

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

T + 91 421 4311600
info@amarjothi.net
www.amarjothi.net



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

CIN: L17111TZ1987PLC002090

12-02-2024

To

The Secretary, Listing Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Scrip Code: 521097

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Intimation of Postal Ballot Notice of the Company and E-voting Facility

Dear Sir/ Madam

Pursuant to Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, further to the outcome of meeting of the Board of Directors of the Company dated February 09, 2024, we are enclosing herewith Postal Ballot Notice of the Company along with the explanatory statement, as sent to the shareholders on February 12, 2024 through electronic mode to those shareholders, whose e-mail addresses are registered with the Depositories/Depository Participant(s)/Company as on the CutOff date i.e. Friday, February 09, 2024, seeking approval for the following businesses as set out in the said Postal Ballot Notice:

S.No	Description	Type of Resolution
1.	To approve the appointment of M/s. V.Narayanaswami & Co., Chartered Accountants, as Statutory Auditor to fill the casual vacancy until the conclusion of the ensuing Annual General Meeting of the Company	Ordinary Resolution

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The Postal Ballot Notice along with the explanatory statement can also be accessed from company's website on the given weblink: <http://tinyurl.com/Amarjothi-PostalBallotNotice> and the website of CDSL at <https://www.evotingindia.com/>

This is for your information and records.

Thanking you.

Yours faithfully,

For Amarjothi Spinning Mills Limited

Mohana Priya.M,
Company Secretary.





AMARJOTHI SPINNING MILLS LIMITED

Regd Office: "AMARJOTHI HOUSE", 157, Kumaran Road, Tirupur 641 601

Tel 0421 4311600-83 Fax 0421-4326694 CIN: L17111TZ1987PLC002090

E-Mail: mill@amarjothi.net Website: www.amarjothi.net

POSTAL BALLOT NOTICE

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Wednesday, February 14, 2024 at 9.00 a.m. (IST)	Thursday, March 14, 2024 at 5.00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and other relevant circulars issued by the Ministry of Corporate Affairs, Government of India ("MCA") (hereinafter collectively referred to as "MCA Circulars"), read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), as amended from time to time, that the Ordinary resolution as set out in this Notice is proposed for approval by the Members of Amarjothi Spinning Mills Limited ("the Company") by means of postal ballot ("Postal Ballot") by voting through electronic means("remote e-voting") only.

An Explanatory Statement pursuant to the provisions of Section 102 and other applicable provisions of the Act read with the Rules, pertaining to the below resolution setting out the material facts and the reasons/ rationale thereof, is appended and forms part of the Notice for your consideration.

Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations and (iii) MCA Circulars, the Company has provided remote e-voting facility, to its Members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide remote e-voting facility.

Accordingly, the Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participant(s)/RTA as on Friday, February 09, 2024 ("Cut-off date"). The details of the procedure to cast the vote form part of the Notes to this Notice.

The remote e-voting period commences from 9.00 A.M. (IST) on Wednesday, February 14, 2024 and ends at 5.00 P.M. (IST) on Thursday, March 14, 2024.

The Board of Directors of the Company in its meeting held on February 09, 2024, has appointed Mr.R.Ramchandrar, Company Secretary in Practice, (FCS No. 10097, CP No. 12240), as the Scrutinizer for conducting the Postal Ballot by way of e-Voting process in a fair and transparent manner.

Members are requested to carefully read the instructions in this Notice and cast their vote electronically not later than 5.00 P.M. IST on Thursday, March 14, 2024, failing which it will be strictly considered that no reply has been received from the Member. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman.

The results of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The results declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice i.e. on or before Saturday, March 16, 2024 and will also be displayed on the Company's website www.amarjothi.net.

The proposed resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-Voting, i.e., Thursday, March 14, 2024.

SPECIAL BUSINESS:

ITEM NO. 1

Appointment of M/s. V.Narayanaswami & Co., Chartered Accountants, as Statutory Auditors to fill the casual vacancy until the conclusion of the ensuing Annual General Meeting 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(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force and upon recommendation of Audit Committee and the Board of Directors, M/s. V.Narayanaswami & Co., Chartered Accountants, Firm Registration No. 027417S issued by Institute of Chartered Accountants of India, having a Peer review Certificate issued by the Peer Review Board of ICAI, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Mr.V.Narayanaswami, Chartered Accountants, (Membership No: 023661), for the current Financial Year 2023-24 w.e.f. February 09, 2024 to hold office until the conclusion of 36th Annual General Meeting to be held in the calendar year 2024, at a remuneration of Rs.2.06 lacs as Audit Fee, Certification Fee, Tax Audit Fee (excluding GST) plus reimbursement of out of pocket expenses.”

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to file, sign verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary or incidental for giving effect to this resolution and as may be considered desirable or expedient by the Board in the best interest of the Company and its Members.”

By order of the Board

Place: Tirupur
Date: 09.02.2024

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

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

NOTES:

1. The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.
2. The statement as required under Section 102 of the Companies Act, 2013 ("Act") setting out the material facts in respect of the proposed resolution is appended to this Notice.
3. Notice of Postal Ballot is being sent to the members whose names appear on the register of members as on February 09, 2024. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
4. The Notice of Postal Ballot is being sent to the members only in electronic form to the e-mail addresses registered with the Company as on cut-off date. The Notice is also available on the Company's website i.e. www.amarjothi.net and BSE website i.e. www.bseindia.com .
5. Members who have not registered their e-mail addresses are requested to register the same with the Company for sending future communication(s) in electronic form.
6. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
7. Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of CDSL as the Authorised Agency to provide e-voting facility. Instructions for the process to be followed for voting through electronic means are annexed to the Notice.
8. Resolution passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at an general meeting of the members convened in that behalf. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on February 09, 2024
9. Facility to exercise vote through electronic means will be available during the period commencing from 09.00 a.m. (IST) on February 14, 2024 and ending at 5.00 p.m. (IST) on March 14, 2024.
10. The Board of Directors has appointed Mr.R.Ramchandrar, Company Secretary in Practice, Coimbatore (FCS No. 10097, CP No. 12240) as a Scrutinizer to conduct the voting process in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Director after the completion of scrutiny, and the results of voting will be declared by placing the results along with the Scrutinizer's report on the Company's website: www.amarjothi.net and communicated to the Stock Exchange.
12. The resolution, if approved, shall be deemed to have been passed on the last date specified for receipt of the postal ballot or e-voting, i.e., March 14, 2024.
13. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting.

INSTRUCTIONS FOR VOTING

In line with the Ministry of Corporate Affairs (“MCA”) Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. The physical copy of the Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.amarjothi.net and may also be accessed from the relevant section of the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and also on the website of CDSL at www.evotingindia.com

E-Voting Facility

In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice on the website of CDSL at www.evotingindia.com

- i. The e-voting period begins on <14.02.2024 – 9.00 AM> and ends on <14.03.2024- 5.00 PM>. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- ii. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off Date i.e. February 09, 2024
- iii. Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. February 09, 2024, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through the e-voting.

INSTRUCTIONS TO MEMBERS FOR E-VOTING

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	<ol style="list-style-type: none">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.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.<ol style="list-style-type: none">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

	<p>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.nsd.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://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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 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.

- iv) After entering these details appropriately, click on “SUBMIT” tab.
- v) 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.
- vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- vii) Click on the EVSN for the relevant <Company Name- AMARJOTHI SPINNING MILLS LIMITED> on which you choose to vote.
- viii) 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.
- ix) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- x) 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.
- xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiii) 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.
- xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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 will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, 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 mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address 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.

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/](mailto:mill@amarjothi.net) RTA email id – [investor@cameoindia.com/](mailto: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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to 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 022-23058542/43

You may also send an e-mail to the Company at mill@amarjothi.net or Company's RTA at [investor@cameoindia.com/](mailto:investor@cameoindia.com) Kandhimathi@cameoindia.com for any queries or information

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 (1) of the Companies Act, 2013)

Item No. 1

Appointment of M/s. V.Narayanaswami & Co., Chartered Accountants, as Statutory Auditors to fill the casual vacancy until the conclusion of the ensuing Annual General Meeting of the Company.

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 2022-23 to Financial year 2026-2027 at its Annual General Meeting held on 29th September, 2022.

Mr. V.Narayanaswami, Statutory Auditor, vide letter dated January 31, 2024, submitted his resignation 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 have 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 will inform his resignation as individual auditor V.Narayanaswami, Membership No: 023661 and will further appoint him as Statutory Auditor V.Narayanaswami & Co with FRN No: 027417S, with Sole Proprietor V.Narayanaswami by filling casual vacancy until the conclusion of the ensuing Annual General Meeting through postal ballot.

In the ensuing Annual General Meeting to be held in the month of September 2024, the Company will regularise his appointment with the trade name V.Narayanaswami & Co with FRN No: 027417S, with Sole Proprietor V.Narayanaswami for a fixed term.

He had completed the Statutory Audit for the financial year ended on March 31, 2023 and issued the audit reports on 29th May, 2023 will be issuing limited review report for the period ended December 31, 2023 on February 9, 2024.

As per the provisions of Section 139(8)(i) of the Companies Act 2013, any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days from the date of resignation of an auditor, and shall also be approved by the Company within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting. The Audit Committee and the Board of Directors in their respective meetings held on February 09, 2024 have considered and recommended appointment of M/s V.Narayanaswami & Co with FRN No: 027417S, as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of V.Narayanaswami ,Chartered Accounts, Membership No: 023661.

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 the financial year 2023-24 shall be Rs. 2.06 lakh.

Terms of appointment: To hold the office of Statutory Auditors of the Company from the conclusion of this Postal Ballot until the conclusion of the ensuing annual general meeting

M/s V.Narayanaswami & Co with FRN No: 027417S, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that their appointment, if approved by the shareholders, would be within the limits prescribed under the Act and they satisfy the criteria provided in Section 141 of the Act. Accordingly, the Ordinary Resolution as embodied in the Notice is proposed by the Board of Directors for consideration and approval of the shareholders.

In regards to appointment of Statutory Auditor referred to in item no. 1 of the Notice, the brief profile of the Auditors is as under: M/s V.Narayanaswami & Co ,Chartered Accountant, Coimbatore, (FRN No: 027417S,) is a 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.

None of the Directors or Key Managerial Personnel or their relatives is, directly or indirectly, concerned or interested, financial or otherwise, in the proposed resolution except to the extent of their shareholding. The Board accordingly recommends the Ordinary Resolution set forth in the Notice for approval of the Members.

By order of the Board

Place: Tirupur

Date: 09.02.2024

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

Managing Director

DIN: 00390795

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

Joint Managing Director

DIN: 00390836