



ADITYA SPINNERS LIMITED
(CIN: L40300AP1991PLC012337)

Registered Office: Perindesam Village, K.V.B.Puram Mandal, Near Srikalahasti, Chittoor District, A.P.
Admin Office: 6-3-668/10/66, Durganagar Colony, Punjagutta, Hyderabad – 500082.
Tel:040-23404708, Email:aslhyd9@gmail.com, Website-www.adityaspINNERS.net

NOTICE

Notice is hereby given that the **27th** Annual General Meeting of the members of Aditya Spinners Limited will be held on Tuesday, the 24th day of September, 2019 at 11.00 A.M., at Registered Office of the Company located at Perindesam Village, KVB Puram Mandal, Near Srikalahasti, Chittoor District, Andhra Pradesh-517643, to transact the following business:

ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To Appoint a Director in place of SRI N KRISHNA MOHAN , DIRECTOR (DIN:00698772) who retires by rotation and being eligible, offers himself for re appointment.
3. To Appoint a Director in place of SRI. K.SRIRAM, DIRECTOR (DIN:05103429) who retires by rotation and being eligible, offers himself for re appointment

SPECIAL BUSINESS:

4. **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, approval of the shareholders of the company be and is hereby accorded for the re-appointment of Sri. K. Vijay Kumar,(DIN:00769568) as the Managing Director of the company for a period of five years w.e.f. 01.04.2019 without any remuneration during the said tenure of office.”

5. **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 approval of the shareholders of the company be and is hereby accorded for the re-appointment of Sri. R. Shivkumar, (DIN:01791576) as the Executive Vice Chairman of the company for a period of five years w.e.f. 01.04.2019 with a remuneration of not more than Rs.1,00,000/-(Rupees One Lakh only) per month during the said tenure of office.”

By Order of the Board
For ADITYA SPINNERS LIMITED

Place: Hyderabad,
Date: 14.08.2019

K VIJAY KUMAR
Managing Director

ADITYA SPINNERS LIMITED

NOTES:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be valid must be received by the company not less than 48 hours before the meeting.
2. A person can act as proxy for not exceeding 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. A members holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
3. Corporate member intending to send their authorised representative to attend the AGM are requested to send a duly certified copy of their board resolution authorising their representative to attend and vote at the AGM.
4. In case of joint holders attending meeting, only such joint holder who is higher in the order names will be entitled to vote.
5. Member / Proxies / Authorised Representative should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
6. The Register of Members and Share Transfer Books of the Company shall remain closed on Tuesday the 24th day of September, 2019 for the purpose of the Annual General Meeting.
7. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market, members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts, Members holding shares in physical form should submit their PAN to the Company / Registrar.
8. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nominations in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic / demat form, the members may please contact their respective depository participant
9. In terms of Circular No.17/2011, dated 21.04.2011 and Circular No.18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, under Green initiative in the Corporate Governance all the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents viz., M/s Venture Capital & Corporate Investments Limited whose e-mail id is info@vccilindia.com mentioning the Company's name i.e., Aditya Spinners Limited, so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.
10. 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, 12-10-134, (MIG-134), 2nd Floor, Bharatnagar Colony, Hyderabad-500038, Tel No.040-23818475/76, Email ID: info@vccilindia.com, mentioning therein the Company's name i.e., Aditya Spinners Limited, their folio number and e-mail address.

The Annual Report 2018-19 as circulated to the members of the Company is also available on the website of the Company www.adityaspinners.net.

11. EXPLANATORY STATEMENT TO THE NOTICE UNDER SECTION 102(1) IN RESPECT OF SPECIAL BUSINESS:

Item No. 4 of the Notice:

The Board of Directors of the company at their meeting held on 14.08.2019 have recommended for reappointment of the Managing Director whose office would expire by 31.03.2019. 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 members of the company is hereby sought for the re-appointment of Sri. K. Vijay Kumar, as the Managing Director of the company for a period of Five years w.e.f. 01.04.2019 without any remuneration during the said tenure.

Your Directors recommend the resolution for approval.

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

Item No. 5 of the Notice:

The Board of Directors of the company at their meeting held on 14.08.2019 have recommended for reappointment of the Executive Vice Chairman whose office would expire by 31.03.2019. 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 members of the company is hereby sought for the re-appointment of Sri. R. ShivKumar, as the Executive Vice Chairman of the company for a period of Five years w.e.f. 01.04.2019 with a remuneration of not more than Rs.1,00,000/--(Rupees One Lakh only) per month during the said tenure.

Your Directors recommend the resolution for approval.

None of the Directors Key Managerial Personnel and their Relatives there of is concerned or interested in the above resolution

12. Voting Options:-

I. VOTING THROUGH ELECTRONIC MEANS

The instructions for shareholders voting electronically are as under:

- (I) The voting period begins on Saturday, the 21st day of September, 2019 at 10.00 a.m. and ends on Monday, the 23rd day of September, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 17th day of September, 2019, may cast their vote electronically, the e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

ADITYA SPINNERS LIMITED

- (iii) Click on Shareholders/ Members
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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">▪ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.▪ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">▪ Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

ADITYA SPINNERS LIMITED

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Aditya Spinners Limited
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed 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.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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

ADITYA SPINNERS LIMITED

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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

II. VOTING THROUGH BALLOT :-

The company is providing the facility of ballot form in terms of Regulation 44(1) and (2) of the Listing Regulations, 2015, to those shareholders, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice. The Ballot form is enclosed along with the Annual Report. The last date for receiving the duly filled and signed ballot form will be Monday, the 23rd day of September, 2019 at 5.00 p.m. Ballot forms received after this date shall not be considered.

III. VOTING AT AGM :-

The members who have not cast their votes either electronically or through Ballot Form, can exercise their voting rights at the AGM.

Other Instructions

- a. A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts vote by all the three modes, then voting done through e-voting shall prevail and voting through other modes shall be treated as invalid.
- b. The Company has appointed M/s. K. Swamy & Co., Practicing Company Secretary, to act as the Scrutinizer. The Scrutinizer shall first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the present of atleast two witnesses not in the employment of the company and make, not later than three (3) days of conclusion of the meeting, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- c. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith. The results declared along with the report of the scrutinizer shall be placed on the website of the company immediately after the result is declared by the Chairman and the company shall simultaneously forward the results to the concerned stock exchange where its equity shares are listed.
- d. 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 will be available for inspection at the AGM.
- e. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
- f. Details of reappointment of director retired by rotation as per the item No.2 and Item No.3 of the Notice of the meeting are furnished in a separate annexure to the notice as required under the SEBI Listing Regulations, 2015

By Order of the Board
For Aditya Spinners Limited

Sd/-
K Vijay Kumar
Managing Director

Place: Hyderabad
Date: 14.08.2019