Limited and get equity share certificates held by them in dematerialized.
14. Members, who hold shares in electronic form, are requested to bring their Client Id and DP Id for easy Identification.
15. The Notice of the AGM along with the Annual Report of FY 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Link Intime India Private Limited/Depositories.
16. Since the securities of the Company are compulsorily tradable in electronic form, to ensure better investor service and elimination of risk of holding securities in physical form, it is requested that the members holding shares in physical form to get their shares in dematerialization at the earliest.



## KATARE SPINNING MILLS LIMITED

---

17. In case members wish to ask any information about accounts or operations of the Company, they are requested to send their queries in writing at least 10 days before the date of the meeting, so that the information can be made available at the time of the meeting.
18. **Members having multiple folios are requested to intimate to the Company such folios to enable the Company to consolidate all shareholdings into one folio.**
19. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administrations) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements), 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link In-time India Private Limited, on all the resolutions set forth in this Notice.
20. Members will not be distributed any kind of Gift, Complement or any kinds of such nature at the Annual General Meeting.
21. Route Map showing directions to reach to the venue of the 44<sup>th</sup> AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on “General Meeting.”
22. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 and 171 and Register of Contracts or arrangements maintained under Section 189 of the Companies Act, 2013 and all documents as mentioned in the resolutions and/or explanatory statements will be available for inspection by the members at the registered office of the Company.
23. **Green Initiative in the Corporate Governance– Registration of email address.**

The Members are requested to register email address with the Depository Participant / The Registrar and Share Transfer Agent of the Company, i.e. Link In-time Private Limited, as the case may be, for service of documents.

Information and other instructions relating to e-voting are as under:-

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration)

## KATARE SPINNING MILLS LIMITED

---

Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars 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.

- b. 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.Katarespinningmills.com](http://www.Katarespinningmills.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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. 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](http://www.evotingindia.com).
- c. The facility for voting through ballot paper shall also be made available at the AGM to the members attending the meeting. The members, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through ballot paper.
- d. Members can also exercise their voting rights through ballot form annexed with the Notice and the duly filled and signed ballot form be sent to the scrutinizer, Mr. G. N. Pawar, Solapur at the registered office of the Company or to his Email Id [gnpawar@gmail.com](mailto:gnpawar@gmail.com), so as to reach by 5.00 P.M. on 26<sup>th</sup> September, 2024.
- e. The detailed instructions for voting through Ballot paper is annexed herewith separately.
- f. The Members, who have cast their vote by remote e-voting prior to the AGM, they can attend the AGM but shall not be entitled to cast their vote again.

## KATARE SPINNING MILLS LIMITED

---

- g. The remote e-voting period commences on 24<sup>th</sup> September, 2024 (9.00 am) and ends on 26<sup>th</sup> September, 2024 (5.00 pm). During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off (Record) date of 20<sup>th</sup> September, 2024 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting after 5.00 pm on 26<sup>th</sup> September, 2024. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- h. The notice of 44<sup>th</sup> Annual General Meeting and instructions for e-voting, along with the attendance slip and Proxy Form, is being sent by electronic mode to all members whose e-mail addresses are registered with the Company/Depository participant (s) unless a member has requested for a hard copy of same.
- i. Members may please note the contact details of the Company's Registrar and Transfer Agents, Link Intime India Pvt. Limited., Akshay Complex, Block No. 202, 2<sup>nd</sup> Floor Opp. Dhole Patil Road, Pune – 400 001. Email-id: [pune@linkintime.co.in](mailto:pune@linkintime.co.in).

### **The instructions for shareholders voting electronically are as under:**

1. The voting period begins on 24<sup>th</sup> September, 2024 (9.00 am) and ends on 26<sup>th</sup> September, 2024 (5.00 pm) during this period the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off (Record) date of 20<sup>th</sup> September, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

# KATARE SPINNING MILLS LIMITED

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

4. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.

## KATARE SPINNING MILLS LIMITED

	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

## KATARE SPINNING MILLS LIMITED

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



# KATARE SPINNING MILLS LIMITED

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on “Shareholders” module.
3. 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.
4. Next enter the Image Verification as displayed and Click on Login.

## KATARE SPINNING MILLS LIMITED

5. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

6. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"><li>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.</li></ul>

7. After entering these details appropriately, click on “SUBMIT” tab.

8. (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members 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.

9. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

10. Click on the EVSN for the relevant KATARE SPINNING MILLS LTD on which you choose to vote.

11. 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.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. 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.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take print out of the voting done by you by clicking on “Click here to print” option on the Voting page.
16. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. 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.
18. **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

19. Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor 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 mandatory 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; [katarespinningmills@gmail.com](mailto:katarespinningmills@gmail.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

20. 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](http://www.evotingindia.com), under help section or write an Email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

# KATARE SPINNING MILLS LIMITED

---

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

- a. 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/RTA email id.
- b. For Demat shareholders -, please update your email id & mobile no. with your respective **Depository Participant (DP)**
- c. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

*All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.*

By Order of the Board of Directors  
**KATARE SPINNING MILLS LIMITED**

SD/-

KISHORE KATARE  
MANAGING DIRECTOR  
(DIN- 00645013)

Add: 14/30 Ground Floor, B Wing, Katare complex,  
Gandhinagar, Bl. No. 10 Solapur 413006

Place: Solapur

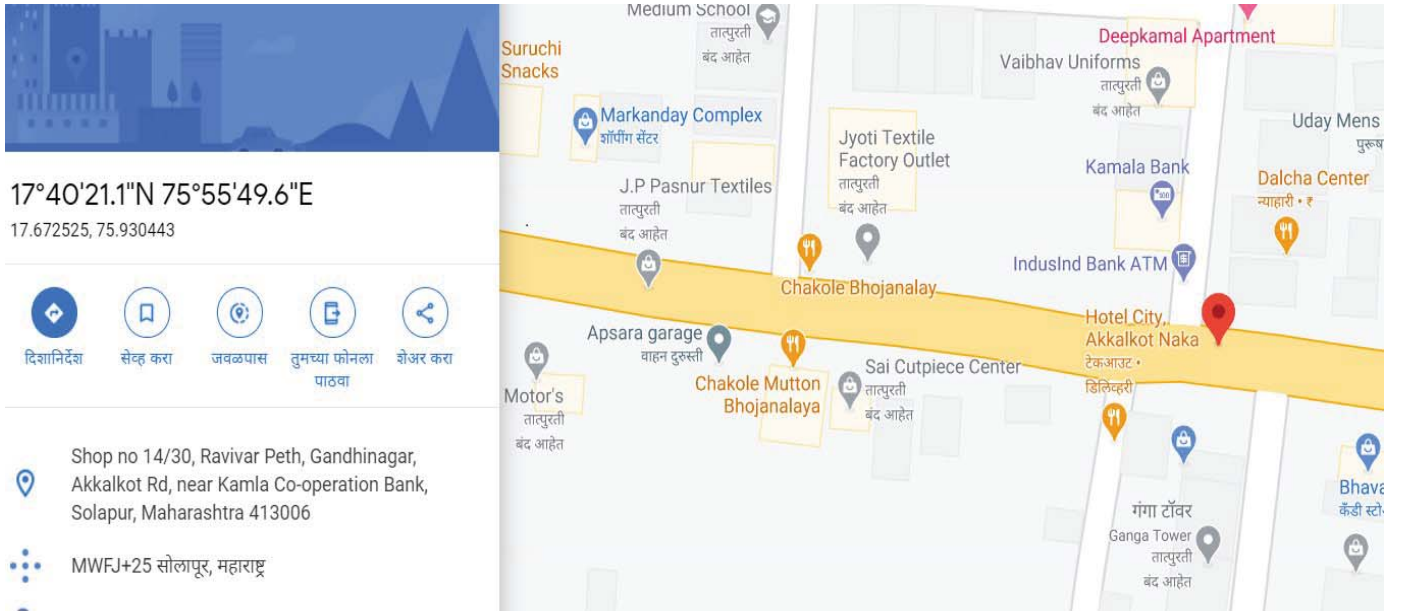
Date: 09<sup>th</sup> August, 2024

# KATARE SPINNING MILLS LIMITED

## ROUTE MAP OF 44<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY

### Venue - Registered Office:

14/30 Ground Floor, B Wing, Katare Complex, Gandhinagar, Bl. No. 10  
Solapur MH- 413006.





## **EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)**

As required under provisions of Section 102 of the Companies Act, 2013 the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 2, Item No. 3 and Item No. 4 of the accompanying Notice:

### **ITEM 2:**

Mr. Umakant Mahindrakar (DIN 01233305) holds a qualification in Bachelor of Commerce. He is appointed as a Non-Executive Director in the Company and primarily responsible for the Management functions and other activities in the Company. He has been associated with the Company for over 18 years and he is the Non-Executive Director of the Company from the date of appointment in the Company and liable to retire by rotation.

### **ITEM NO. 3 and ITEM NO. 4:**

The Board of Directors appointed Mr. Vilas Ramakant Shendge (DIN 08419934) and Mr. Yadgiri Narayan Konda (DIN 00692800) as a Non-Executive and an Independent Directors of the Company for a term of five consecutive years with effect from 30<sup>th</sup> April, 2024 subject to the approval of the Members in the ensuing AGM of the Company. In terms of Section 152 of the Act and the Articles of Association of the Company, Mr. Yadgiri Narayan Konda hold office as an Additional Director of the Company, but he is eligible for appointment as an Independent Director and Mr. Vilas Ramakant Shendge (DIN 08419934) is existing Independent Director in the Company, also he is eligible for re- appointment as an Independent Director.

Mr. Vilas Ramakant Shendge (DIN 08419934) and Mr. Yadgiri Narayan Konda (DIN 00692800) are Non-Executive Directors and considered as Independent under the Act and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Vilas Ramakant Shendge (DIN 08419934) and Mr. Yadgiri Narayan Konda (DIN 00692800) had given declarations to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act.

## KATARE SPINNING MILLS LIMITED

---

In the opinion of the Board, they fulfil the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and are independent on the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the re-appointments of Mr. Vilas Ramakant Shendge (DIN 08419934) and appointment of Mr. Yadgiri Narayan Konda (DIN 00692800) are now being placed before the Members for their approval.

The terms and conditions of their appointment and re-appointment shall be open for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day of the Company upto the date of the AGM.

Mr. Vilas Ramakant Shendge (DIN 08419934) and Mr. Yadgiri Narayan Konda (DIN 00692800) may be deemed to be concerned and interested in Item Nos. 3 and 4, respectively, as they relate to their respective appointment and re-appointment as Independent Directors of the Company. Other than the aforesaid Directors none of the other Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested in the Resolutions mentioned at Item Nos. 3 and 4 of the accompanying Notice.

The Board recommends the Resolutions at Item Nos. 3 and 4 of the accompanying Notice for acceptance by the Members.

By Order of the Board of Directors  
**KATARE SPINNING MILLS LIMITED**

SD/-  
KISHORE KATARE  
MANAGING DIRECTOR  
(DIN- 00645013)  
Add: 14/30 Ground Floor, B Wing, Katare complex,  
Gandhinagar, Bl. No. 10 Solapur 413006

Place: Solapur  
Date: 09<sup>th</sup> August, 2024

# KATARE SPINNING MILLS LIMITED

## ANNEXURE TO THE NOTICE

Profile of directors and additional information as required under Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015; Clause 1.2.5 of Secretarial Standards-2 on General Meetings.

<b>Name of the Director</b>	<b>Mr. Umakant Mahindrakar</b>	<b>Mr. Vilas Ramakant Shendge</b>	<b>Mr. Yadgiri Narayan Konda</b>
DIN	01233305	08419934	00692800
Date of birth and Age	27/07/1951 72 Years	15/05/1950 73 Years	11/07/1955 68 Years
Date of first Appointment on the Board	12 <sup>th</sup> August, 2006	11 <sup>th</sup> April, 2019- Re-appointment for further 5 years	30 <sup>th</sup> April, 2024
Qualifications	Bachelor of Commerce	HSC in Commerce	B. Arch, Sir J.J College of Architecture, Mumbai
Experience	Having 25 years into the Textile Industry, Spinning Mill	Having 40 years of experience in Graphic, Designing and Printing Industry.	Having more than 30 years of experience in Architecture and in academics.
Expertise	Management functions and other activities in the Company	Industrial and Technical Experience	Technical and Management Experience
Number of Meetings of the Board attended during the Year	5 out of 5	5 out of 5	NIL
Shareholding in Company	5,776 (Shares)	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA	NA	NA

## KATARE SPINNING MILLS LIMITED

Terms and conditions of appointment along with details of remuneration sought to be paid/last drawn	Appointment due to retire by rotation. No remuneration drawn In previous year.	Non- Executive, Independent Director	Non- Executive, Independent Director
List of Directorship/ Membership/ Chairmanship of Committees of other Board:			
Public/Listed Companies Directorship	NIL	NIL	NIL
Private Companies Directorship	NIL	NIL	NIL
Membership/ Chairmanship of Committees	NIL	NIL	NIL