



# Aditya Spinners Limited

6-3-668/10/66, Durganagar Colony,  
Punjagutta, Hyderabad - 500 082. A.P. India  
Grams : "ADITYASPIN"  
Tel : 040 - 23404708  
Fax : 040 - 23404758  
E-mail : H.O.: aslhyd9@gmail.com  
Site : aslskht@gmail.com  
CIN No: L18100AP1991PLC012337  
Date: 27<sup>th</sup> August, 2020

To  
The Deputy General Manager,  
Corporate Relationship Department,  
Bombay Stock Exchange, Mumbai,  
1<sup>st</sup> Floor, New Trading Ring, Rotunda Building,  
P.J.Towers, Dalal Street, Fort,  
Mumbai – 400 001  
Fax: 022 22723121

Scrip Code: BSE: 521141

Dear Sir,

**Sub: Submission of Notice of 28<sup>th</sup> Annual General Meeting of the Company.**

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In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Twenty-Eighth (28<sup>th</sup>) Annual General Meeting of the Members of our Company will be held on Saturday, the 19<sup>th</sup> day of September, 2020 at 11.00 A.M through video conferencing (VC)/other audio-visual means (OAVM).

The Annual General Meeting ("AGM") shall be deemed to be conducted at the Registered Office of the Company.


We attach herewith the copy of Notice of 28<sup>th</sup> Annual General Meeting.

Kindly acknowledge the receipt of the same and take on records.

Thanking You

Yours faithfully,

**For Aditya Spinners Limited**

  
K Vijay Kumar  
Managing Director



  
Encl: a/a



### NOTICE

Notice is hereby given that the 28th Annual General Meeting of the members of Aditya Spinners Limited will be held on Saturday, the 19<sup>th</sup> day of September, 2020 at 11.00 A.M, through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue, to transact the businesses mentioned below.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM

#### ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To Appoint a Director in place of SRI. K.VIJAY KUMAR, (DIN: 00769568) who retires by rotation and being eligible, offers himself for re appointment.
3. To Appoint a Director in place of Smt. K V NAGALALITHA, (DIN: 02223430) who retires by rotation and being eligible, offers herself for re appointment.
4. To Appoint a Director in place of SRI. R.SHIV KUMAR, (DIN: 01791576) who retires by rotation and being eligible, offers himself for re appointment

#### SPECIAL BUSINESS:

5. **Continuation of Directorship of Mr. N Krishna Mohan (DIN: 00698772) as a Non-Executive Non-Independent Director in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable provisions of Companies Act, 2013 and relevant rules framed there under (including any statutory modification or re-enactment thereto), approval of members be and is hereby accorded to the continuation of directorship of Mr. N Krishna Mohan (DIN: 00698772), as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation."

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

6. **Re-appointment of Mr. Narasimha Rao Mandumula (DIN: 06763347) as a Non-Executive Independent Director for second term of five consecutive years**

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the said Act, 2013 and Regulation 16(1)(b), 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the approval of the Board of Directors of the Company upon the recommendation of the Nomination & Remuneration Committee, Mr. Narasimha Rao Mandumula (DIN: 06763347), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of 5 (five) consecutive years with effect from the date of this Annual General meeting or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines."

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

7. **Re-appointment of Mr. Venkata Prasad Kuppam (DIN: 01853455) as a Non-Executive Independent Director for second term of five consecutive years**

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the said Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the approval of the Board of Directors of the Company upon the recommendation of the Nomination & Remuneration Committee, Mr. Venkata Prasad Kuppam (DIN: 01853455), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of 5 (five) consecutive years with effect from the date of this Annual General meeting or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines."



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

**8.RE-APPOINTMENT OF MR. K. SRIRAM AS EXECUTIVE DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of section 196, 197 and 198 of the Companies Act, 2013 read with Part-II of Section-II to the Schedule-V of the said Act, pursuant to the remuneration approved by the Nomination and Remuneration Committee and pursuant to the Articles of Association of the company, the consent and approval of the company be and is hereby accorded for the re-appointment of Sri K.Sriram, as the Executive Director of the company for a period of three years w.e.f. 14.08.2020 with a remuneration of not more than Rs.2,50,000/-(Rupees Two Lakhs Fifty Thousand only) per month during the said tenure.”

By Order of the Board  
For ADITYA SPINNERS LIMITED

Place: Hyderabad,  
Date: 31.07.2020

K VIJAY KUMAR  
Managing Director

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

**ITEM NO. 5 OF THE NOTICE**

Pursuant to the Regulation 17(1A) of SEBI (LODR) regulations, 2015 listed company shall continue the directorship of a Non-Executive Director who has attained the age of 75 years by passing a Special Resolution to that effect.

Mr. N Krishna Mohan (DIN: 00698772 is above 75 years of age and his services are beneficial to the Company. Based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management, the Board of Directors recommend his continuation as Director under regulation 17(1A) of SEBI (LODR) regulations, 2015 and the same is considered in the interest of company.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services.

Accordingly, consent of the Members is sought for passing Special Resolution as set out in item 5 of the Notice for continuation as non-executive director of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

None of the other Directors, Key Managerial Personnel and their Relatives thereof is concerned or interested in the above resolution except Smt. K.V.Nagalalitha, Sri. K.Vijay Kumar and Sri.K. Sriram

The Board of Directors recommends the resolutions for your approval as a Special Resolution.

**ITEM NO. 6 & 7 OF THE NOTICE**

Pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the said Act, 2013 and the SEBI (LODR) regulations, 2015, Mr. Mr. Narasimha Rao Mandumula (DIN: 06763347) and Mr. Venkata Prasad Kuppam (DIN: 01853455) were appointed as Independent Directors of the Company for a period of 5 (five) years.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective Meetings subject to approval of Members and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification or re-enactment thereof for the time being in force) and based on their skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by them during their tenure and outcome of performance evaluation of the Independent Directors, The Board of Directors recommend their reappointment as Independent Directors of the Company for the second term of 5 (five) years with effect from the date of this Annual General meeting or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.”

Also Mr. Narasimha Rao Mandumula is above 75 years of age and his services are beneficial to the Company. Hence, his continuation as Director under regulation 17(1A) of SEBI (LODR) regulations, 2015 and re-appointment is considered in the interest of company.

The Company has received declaration from them stating that they meet the criteria of Independence as prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as an Independent Director.

In the opinion of the Board, they also fulfill the conditions for re-appointment as Independent Directors as specified in the Act and the SEBI Listing Regulations and is independent of the management. The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member for proposing the candidature as per the provisions of the Companies Act, 2013.



Accordingly, consent of the Members is sought for passing Special Resolution as set out in items 6 & 7 of the Notice for re-appointment as Independent Directors of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Except the directors who are being appointed in respect of each resolution respectively, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item Nos 6 & 7

The Board of Directors recommends the resolutions for your approval as a Special Resolution.

**ITEM NO. 8 OF THE NOTICE:**

The Board of Directors of the company at their meeting held on 31.07.2020 have approved the re-appointment of Mr. K. Sriram as Executive Director with effect from 14.08.2020 for a term of three years with a monthly remuneration of Rs.2,50,000/- pursuant to the provisions of section 196, 197 and 198 of the Companies Act, 2013 read with Part-II of Section-II to the Schedule-V of the said Act and also pursuant to the remuneration approved by the Nomination and Remuneration Committee and pursuant to the Articles of Association of the company. The board recommends for the consent and approval of the members of the company for the re-appointment of Mr. K. Sriram as the Executive Director of the company for a period of three years w.e.f. 14.08.2020 with a remuneration of not more than Rs.2,50,000/-(Rupees Two Lakhs Fifty Thousand only) per month during the said tenure.

Your Directors recommend the resolution for approval.

None of the Directors, Key Managerial Personnel and their Relatives thereof is concerned or interested in the above resolution except Sri N Krishna Mohan, Smt. K V Nagalalitha, and Sri. K. Vijay Kumar.

**Place: Hyderabad,**

**Date: 31.07.2020**

By Order of the Board  
For ADITYA SPINNERS LIMITED

**K VIJAY KUMAR**  
Managing Director

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India; Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting (AGM) through VC/ OAVM. In terms of the said circulars, the 28th Annual General Meeting (AGM) of the members of the Company will be held through VC/OAVM. So that, members can attend and participate in the AGM through VC/OAVM only. The Members are requested not to visit Corporate Office / Registered Office to attend the AGM.
2. Printed copy of the Annual report (Including Notice) is not being sent to the Members in view of e-AGM Circular.
3. The detailed procedure for participation in the meeting through VC/OAVM is available at the Company's website [www.adityaspinner.net](http://www.adityaspinner.net).
4. The Members can join the AGM through 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 available for 1,000 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.
5. 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 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.
6. AGM convened through VC/OAVM is 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. The attendance of Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.
8. The Notice can also be accessed from the websites of the Company at <http://adityaspinner.net/Admin/Files/ASL-ANNUAL%20REPORT%20-%202019-20.pdf>, Stock Exchange BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of CDSL(agency for providing the Remote e-Voting facility) [www.evotingindia.com](http://www.evotingindia.com)
9. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Pursuant to Section 112 and Section 113 of the Companies Act, 2013, representatives of the President of India or the Governor of State or the Body Corporates are entitled to attend the AGM through VC/OAVM and cast their votes through e-voting..
10. **The Register of Members and Share Transfer Books of the Company shall remain closed on Sunday the 13th day of September, 2020 to Saturday, the 19<sup>th</sup> day of September, 2020 (Both days inclusive) for the purpose of the Annual General Meeting.**
11. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the **Cut-off date i.e. Saturday, the 12th September, 2020.**
12. The Company has appointed CS P. Jagannatham, Corporate Advocate, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
13. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
14. Members holding shares in electronic form and in physical form are hereby informed that the members desirous of either registering bank particulars or changing bank particulars already registered against their respective folios are requested to write to the Registrar and Share Transfer Agent.
15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.



16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.

17. Details in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment

18. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode by sending an e-mail to [aslhdy9@gmail.com](mailto:aslhdy9@gmail.com)

19. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 (Seven) days before the date of the Meeting so that the information required may be made available at the Meeting.

20. The Company is pleased to provide members, facility to exercise their right to vote at the 28<sup>th</sup> Annual General Meeting (AGM) by electronic means through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

21. Notices/ documents including the Annual Report are now being sent by electronic mode to the shareholders whose e-mail address has been registered with the Company. Members who would like to receive such notices/documents in electronic mode in lieu of physical copy and who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail address.

- ❖ In respect of electronic shareholding – through their respective Depository Participants.
- ❖ In respect of physical shareholding – by sending a request to the Company's Share Transfer Agent at M/s Venture Capital & Corporate Investments Limited, 12-10-167, Bharatnagar Colony, Hyderabad-500038, Tel No.040-23818475/76, Email ID: [info@vccilindia.com](mailto:info@vccilindia.com), mentioning therein the Company's name i.e., Aditya Spinners Limited, their folio number and e-mail address.

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

- (i) The voting period begins on 16<sup>th</sup> day of September,2020 at 10 a.m and ends on 18<sup>th</sup> day of September,2020 at 5 p.m During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 12<sup>th</sup> day of September,2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 OR Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Shareholders 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  <b>OR</b> 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 as mentioned in instruction (v).</li> </ul>



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

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat Account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [aslhyd9@gmail.com](mailto:aslhyd9@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [aslhyd9@gmail.com](mailto:aslhyd9@gmail.com). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

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



(xx) **NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](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 linked in the login 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.
- 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; [aslhdy9@gmail.com](mailto:aslhdy9@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.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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) or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/  
RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

**(Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for re-appointment vide item no. 2 is as follows:)**

<b>Name of the Director</b>	<b>N KRISHNA MOHAN</b>	<b>K VIJAY KUMAR</b>
Date of Birth	01/07/1940	01/01/1964
Nationality	INDIAN	INDIAN
Date of Appointment on the Board	28/09/2011	04/05/2009
Qualifications	Commerce Graduate, Professional Qualifications viz., ACMA and ACS	Commerce Graduate
Expertise in specific functional area	He has about more than four decades of experience in the management of the affairs of the company.	He has about more than Three decades of experience in various positions in production, marketing and control of company affairs
Number of shares held in the company	Nil	5080320 equity shares
List of the directorships held in other companies	1. Sri Chakra Cement Limited 2. South India Cements Limited 3. Krishnarama Industrial Investment Limited 4. Saketh IT Solutions Private Limited 5. Jitharam Finance and investments Limited 6. Sri Narasimha Cements and Power Limited	1.Envean Leasing And Investments Limited 2.Sri Chakra Cement Limited 3.Sri Bhava Steel and Power Limited 4.Prabhu Cement Limited 5. Saketh IT Solutions Private Limited
Chairman / Member in the committees of the Boards of companies in which he is Director	1.Member of Share Transfer Committee & Corporate Social Responsibility Committee of Sri Chakra Cement Limited	1.Member of Share Transfer Committee & Corporate Social Responsibility Committee of Sri Chakra Cement Limited





<b>Name of the Director</b>	<b>K V NAGA LALITHA</b>	<b>R SHIV KUMAR</b>
Date of Birth	19/09/1972	26/10/1948
Nationality	INDIAN	INDIAN
Date of Appointment on the Board	13/08/2012	01/04/2013
Qualifications	Commerce Graduate	M.Tech. MBA
Expertise in specific functional area	She has more than 20 Years of experience in various positions in Finance, Marketing and Management of Company affairs	He has about more than four decades of experience in various positions in production, marketing and control of company affairs
Number of shares held in the company	5080320 equity shares	22800 equity shares
List of the directorships held in other companies	1. Sri Chakra Cement Limited 2. Envean Leasing And Investments Limited 3. Krishnarama Industrial Investment Limited 4. Prabhu Cement Limited	Nil
Chairman / Member in the committees of the Boards of companies in which he is Director	1.Audit Committee & Nomination and Remuneration Committee & Share Transfer Committee of Sri Chakra Cement Limited	Nil

<b>Name of the Director</b>	<b>K VENKATA PRASAD</b>	<b>M NARASIMHA RAO</b>
Date of Birth	01/05/1967	12/02/1935
Nationality	INDIAN	INDIAN
Date of Appointment on the Board	09/11/2013	09/11/2013
Qualifications	Graduate	Graduate
Expertise in specific functional area	Manufacturing of polyester & p v blended yarn	He has more than 40 years of corporate experience in various position in Administration and Personal Department
Number of shares held in the company	Nil	Nil
List of the directorships held in other companies	1. K.K.Spintex India Pvt Limited	1. Sri Chakra Cement Limited
Chairman / Member in the committees of the Boards of companies in which he is Director	Nil	Nil

<b>Name of the Director</b>	<b>K. SRIRAM</b>
Date of Birth	05/04/1992
Nationality	INDIAN
Date of Appointment on the Board	14/08/2017
Qualifications	Mech. Engineer Masters in Industrial Engineering
Expertise in specific functional area	Technical Consultant with experience in Cement Manufacturing & Solar Power. Involved in P V Yarn Manufacturing for the Past 2 Years.
Number of shares held in the company	NIL
List of the directorships held in other companies	1.Envean Leasing And Investments Limited
Chairman / Member in the committees of the Boards of companies in which he is Director	NIL