

Amarjothi House
157, Kumaran Road,
Tirupur 641601
Tamil Nadu, India

T + 91 421 4311600
mill@amarjothi.net
www.amarjothi.net
Fax No : +91 421 4326694



ISO 9001 : 2008 | GOTS OE | OEKO TEX CERTIFIED
GST : 33AAFCA7082C1Z0
CIN : L17111TZ1987PLC002090

09.08.2024

To

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai- 400 001

Dear Sirs,

Sub: Furnishing Notice of 36th Annual General Meeting of the Company

Scrip Code: 521097

Scrip Name: Amarjothi Spinning Mills Limited

This is further to our letter dated July 03, 2024, wherein the Company had informed that the AGM of the Company is scheduled to be held on Tuesday, September 03, 2024 at 11.00 a.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

We are enclosing herewith the Notice of 36th Annual General Meeting of the Company to be held on 03.09.2024 at 11.00 a.m through Video Conferencing (VC)/ OAVM.

We request you to kindly take the same on record and acknowledge receipt.

Thanking You,

Yours Faithfully,

For Amarjothi Spinning Mills Limited,

Mohana Priya.M
Company Secretary.



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 36th Annual General Meeting of the Shareholders of Amarjothi Spinning Mills Limited will be held on Tuesday, 03rd September, 2024 at 11.00 A.M through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) from the Registered Office of the Company situated at Amarjothi House, 157, Kumaran Road, Tirupur -641601 to transact the following business:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors thereon

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

RESOLVED that the standalone and consolidated Annual Financial Statements including Statement of Profit and Loss (including Other Comprehensive Income), along with the Statement of Cash Flows and the Statement of Changes in Equity for the financial year ended 31st March 2024, the Balance Sheet as at that date, the Report of the Board of Directors and the Auditors thereon as circulated to the members be and are hereby adopted.

2. Declaration of Dividend

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

RESOLVED that a final dividend of Rs.2.20/- per share (22% on the face value of Rs.10/-), as recommended by the Board of Directors be and is hereby declared on 67,50,000 equity shares of Rs.10/- each for the year ended March 31, 2024, and that the same be paid to the members whose names appeared in the Register of Members of the company as on 27th August 2024.

3. Appointment of Director who retires by rotation

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

RESOLVED that Sri. N.Radhakrishnan (DIN: 00390913) who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as Director of the Company.

4. Appointment of Statutory Auditor of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time including any statutory modification or amendment thereto or re-enactment thereof for the time being in force M/s. V.Narayanaswami & Co., Chartered Accountants, Firm Registration No. 027417S, Coimbatore with the Institute of Chartered Accountants of India (ICAI) having a Peer review Certificate No.17361 issued by the Peer Review Board of ICAI, be and are hereby appointed as Statutory Auditors of the Company for four consecutive Financial Year ie. for 2024-25, 2025-26, 2026-27 and 2027-28 to hold office from the conclusion of this 36th meeting till the conclusion of 40th Annual General Meeting to be held in the calendar year 2028, at such remuneration, as mentioned in



explanatory statement plus applicable taxes, out-of-pocket expenses etc , as may be mutually agreed between the Board of Directors and the Auditors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize their terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with prevailing rules and regulations made in this regard including their terms of appointment as per the provisions of Clause 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

SPECIAL BUSINESS

5. Ratification of Remuneration payable to Cost Auditor

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force),

Sri. M.Nagarajan, Practicing Cost Accountant (Firm No: 000088), who was appointed as Cost Auditor by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year 2024-25 on a remuneration of Rs.40, 000/- (Rupees Forty Thousand Only) as also the payment of Goods and Services tax as applicable be and is hereby ratified and confirmed.”

6. Appointment of Smt.ISWARIYA SIDHARTHAN (DIN- 09707870) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the ‘Act’), and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and any other applicable law for the time being in force, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, **Smt.ISWARIYA SIDHARTHAN (DIN- 09707870)** , approval of the Members be and is hereby accorded to appoint **Smt.ISWARIYA SIDHARTHAN (DIN- 09707870)** who meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted declaration to that effect, and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act, as an Independent Director



of the Company not liable to retire by rotation, for a term of five consecutive years with effect from September 03, 2024 to September 02,2029, on such remuneration including fees and commission, as may be approved by the members from time to time, within the limits prescribed under the Act or any other applicable law.

RESOLVED FURTHER THAT the Board of Directors, including a Committee thereof or any other of its delegate, be and are hereby authorized to do all such acts, deeds and things as may be deemed appropriate in this connection and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

7. Appointment of Smt. RAMASAMY PRIYANKA (DIN- 10652216) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the ‘Act’), and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and any other applicable law for the time being in force, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, **Smt. RAMASAMY PRIYANKA (DIN- 10652216)**, approval of the Members be and is hereby accorded to appoint **Smt. RAMASAMY PRIYANKA (DIN- 10652216)** who meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted declaration to that effect, and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act, as an Independent Director of the Company not liable to retire by rotation, for a term of five consecutive years with effect from September 03, 2024 to September 02,2029, on such remuneration including fees and commission, as may be approved by the Board of Directors or its Committee from time to time, within the limits prescribed under the Act or any other applicable law.

RESOLVED FURTHER THAT the Board of Directors, including a Committee thereof or any other of its delegate, be and are hereby authorized to do all such acts, deeds and things as may be deemed appropriate in this connection and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

8. Appointment of Smt. MEGALA (DIN- 10696852) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the ‘Act’), and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and any other applicable law for the time



being in force, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, **Smt. MEGALA (DIN- 10696852)**, approval of the Members be and is hereby accorded to appoint **Smt. MEGALA (DIN- 10696852)** who meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted declaration to that effect, and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act, as an Independent Director of the Company not liable to retire by rotation, for a term of five consecutive years with effect from September 03, 2024 to September 02, 2029, on such remuneration including fees and commission, as may be approved by the Board of Directors or its Committee from time to time, within the limits prescribed under the Act or any other applicable law.

RESOLVED FURTHER THAT the Board of Directors, including a Committee thereof or any other of its delegate, be and are hereby authorized to do all such acts, deeds and things as may be deemed appropriate in this connection and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

9. Appointment of Ms. MANONMANI SIVASAMY (DIN- 10715570) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the ‘Act’), and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and any other applicable law for the time being in force, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, **Ms. MANONMANI SIVASAMY (DIN- 10715570)**, approval of the Members be and is hereby accorded to appoint **Ms. MANONMANI SIVASAMY (DIN- 10715570)** who meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted declaration to that effect, and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act, as an Independent Director of the Company not liable to retire by rotation, for a term of five consecutive years with effect from September 03, 2024 to September 02, 2029, on such remuneration including fees and commission, as may be approved by the Board of Directors or its Committee from time to time, within the limits prescribed under the Act or any other applicable law.

RESOLVED FURTHER THAT the Board of Directors, including a Committee thereof or any other of its delegate, be and are hereby authorized to do all such acts, deeds and things as may be deemed appropriate in this connection and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

By order of the Board

Place: Tirupur
Date: 02.08.2024

(Sd/-) **R.PREMCHANDER**
Managing Director
DIN: 00390795

(Sd/-) **R.JAICHANDER**
Joint Managing Director
DIN: 00390836

**NOTES:**

- 1) The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts in respect of item nos. 4 to 9 of the Notice set out above, is annexed hereto. The relevant details under Regulation 36(3) of the SEBI Listing Regulations and other requisite information as per clause 1.2.5 of Secretarial Standard - 2 on General Meetings in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms part of this Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment
- 2) Pursuant to the Circular Nos. 14/2020 dated 8 April 2020, Circular No.17/2020 dated 13 April 2020, Circular No. 20/2020 dated 5 May 2020 and other applicable circulars including General Circular No. 09/2023 dated 25 September, 2023 issued by the Ministry of Corporate Affairs, Government of India("MCA Circulars"),and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. Members are requested to attend and participate in this AGM through VC/OAVM. The deemed venue for this AGM shall be the Registered Office of the Company. Instructions for remote e-voting, joining the AGM and e-voting thereat are given in Note No. 20 onwards
- 3) In compliance with the aforesaid circulars issued by MCA and SEBI, Notice of 36th AGM including explanatory statement, notes and instructions for e-voting, along with the Annual Report for the Financial Year 2023 - 2024 is being sent only through electronic mode to those Members whose email addresses are registered with the Company, Depositories or Registrar and Share Transfer Agent ('RTA'). No physical copies of the Annual Report will be sent to Members, except to those Members who have requested for physical copy of the Annual Report for FY 2023-24. Notice and Annual Report for the Financial Year 2023-2024 will also be available on the website of the Company www.amarjothi.net, on the website of stock exchange i.e. Bombay Stock Exchange BSE Limited at www.bseindia.com, on the website of CDSL and also on the website of RTA at www.cameoindia.com
Members holding shares in physical mode and whose email IDs are not registered, are requested to register their email ID with Cameo Corporate Services Limited (RTA) at investor@cameoindia.com, kandhimathi@cameoindia.com or mill@amarjothi.net by sending a duly signed Form ISR-1 mentioning their Name as registered with the RTA, Address, email ID, Mobile Number, self-attested copy of PAN, DPID/Client ID or Folio Number and number of shares held. Shareholders holding shares in dematerialized mode are requested to register/ update their email address with the relevant Depository Participants.
- 4) Since the AGM is being held pursuant to the Circulars issued by the Ministry of Corporate Affairs through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly the facility to appoint a proxy by a Member will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

AMARJOTHI SPINNING MILLS LIMITED

Annual Report 2023-24



- 5) In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 issued by the ICSI, the proceedings of the AGM through VC/OAVM shall be deemed to be conducted at the Registered Office of the Company at Amarjothi House, 157, Kumaran Road, Tirupur - 641601.
- 6) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM and participate there at and cast their vote through remote e-voting. In case of Joint Holders, the member whose name appears as First Holder in the order of names on the Register of Members of the Company will be entitled to vote. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- 7) The facility of joining the 36th AGM through VC/ OAVM will be opened 30 minutes before and will be open upto 15 minutes after the scheduled start time of the 36th AGM and will be available for 1,000 members on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
- 8) Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing's body resolution/authorization etc., authorizing their representative to attend the 36th AGM through VC /OAVM on its behalf and to vote through remote e-voting. The said resolution/ authorization shall be sent to the Scrutinizer by email through its registered email address to ramcsoffice@gmail.com and may also upload the same at evoting@cdslindia.com.
- 9) Book Closure and Dividend:

The Register of Members and the Share Transfer Books of the Company will be closed from Wednesday, the 28th August 2024 to Tuesday, the 03rd September 2024 (both days inclusive). The dividend of Rs.2.20/- per share (22% on the face value of Rs.10/-), if declared at the AGM, will be paid, subject to deduction of tax at source, on or before October 03, 2024 to the Members whose names appear on the Company's Register of Members as on the close of business hours on Tuesday, August 27, 2024 and whose bank mandate are registered in the records of the Depository Participants/RTA.
- 10) Important Communications & Awareness for Shareholders:
 - a) As per SEBI's Master circular dated 17th May 2023 and amendment circular dated 17th November 2023 and 7th May 2024 has mandated that with effect from April 1, 2024, dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC compliant i.e. the details of PAN, choice of nomination, contact details, mobile number, complete bank details and specimen signatures are registered.

In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend / interest etc. shall be paid upon furnishing all the aforesaid details in entirety.



To receive the dividend on time, Members holding shares in physical form should be KYC compliant and receive the dividends directly in their bank accounts through Electronic Clearing Service or any other means. Members are requested to send the following documents to our RTA – Cameo Corporate Services Limited, latest by Wednesday, August 21, 2024:

- a. Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pin code, and the following details relating to the bank account in which the dividend is to be received:
 - i. Name of Bank and Bank Branch;
 - ii. Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions;
 - iii. 11 digit IFSC Code; and
 - iv. 9 digit MICR Code.
- b. Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. Self-attested copy of the PAN Card of all holders;
- d. Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
- e. Form ISR2 duly filled and signed. The signature of holders should be attested by the Bank Manager.
- f. Form SH 13 – Nomination form of ISR3 – to opt out from Nomination. The said forms are available on RTA website www.cameoindia.com and also in our company website at www.amarjothi.net

Necessary prior intimation(s) in this regard was provided to the Shareholders. A copy of the required circular(s) is/are available on the Company's website www.amarjothi.net

- b) As per Regulations 39 and 40 of the Listing Regulations, as amended, Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.
- c) SEBI vide its circular dated July 31, 2023, has introduced a common Online Dispute Resolution Portal ("ODR Portal"), which harnesses online method for resolution, conciliation and arbitration for disputes arising in the Indian Securities Market. The ODR Portal allows investors with additional mechanism to resolve their grievances, in case they are not satisfied with the resolution provided by the Company/RTA and/



or through SCORES Platform of SEBI (scores.sebi.gov.in). Web-link to access the said portal is <https://smartodr.in>

- d) SEBI vide circular dated November 3, 2021, has mandated the listed companies to have PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form. Folios wherein any one of the cited details / documents are not available with us, no service requests will be considered.

The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2,ISR-3, SH-13, SH-14 are available on our website www.amarjothi.net or at <https://tinyurl.com/Investor-Downloads>. The above Investor Service Request Forms (ISR) are also available at RTA's website at <https://cameoindia.com/registry-and-share-transfer/>. In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest. The intimation/communication in this regard has been sent to all eligible shareholders.

In respect of shareholders who hold shares in the dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their respective Depository Participants.

- e) Pursuant to the Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. April 01, 2020. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Company is required to deduct tax at source from the dividend paid at the prescribed rates, if the dividend amount exceeds Rs.5,000/-. 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 2024-25 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.

Form 15G / 15H can be downloaded from <https://investors.cameoindia.com> to avail the benefit and e-mail to nagaraj@cameoindia.com/<https://wisdom.cameoindia.com/> by 11:59 P.M.IST on August 27, 2024. There is also provision to upload the 15G / 15H in the web link viz., <https://investors.cameoindia.com> provided by the Company's Registrar and Share transfer agent.

For Non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess or as notified by the Government of India on the amount of dividend payable).

Non-resident shareholders can avail beneficial rates under the Tax Treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form10F, any other document which may be required to avail the Tax Treaty benefits, by sending an email to nagaraj@cameoindia.com or via Online Investor Portal: <https://wisdom.cameoindia.com/>. The aforesaid declarations and documents should be submitted by the shareholders by 11:59 P.M. IST on August 27, 2024.

AMARJOTHI SPINNING MILLS LIMITED

Annual Report 2023-24



For any additional information, members may refer the document titled “Communication on TDS on Dividend Distribution” available at <https://tinyurl.com/Communication-on-TDS-Dividend>

Any clarification required in this regard, you may contact Mr. V. Nagaraj, Manager, M/s. Cameo Corporate Services Limited (Phone No.: 044-40020700). No communication would be accepted from Members after August 27, 2024 regarding the tax withholding matters.

- 11) Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number / folio number, e-mail ID, mobile number to mill@amarjothi.net/secretarial@amarjothi.net on or before 26th August, 2024. The shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- 12) A Member who needs any clarification on accounts or operations of the Company shall send his/her queries addressed to the Company at mill@amarjothi.net/secretarial@amarjothi.net, on or before Monday, 26th August 2024. Such queries will be replied by the Company suitably, during the AGM or through a separate e-mail.
- 13) Pursuant to Section 124 (5) and 125, read with Rule 5 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, of the Companies Act, 2013, all unclaimed dividends shall be transferred to the ‘Investor Education and Protection Fund’ of the Central Government after a period of 7 years from the date of declaration. Shareholders who have not encashed the dividend warrants for the years 2016- 17, 2017-18, 2018-19, 2019-20, 2020-21, 2021-22 and 2022-23 are requested to write to the Registrar and Share Transfer Agents of the Company, M/s Cameo Corporate Services Limited, “Subramanian Building” No.1, Club House Road, Chennai -600002, for claiming the dividend. The details of shareholders whose unclaimed dividend / shares are liable to be transferred to IEPF are available at the Company’s website – www.amarjothi.net
- 14) Members who have not encashed their dividend warrants are advised to write to the Company immediately for claiming dividends declared by the Company, which are yet to be transferred to IEPF Authority.
- 15) Company’s share transfer work and dematerialisation of shares is done by Registrar and Share Transfer Agents(RTA) - M/s Cameo Corporate Services Limited, “Subramanian Building” No.1, Club House Road, Chennai 600002. Members are requested to inform the Company’s Registrar and Share Transfer Agent i.e. M/s Cameo Corporate Services Limited, “Subramanian Building” No.1, Club House Road, Chennai -600002 / or via email at investor@cameoindia.com, kandhimathi@cameoindia.com about the changes, if any, in their registered address along with the Pin Code, quoting their Folio Number and DP ID/ Client ID and email address.
- 16) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Company’s Registrar, M/s Cameo Corporate Services Limited, the details of such folios together with the share certificates along with

AMARJOTHI SPINNING MILLS LIMITED

Annual Report 2023-24



the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

- 17) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection in the electronic form (scanned copy) by the Members during the AGM. All documents referred to in the Notice will also be available for inspection in the electronic form (scanned copy), without any fee, by the Members from the date of circulation of this Notice up to the date of AGM i.e. 03rd September, 2024. Members seeking to inspect such documents can send an email to mill@amarjothi.net
- 18) International Securities Identification Number of the company is INE484D01012.
- 19) In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of the above, Members are advised to dematerialise shares held by them in physical form.
- 20) The results of the Remote e-voting and e-voting during the Annual General Meeting will be announced by the Chairperson or person authorized by the Chairperson within 48 hours from the date of conclusion of the Annual General Meeting at the Registered office of the Company. A copy of which will be posted on the Company's website and forwarded to the Stock Exchange.

Voting through electronic means

1. 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 MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. 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.
2. 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 to atleast 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.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to



attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

5. 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.amarjothi.net. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.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
6. The AGM/EGM 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 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
7. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

Vote by Remote e-Voting and e-voting during the AGM

- i) The Board of Directors has appointed Sri. RAMCHANDAR.R(Membership.No.10097), Company Secretary in Practice as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner
- ii) The e-voting facility will be available at the link www.evotingindia.com during the following voting period.
- iii) **The remote e-voting would commence on Saturday, 31st August, 2024 (9:00 am) and end on Monday, the 02nd September 2024 (5:00 pm).**

During the above period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27th August 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 p.m. on 02nd September 2024. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.

- iv) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting.
- v) The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. The Members, who has not cast their vote by remote e-voting, shall vote through e-voting system in the AGM.
- vi) The Scrutinizer will submit his report to the Board after completion of the Scrutiny and the results of the e-voting will be announced by the Company on its website - www.amarjothi.net within 48 hours of the conclusion of the AGM.



THE INSTRUCTIONS FOR THE MEMBERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- 1) The voting period begins on <31.08.2024 – 9.00 AM> and ends on <02.09.2024-5.00 PM>. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of <27.08.2024> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2) The Members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM through VC/OAVM facility but shall not be entitled to cast their vote again.
- 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.

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.

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.

A) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE CDSL/NSDL IS GIVEN BELOW

In terms of SEBI circular 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 to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.



	<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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>1) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>2) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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 NSDL Depository</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: https://eservices.nsdl.com 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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://</p>



	<p>eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. 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 & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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 & 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.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30



B) LOGIN METHOD FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE.

- 1) The shareholders should log on to the e-voting website 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.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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"> ● 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.
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"> ● 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.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) 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.

AMARJOTHI SPINNING MILLS LIMITED

Annual Report 2023-24



- 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 relevant for <AMARJOTHI SPINNING MILLS LIMITED>
- 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) 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.

ADDITIONAL FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS –FOR REMOTE VOTING ONLY

- 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; mill@amarjothi.net, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 procedure for attending meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for e-voting.

AMARJOTHI SPINNING MILLS LIMITED

Annual Report 2023-24



2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 atleast **seven** days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at mill@amarjothi.net /secretarial@amarjothi.net The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **seven** days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at mill@amarjothi.net /secretarial@amarjothi.net These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/ 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.

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

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 mill@amarjothi.net/RTA email id – investor@cameoindia.com, kandhimathi@cameoindia.com
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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.

AMARJOTHI SPINNING MILLS LIMITED

Annual Report 2023-24



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 or contact at 1800 22 55 33.

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 or call on 1800 22 55 33.



ANNEXURE TO NOTICE

STATEMENT OF MATERIAL FACTS UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO.4

As the members are aware that our statutory auditor Mr. V. Narayanaswami, Membership No: 023661 was appointed to perform the audit of financial statements of the Company for a period of 5 years from the Financial year 2022-2023 to Financial year 2026-2027 at its Annual General Meeting held on 29th September, 2022.

However, Mr. V.Narayanaswami, Statutory Auditor, vide letter dated January 31, 2024, submitted his resignation with effect from 09.02.2024 to the Board through Audit Committee, given the reason that to comply with certain regulations of the Institute of Chartered Accountants of India (ICAI), he has changed his trade name as V.Narayanaswami & Co with FRN No: 027417S, with Sole Proprietor V.Narayanaswami, Membership No: 023661, from V.Narayanaswami, Membership No: 023661. All other parameters like his PAN, address, GST number remain the same.

To comply with above change, the company informed his resignation as individual auditor V.Narayanaswami, Membership No: 023661 and appointed him as Statutory Auditor M/s V.Narayanaswami & Co with FRN No: 027417S, with Sole Proprietor V.Narayanaswami by filling casual vacancy until the conclusion of the ensuing 36th Annual General Meeting through postal ballot. The Board informed that the resolution as set out in the Postal Ballot notice is approved by the Members of the Company with requisite majority on Thursday, March 14, 2024, being the last date of the Remote E-Voting. The voting results of the postal ballot was filed to stock exchange on 15th March, 2024.

Pursuant to the provisions of Sections 139 other provisions of the Companies Act, 2013 and the Rules framed thereunder, the Board of Directors of the Company, based on the recommendation of the Audit Committee and the members through Postal Ballot Notice dated 09th February, 2024, approved the appointment of M/s V.Narayanaswami & Co, Chartered Accountants (Firm Registration No. 027417S) as statutory Auditors of the Company to fill the casual vacancy caused due to resignation of V.Narayanaswami, Membership No: 023661, to conduct the audit for FY 2023-24 and hold the office till the conclusion of the 36th AGM.

Subsequently the Board of Directors on the recommendation of Audit Committee in its meeting held on 02nd August, 2024 approved the appointment of M/s V.Narayanaswami & Co, Chartered Accountants (Firm Registration No. 027417S) as Statutory Auditors for four consecutive years i.e. for Financial Year 2024-25 to FY 2027-28 (i.e. a total term of five consecutive years including FY 2023-24), which is subject to the approval of the shareholders at 36th AGM. The said appointment shall be pursuant to applicable provisions of the Companies Act 2013, SEBI (LODR) Regulations, 2015 and terms as contained in SEBI circular No. CIR/CFD/ CMD/1/114/2019 dated 18th October, 2019.

Pursuant to Regulation 36 of SEBI Listing Regulations, the following details are mentioned below for the information of Members:

Proposed audit fee payable to auditor :

The fees proposed to be paid to V.Narayanaswami & Co with FRN No: 027417S towards statutory audit and limited review (including certifications but excluding applicable taxes and reimbursements) for Financial Year 2024-25 to FY 2027-28 shall be Rs. 2.72 lakh.

AMARJOTHI SPINNING MILLS LIMITED

Annual Report 2023-24



Terms of appointment: To hold the office of Statutory Auditors of the Company from the conclusion of this 36th Annual General Meeting until the conclusion of the 40th annual general meeting to be held in the year 2028.

The brief profile of New Statutory Auditors' firm is as under:-

M/s V.Narayanaswami & Co ,Chartered Accountants (Firm Registration No. 027417S), sole proprietorship firm and it offers professional services in the field of Income Tax, GST, Customs, Accounting, Auditing, Advisory and Management Consultancy. Representing client before Tax and Statutory authorities for compliance, appeals and refunds. They have requisite infra-structure to execute the assignment and hold a valid Peer Review Certificate no.17361 issued by the Institute of Chartered Accountants of India. M/s V.Narayanaswami & Co ,Chartered Accountants vide letter dated 02nd August, 2024, have given their consent and eligibility certificate, pursuant to Section 141 of the Companies Act, 2013.

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

The Board commends the Resolution for approval of the members by way of an Ordinary Resolution.

ITEM NO.5

The Board of Directors (the "Board"), on the recommendation of the Audit Committee, has approved the appointment of Sri. M.Nagarajan, Practicing Cost Accountant (Firm No: 000088), to audit the cost records of the Company maintained across various segments on which Cost Audit Rules are applicable, for the financial year 2024-25, at a total remuneration of Rs. 40,000/- per annum excluding the applicable Goods and service tax (GST) and reimbursement of out of pocket expenses incurred by him in connection with the audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable / paid to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, ratification of the Members is sought for the aforesaid remuneration payable / paid to the Cost Auditors of the Company for the financial year 2024-25.

The Board recommends passing of the resolution set out at Item No.5 of the Notice as an Ordinary Resolution.

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

ITEM NO. 6,7,8 and 9

The second term of existing three Independent Directors of the Company, namely Dr. V. Subramaniam (DIN: 00781690), Sri. V.T. Subramanian (DIN:02311576) and Sri. M.S. Sivakumar (DIN:06930290) shall conclude on 04th September ,2024

Considering the desired skills, capabilities, diversity and time commitment required for this role, after evaluating potential candidates and based on the recommendation of Nomination and Remuneration Committee, the Board has recommended to the Members for their approval, appointment of the following individuals as Independent Directors of the Company, to hold office for a term of five consecutive years at the ensuing 36th Annual General Meeting ("AGM") with effect from 03.09.2024.

**ITEM NO.6**

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, has proposed to the Members of the Company, the appointment of Smt. ISWARIYA SIDHARTHAN (DIN- 09707870) as an Independent Director of the Company, not liable to retire by rotation, who shall hold office for a term of five years commencing from the conclusion of this AGM i.e. 03rd September, 2024 to 02nd September 2029 .

The Company has received a notice in writing from a Member under section 160 of the Companies Act, 2013 ("the Act") proposing the candidature of Smt. ISWARIYA SIDHARTHAN (DIN- 09707870) for the office of Director of the Company.

Brief details of Smt. ISWARIYA SIDHARTHAN is given as hereunder:

Smt. Iswariya Sidharthan is a fellow member of the Institute of Company Secretaries of India. She has expertise in the fields of governance, corporate affairs, law and accountancy. She has been effectively performing her duties and providing valuable guidance to the Company in key strategic matters from time to time. She holds Non-executive directorship dealing with corporate consulting in Private Company i.e. Bright Corporate Solutions Private Limited.

Smt. Iswariya Sidharthan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Smt. Iswariya Sidharthan stating that she meets the criteria of independence as prescribed under sub-section (6) of section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Smt. Iswariya Sidharthan is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. In the opinion of the Board, Smt. Iswariya Sidharthan fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Smt. Iswariya Sidharthan is independent of the management.

The Board is of the view that the relevant skills, knowledge, experience, and expertise of Smt. Iswariya Sidharthan will be of immense benefit and value to the Company and, therefore, recommends her appointment to the Members.

Smt. Iswariya Sidharthan would be entitled to sitting fees for attending the meetings of the Board of Directors and Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other Committee meetings or Commission if payable shall be paid to them.

Copy of draft letter of appointment of Smt. Iswariya Sidharthan setting out the terms and conditions of appointment is available for inspection by the members at the Corporate Office of the Company.

Save and except Smt. Iswariya Sidharthan and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out in Item No. 6 of the Notice for approval of the Members thereof.

ITEM NO.7

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and

AMARJOTHI SPINNING MILLS LIMITED

Annual Report 2023-24



Remuneration Committee, has proposed to the Members of the Company, the appointment of Smt. RAMASAMY PRIYANKA (DIN- 10652216) as an Independent Director of the Company, not liable to retire by rotation, who shall hold office for a term of five years commencing from the conclusion of this AGM i.e 03rd September, 2024 to 02nd September 2029

The Company has received a notice in writing from a Member under section 160 of the Companies Act, 2013 ("the Act") proposing the candidature of Smt. RAMASAMY PRIYANKA (DIN- 10652216) for the office of Director of the Company.

Brief details of Smt. RAMASAMY PRIYANKA is given as hereunder:

Smt. Ramasamy Priyanka is a Qualified Chartered Accountant. She has varied experience in all areas of Audit, Investigation, Due Diligence, Taxation (Direct and Indirect), Company Law Matters for both domestic and foreign companies, Management Consultancy, Information System Audit and FEMA. She is proficient in handling accounts and finance activities encompassing preparation of Internal Audit reports, Income tax returns, GST Returns.

Smt. Ramasamy Priyanka is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Smt. Ramasamy Priyanka stating that she meets the criteria of independence as prescribed under sub-section (6) of section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Smt. Ramasamy Priyanka is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. In the opinion of the Board, Smt. Ramasamy Priyanka fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Smt. Ramasamy Priyanka is independent of the management.

The Board is of the view that the relevant skills, knowledge, experience, and expertise of Smt. Ramasamy Priyanka will be of immense benefit and value to the Company and, therefore, recommends her appointment to the Members.

Smt. Ramasamy Priyanka would be entitled to sitting fees for attending the meetings of the Board of Directors and Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other Committee meetings or Commission if payable shall be paid to the them.

Copy of draft letter of appointment of Smt. Ramasamy Priyanka setting out the terms and conditions of appointment is available for inspection by the members at the Corporate Office of the Company.

Save and except Smt. Ramasamy Priyanka and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out in Item No. 7 of the Notice for approval of the Members thereof.

ITEM NO.8

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, has proposed to the Members of the Company, the appointment of Smt. MEGALA (DIN- 10696852), as an Independent Director of the Company, not liable to retire by

AMARJOTHI SPINNING MILLS LIMITED

Annual Report 2023-24



rotation, who shall hold office for a term of five years commencing from the conclusion of this AGM i.e. 03rd September, 2024 to 02nd September 2029

The Company has received a notice in writing from a Member under section 160 of the Companies Act, 2013 ("the Act") proposing the candidature of Smt. MEGALA (DIN- 10696852), for the office of Director of the Company.

Brief details of Smt. Megala, is given as hereunder:

Smt. Megala is a Post graduate in Commerce. She has extensive knowledge in the fields of accounting, banking, investment, financial service, investment as well as economics and marketing.

Smt. Megala is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Smt. Megala stating that she meets the criteria of independence as prescribed under sub-section (6) of section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Smt. Megala is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. In the opinion of the Board, Smt. Megala fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Smt. Megala is independent of the management.

The Board is of the view that the relevant skills, knowledge, experience, and expertise of Smt. Megala will be of immense benefit and value to the Company and, therefore, recommends her appointment to the Members.

Smt. Megala would be entitled to sitting fees for attending the meetings of the Board of Directors and Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other Committee meetings or Commission if payable shall be paid to the them.

Copy of draft letter of appointment of Smt. Megala setting out the terms and conditions of appointment is available for inspection by the members at the Corporate Office of the Company.

Save and except Smt. Megala and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out in Item No. 8 of the Notice for approval of the Members thereof.

ITEM NO.9

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, has proposed to the Members of the Company, the appointment of Ms. MANONMANI SIVASAMY (DIN- 10715570) as an Independent Director of the Company, not liable to retire by rotation, who shall hold office for a term of five years commencing from the conclusion of AGM i.e. 03rd September, 2024 to 02nd September 2029

The Company has received a notice in writing from a Member under section 160 of the Companies Act, 2013 ("the Act") proposing the candidature of Ms. MANONMANI SIVASAMY (DIN- 10715570) for the office of Director of the Company.

AMARJOTHI SPINNING MILLS LIMITED

Annual Report 2023-24



Brief details of Ms. MANONMANI SIVASAMY (DIN- 10715570) is given as hereunder:

Ms. Manonmani Sivasamy is associate member of the Institute of Company Secretaries of India. She is a graduate in BBM (Business Management). She has distinguished experience in the fields of secretarial, listing, treasury, legal, personnel and administration, statutory audit, direct and indirect taxes. She is currently working in Best Corporation Private Limited (Best Group), Tiruppur from March- 2024 as Company Secretary. She worked as an Assistant Company Secretary at Walkaroo International Private Limited (Walkaroo Group), Coimbatore from October 2021 to February 2024. She worked as Company Secretary at M/s Ramesh Iron and Steel Company India Private Limited in Coimbatore from November 2019 to September 2021.

Ms. Manonmani Sivasamy is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Ms. Manonmani Sivasamy stating that she meets the criteria of independence as prescribed under sub-section (6) of section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Ms. Manonmani Sivasamy is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. In the opinion of the Board, Ms. Manonmani Sivasamy fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Manonmani Sivasamy is independent of the management.

The Board is of the view that the relevant skills, knowledge, experience, and expertise of Ms. Manonmani Sivasamy will be of immense benefit and value to the Company and, therefore, recommends her appointment to the Members.

Ms. Manonmani Sivasamy would be entitled to sitting fees for attending the meetings of the Board of Directors and Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other Committee meetings or Commission if payable shall be paid to them.

Copy of draft letter of appointment of Ms. Manonmani Sivasamy setting out the terms and conditions of appointment is available for inspection by the members at the Corporate Office of the Company.

Save and except Ms. Manonmani Sivasamy and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the Notice.

The Board recommends the Special Resolution set out in Item No. 9 of the Notice for approval of the Members thereof.

By order of the Board

Place : Tirupur

Date : 02.08.2024

(Sd/-) **R.PREMCHANDER**

Managing Director

DIN: 00390795

(Sd/-) **R.JAICHANDER**

Joint Managing Director

DIN: 00390836



Annexure to Notice of AGM

**Statement of information as per Schedule V of the Companies Act, 2013
Relevant to Appointment of Independent Directors,
pursuant to Item NO.6,7 8 and 9 of the Notice**

I. GENERAL INFORMATION

1. Nature of Industry

The Company manufactures and distributes yarn to domestic and international textile companies. The Company provides a variety of shades and styles of yarn. Amarjothi produces good quality color melange yarn for hosiery, woven and home textiles. The manufacturing unit is located at Nambiyur and dyeing unit is located in Perundurai.

2. Date of commencement of commercial production – 16.12.1987

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

4. Financial performance based on given indicators

(Rs. in lakhs, except EPS)

Particulars	2023-24	2022-23
Total Income	19008.02	21070.05
Profit/ (Loss) before tax	1423.27	1605.25
Profit/ (Loss) after tax	801.90	1013.07
Paid-up equity capital	675.00	675.00
Reserves and Surplus	17385.22	16775.45
Basic Earnings per share (EPS)	11.88	15.01

5. Export Performance and Net foreign exchange earnings

- Inflow (Fob value of exports) Rs.622.78 lakhs
- Outflow (Imports & charges) Rs.70.67 lakhs

6. Foreign Investments or collaborations, if any. Nil

II. Information about the appointee Directors

- a) Smt. ISWARIYA SIDHARTHAN (DIN- 09707870) – Non Executive Independent Director
 - i) Background Details / Recognition or awards / job profile and suitability :
Refer the Explanatory statement of item No.6 mentioned above.
 - ii) Past remuneration: NIL



- iii) Remuneration proposed: The details of the remuneration proposed to be paid to Smt. ISWARIYA SIDHARTHAN has been set out in Item No. 6 of the Notice.
 - iv) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:
Taking into consideration the size of the Company, the nature of the industry, the profile, knowledge, skills and responsibilities, the above proposed remuneration is commensurate.
 - v) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:
She is not directly/indirectly related to any other Director and/or Key Managerial Personnel of the Company.
- b) Smt. RAMASAMY PRIYANKA (DIN- 10652216) – Non Executive Independent Director
- i) Background Details / Recognition or awards / job profile and suitability :
Refer the Explanatory statement of item No.7 mentioned above.
 - ii) Past remuneration: NIL
 - iii) Remuneration proposed: The details of the remuneration proposed to be paid to Smt. RAMASAMY PRIYANKA (DIN- 10652216) has been set out in Item No. 7 of the Notice.
 - iv) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:
Taking into consideration the size of the Company, the nature of the industry, the profile, knowledge, skills and responsibilities, the above proposed remuneration is commensurate.
 - v) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:
She is not directly/indirectly related to any other Director and/or Key Managerial Personnel of the Company.
- c) Smt. MEGALA (DIN- 10696852) – Non Executive Independent Director
- i. Background Details / Recognition or awards / job profile and suitability :
Refer the Explanatory statement of item No.8 mentioned above.
 - ii. Past remuneration: NIL
 - iii. Remuneration proposed: The details of the remuneration proposed to be paid to Smt. MEGALA has been set out in Item No. 8 of the Notice.
 - iv. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:
Taking into consideration the size of the Company, the nature of the industry, the profile, knowledge, skills and responsibilities, the above proposed remuneration is commensurate.
 - v. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:



She is not directly/indirectly related to any other Director and/or Key Managerial Personnel of the Company.

- d) Ms.MANONMANI SIVASAMY (DIN- 10715570) – Non Executive Independent Director
- i) Background Details / Recognition or awards / job profile and suitability : Refer the Explanatory statement of item No.9 mentioned above.
 - ii) Past remuneration: NIL
 - iii) Remuneration proposed: The details of the remuneration proposed to be paid to Ms.MANONMANI SIVASAMY (DIN- 10715570) has been set out in Item No. 9 of the Notice.
 - iv) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:
Taking into consideration the size of the Company, the nature of the industry, the profile, knowledge, skills and responsibilities, the above proposed remuneration is commensurate.
 - v) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:
She is not directly/indirectly related to any other Director and/or Key Managerial Personnel of the Company.

III. Other information

Amarjothi produces good quality color melange yarn for hosiery, woven and home textiles. Amarjothi has established itself as house hold name in the melange yarn industry the world over. The equity shares of Rs.10/- each of the Company were quoted at around Rs. 170.55/- per share on 31.03.2024.

The working of the Company for the financial year 2023-24 has resulted in a consolidated net profit of Rs.818.18 Lakhs and is expected to grow in future years considering the improvement in productivity in the manufacturing units.

IV. Disclosures

1. The shareholders of the Company are informed of the remuneration package of the managerial persons.
2. All elements of remuneration package such as salary, benefits etc. of all the Directors are mentioned in the Board of Directors' Report.

AMARJOTHI SPINNING MILLS LIMITED

Annual Report 2023-24



Details of Director(s) seeking re-appointment at the Annual General Meeting in pursuance of Secretarial Standards (SS-2) and Regulation 36 of SEBI (LODR) Regulations, 2015.

Item No. 3

Name of the director	SRI.N. RADHAKRISHNAN
DIN	00390913
Date of Birth	19.05.1948
Date of appointment and re-appointment on the board	31.08.2005
Board position held	Non-Executive Non Independent Director
Qualifications	S.S.L.C
Expertise in Functional Area	Strategy, Operations, Procurement, General Management and Business Development and allied matters in Textile Industry
Terms and conditions of appointment	Retires by rotation and eligible for re-appointment
Remuneration Last Drawn (FY2023-24)	No remuneration shall be paid except sitting fees
Remuneration proposed to be paid	He is entitled for payment of sitting fees for attending the Meetings of the Board and its Committees
No. of Board Meetings attended during the year	5/5
List of other companies in which directorship held as on 31 st March 2024	Director: RPJ TEXTILES LIMITED
Chairman/ Members of the Committees of the board of other Companies in which he is a director as on 31 st March 2024	Chairman : Nil Member: Nil
No. of Shares held	Nil
Relationship with other Directors	Not related to any other Director

AMARJOTHI SPINNING MILLS LIMITED
Annual Report 2023-24



ITEM No. 6,7,8 and 9

Name of the director	Smt.ISWARIYA SIDHARTHAN	Smt.RAMASAMY PRIYANKA	Smt.MEGALA	Ms.MANONMANI SIVASAMY
DIN	09707870	10652216	10696852	10715570
Date of Birth	16.10.1991	26.11.1992	10.05.1979	11.01.1992
Date of appointment on the board	Proposed – 03.09.2024	Proposed – 03.09.2024	Proposed – 03.09.2024	Proposed – 03.09.2024
Board position held	Proposed for the position of Independent Director	Proposed for the position of Independent Director	Proposed for the position of Independent Director	Proposed for the position of Independent Director
Qualifications	B.Com(CS),M.B.A., FCS., LL.B	B.Com., ACA	M.Com	BBM., ACS
Expertise in Functional Area	Advisory, Strategy and General Management Corporate Affairs, Law	Finance, Audit , Corporate Governance Accounting and Direct Taxation	Accounting, banking, investment, financial service, investment as well as economics and marketing.,	Secretarial, legal functions, listing, treasury, personnel and administration, government, statutory audit.
Terms and conditions of appointment	Proposed appointment at the AGM- 5 years i.e. September 03, 2024 to September 02,2029	Proposed appointment at the AGM- 5 years i.e. September 03, 2024 to September 02,2029	Proposed appointment at the AGM – 5 years i.e. September 03, 2024 to September 02,2029	Proposed appointment at the AGM – 5 years i.e. September 03, 2024 to September 02,2029
Remuneration Last Drawn (FY2023-24)	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Remuneration proposed to be paid	She is entitled for payment of sitting fees for attending the Meetings of the Board and its Committees	She is entitled for payment of sitting fees for attending the Meetings of the Board and its Committees	She is entitled for payment of sitting fees for attending the Meetings of the Board and its Committees	She is entitled for payment of sitting fees for attending the Meetings of the Board and its Committees
No. of Board Meetings attended during the year	Not Applicable	Not Applicable	Not Applicable	Not Applicable
List of other companies in which directorship held as on 31st March 2024.	Director: BRIGHT CORPORATE SOLUTIONS PRIVATE LIMITED	Nil	Nil	Nil

AMARJOTHI SPINNING MILLS LIMITED
Annual Report 2023-24



Chairman/ Members of the Committees of the board of other Companies in which he is a director as on 31st March 2024	Chairman : Nil Member: Nil	Chairman : Nil Member: Nil	Chairman : Nil Member: Nil	Chairman : Nil Member: Nil
No. of Shares held	Nil	Nil	Nil	Nil
Relationship with other Directors	Not related to any other Director	Not related to any other Director	Not related to any other Director	Not related to any other Director