



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the Shareholders of the Company will be held on Monday, the 30th September, 2019 at 11.00 A.M. at the Meeting Hall of Gayathri Hotel, Kangayam Road, Tirupur – 641 604 to transact the following business:

ORDINARY BUSINESS

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

“RESOLVED THAT the Audited Statements of Accounts of the Company for the year ended 31st March 2019 and the Director’s and Auditors’ Reports thereon, be and are hereby approved and adopted.”

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

“RESOLVED THAT a final dividend of Rs.2/- per share (20% on the face value of Rs.10/-), as recommended by the Directors, be and is hereby declared for the year ended 31st March 2018 on the paid-up capital of Rs. 6,75,00,000. And the same be paid to shareholders, whose names stand on the Register of Members of the Company on 23rd September 2019, and that the total dividend amount of Rs.1,35,00,000 representing the said total dividend of Rs.2 per share (20% on the face value of Rs.10/-) be paid out of the profits for the year 2018-19.”

3. 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 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, Mr.P.S.Sitaram, Chartered Accountant, Coimbatore, (Membership No.023033), be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of Thirty first (31st) Annual General Meeting until the conclusion of the Thirty Fourth (34th) Annual General Meeting of the Company, as per provisions of the Companies Act, 2013 on such remuneration as may be determined by the Board of Directors of the Company.

SPECIAL BUSINESS

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

RESOLVED THAT pursuant to Regulation17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations ,2018 (“Amendment Regulations, 2018”), consent of the Members be and is hereby accorded for



continuance of the Directorship of Mr.N.Rajan aged about 80 years as a Chairman cum Non-Executive Director of the Company as long as he continues in the office of Director of the Company on the existing terms and conditions.

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152,160 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR) as amended and as per the recommendations of the Nomination and Remuneration Committee, the approval of the members of the Company be and is hereby accorded for re-appointment of Dr.V.Subramaniam (DIN: 00781690) whose current period of office is expiring on 04th September 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with SEBI LODR, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made there under and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years on the Board of the Company for a term w.e.f. 05th September 2019 to 4th September 2024.

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations, 2018”), Dr.V.Subramaniam aged about 79 years during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 5 years will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152,160 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR) as amended and as per the recommendations of the Nomination and Remuneration Committee, the approval of the members of the Company be and is hereby accorded



for re-appointment of Mr.V.T.Subramanian (DIN: 02311576) whose current period of office is expiring on 04th September 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with SEBI LODR, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made there under and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years on the Board of the Company for a term w.e.f. 05th September 2019 to 4th September 2024.

“**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations, 2018”), Mr.V.T.Subramanian on attaining the age of 75 (seventy five) years on 07th June, 2020, during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 2 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,152,160 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR) as amended and as per the recommendations of the Nomination and Remuneration Committee, the approval of the members of the Company be and is hereby accorded for re-appointment of Mr.V.Manikanadan (DIN: 01920550) whose current period of office is expiring on 04th September 2019 and who has who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with SEBI LODR, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made there under and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years on the Board of the Company for a term w.e.f. 05th September 2019 to 4th September 2024.

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



“RESOLVED THAT pursuant to the provisions of Sections 149,152,160 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR) as amended and as per the recommendations of the Nomination and Remuneration Committee, the approval of the members of the Company be and is hereby accorded for re-appointment of Mr. MUTHUR SANTHANAM SIVAKUMAR (DIN: 06930290) whose current period of office is expiring on 04th September 2019 and who has who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with SEBI LODR, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made there under and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years on the Board of the Company for a term w.e.f. 05th September 2019 to 4th September 2024.

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

“RESOLVED THAT Pursuant to provisions of section 148(3) and other applicable provisions if any, of Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof for time being in force), the remuneration payable during the financial year 2019-20 to Mr. M.Nagarajan , Practicing Cost Accountant having membership No.6384 and the Registration No.000088 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2019-20, amounting to Rs.40,000/- (Rupees Forty Thousand Only) as also the payment of service tax as applicable be and is hereby ratified and confirmed.”

By order of the board

Place : Tirupur
Date : 30.05.2019

(Sd/-) **N.RAJAN**
Chairman
DIN: 00390813

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

NOTE :

- 1) A member entitled to attend and vote is entitled to appoint a proxy and such a proxy need not be a member. The proxy form duly stamped and executed, should be deposited at the Registered Office of the Company at least forty-eight hours before the time fixed for the commencement of the meeting. A person can act as proxy on



behalf of not more than fifty (50) members holding in the aggregate not more than 10% of the total share capital of the Company.

- 2) The register of members and share transfer books of the Company will remain closed from 24th September, 2019 to 30th September, 2019 (both days inclusive). The dividend, if declared at the meeting, will be paid on or before 30th October, 2019.
- 3) Pursuant to the provisions of Sections 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, the Company has transferred the unclaimed and unpaid dividends for the financial year 31st March 2011, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 28th September 2018 (date of last Annual General Meeting) on the website of the Company (www.amarjothi.net), as also on the Ministry of Corporate Affairs website.
- 4) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Reg.44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting.

The Board of Directors has appointed Sri. R.RAMCHANDAR, Company Secretary in Practice as the Scrutinizer, for conducting the postal ballot and e-voting process in a fair and transparent manner:

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility.

The e-voting facility will be available at the link www.evotingindia.com during the following voting period.

The remote e-voting would commence on Friday, the 27th September 2019 (9:00 am) and end on Sunday, the 29th September 2019 (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 23rd September 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5:00 p.m. on 29th September 2019. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.

The voting rights of Members shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on 23rd September 2019. 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(23rd September 2019) only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through Ballot Paper.

Notice is being sent to all the shareholders whose names appear on the Register of Members / list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CSDL) as at the close of business hours on Friday, the 30th August 2019.

Any person, who acquires shares of the Company and becomes a member after dispatch of the Notice, but holding shares as on the cut-off date for remote e-voting i.e. 20st September 2019, may obtain the login Id and Password by sending a request to helpdesk.evoting@cdslindia.com or contact our Registrar & Share Transfer Agent at the address mentioned on Note no. 5(ii).

The facility for voting through poll shall be made available at the Meeting and the members attending the Meeting and who have not cast their vote by remote e-voting shall be eligible to vote at the Meeting through poll by ballot paper.

The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.

The procedure and instructions for e-voting is furnished in this notice.

The Scrutinizer will submit his report to the Chairman after completion of the Scrutiny and the results of the physical ballot / e-voting will be announced by the Company on its website - www.amarjothi.net within 48 hours of the conclusion of the AGM.

5. Members are requested to:

- Provide Permanent Account Number if not already provided;
- Opt for NECS / NEFT / RTGS facility by providing latest bank account details for prompt credit and for avoiding fraudulent encashment / loss in postal transit of dividend warrant; and
- Avail nomination facility.

For the above purposes,

- 1) Shareholders holding shares in electronic mode may approach their respective depository participants (DP) and
- 2) Shareholders holding shares in physical mode can approach M/s. S.K.D.C Consultants Limited, our Registrar & Share Transfer Agent – Tel. No. 0422-4958995, 2539835 Email:info@skdc-consultants.com.



6. Members who are holding shares in physical form are requested to avail dematerialization facility.

For further information, please refer to FAQs posted by Central Depository Services (India) Limited on its website www.cdsindia.com.

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

ITEM No.4 to 6

As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the shareholders by way of a special resolution is required for continuation of directorship of the non-executive directors of the Company who have attained the age of 75 years.

Our non-executive Directors, Mr. N.Rajan, Dr. V.Subramaniam who have already attained the age of 75 years and Mr.V.T..Subramanian who will attain the age of 75 years on 04th June , 2020.

Sri.N.Rajan, B.Com, F.C.A. aged 80 years, is the chairman cum non-executive director of the Company from the date of Incorporation of the Company. He is a Practicing Chartered Accountant with over 5 decades of rich experience in the areas of Income tax, Finance and Accounts. He is providing valuable advice and guidance in production planning, technical, marketing, financial, cost management and monitoring. He is the member of Audit Committee of the Company. His other directorship includes Amarjothi Power Generation And Distribution Company Limited, R P J Textiles Limited, Premchander Wind Farms Private Limited, Puvaneswari Enterprises Wind Farms Private Limited, Jaichander Wind Farms Private Limited, Jayanthi Wind Farms Private Limited, Sarojarajan Green Energy Private Limited, Jayanthi Green Energy Private Limited, Premchander Green Energy Private Limited, APGL Green Energy Private Limited, AJSM Green Energy Private Limited, AFCM Wind Farms Private Limited, Sushmitha Titikshaa Green Energy Private limited.

Dr.V.Subramaniam, aged 79 years, was appointed as an Independent Director by the Board of Directors of the Company at its meeting held on 30.05.2014 and approved by the Shareholders in the Annual General Meeting held on 05th September 2014, under Section 149 and Schedule IV of the Companies Act, 2013 for a term of five years till 4th September 2019. He is a textile Technologist with an experience of over four decades is presently a Director of Jaya Engineering College, Chennai. He has been a Director of the Company from 29.09.1991 and has provided valuable advice in Technology related areas. He is a Member of the Audit Committee and Remuneration Committee of the Board.

Mr.V.T.Subramanian, aged 74 years, was appointed as an Independent Director by the Board of Directors of the Company at its meeting held on 30.05.2014 and approved by the Shareholders in the Annual General Meeting held on 05th September 2014, under



Section 149 and Schedule IV of the Companies Act, 2013 for a term of five years till 4th September 2019.

He is a Retired Tahsildar who served to the welfare of the society. He is the General Secretary of “Tirupur Art and Cultural Society” and also the General Secretary of “Padigal”, an organization for development of reading habits among people. He is the Author of many books on social subjects. He is actively involved in many social activities. He is the Chairman of Audit Committee and Stakeholder Relationship Committee and member of Remuneration Committee of the Company.

The brief resume of the aforesaid directors is part of the notice of the meeting.

All incumbents are in good physical condition and of sound and alert mind and the Board is confident about them being able to function and discharge their duties in an able and competent manner. Considering their seniority, expertise and vast experience in their respective fields, which has benefited the Company immensely, the Board recommends their continuation as directors till their current terms end.

Except Mr.N.Rajan, Dr.V.Subramaniam and Mr.V.T.Subramaniam and their relatives none of the other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in the said resolutions. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

ITEM No. 7:

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the 23rd Annual General Meeting held on 05th September, 2014, Mr.V.Manikandan was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 04th September, 2019. Since, Mr.V.Manikandan has completed his initial term as an Independent Director of the Company on 04th September, 2019, he is eligible for re-appointment for one more term.

Sri.V.Manikandan is a Commerce Graduate and has rich experience in Capital Market Activities for than 30 years. His rich experience in the Capital market will help the Company in the shareholder related areas and capital market areas. His other directorship included Mount Housing And Infrastructure Limited. He is member of CSR Committee of the Company. He does not hold any shares of the Company.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, subject to approval of Members at this Annual General Meeting 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(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr.V.Manikandan (DIN:01920550) as an Independent Non-Executive Director of the Company for the second term of 5 (five) years w.e.f. 5th September, 2019 upto 04th September, 2024 and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Mr.V.Manikandan, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules,

2014, as amended from time to time. The Company has also received a declaration from Mr.V.Manikandan confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr.V.Manikandan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

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 of Mr.V.Manikandan to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for re-appointment of Mr.V.Manikandan setting out the terms and conditions of re-appointment is available for inspection without any fees by the members during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations is set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr.V.Manikandan as an Independent Director of the Company.

Except Mr.V.Manikandan being an appointee, 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 No. 7. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.



ITEM No. 8:

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the 23rd Annual General Meeting held on 05th September, 2014, Mr.M.S.Sivakumar was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 04th September, 2019. Since, Mr.V.Manikandan has completed his initial term as an Independent Director of the Company on 04th September, 2019, he is eligible for re-appointment for one more term.

Mr.M.S.Sivakumar (DIN: 06930290) is a practicing Chartered Accountant having rich experience in Income Tax, Bank Audit, Company Audit, etc., for the past 12 years. He does not hold any shares of the Company.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, subject to approval of Members at this Annual General Meeting 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(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr.M.S.Sivakumar (DIN: 06930290)) as an Independent Non-Executive Director of the Company for the second term of 5 (five) years w.e.f. 5th September, 2019 upto 04th September, 2024 and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Mr.M.S.Sivakumar, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules,

2014, as amended from time to time. The Company has also received a declaration from Mr.M.S.Sivakumar confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr.M.S.Sivakumar is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

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 of Mr.M.S.Sivakumar to be re-



appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for re-appointment of Mr.M.S.Sivakumar setting out the terms and conditions of re-appointment is available for inspection without any fees by the members during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations is set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr.M.S.Sivakumar as an Independent Director of the Company.

Except Mr.M.S.Sivakumar being an appointee, 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 No. 8. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

ITEM No. 9:

The Board of Directors, on the recommendation of the Audit Committee, has approved the re-appointment of and remuneration payable to Shri. M. Nagarajan, Practicing Cost Accountant, Coimbatore, for auditing the cost accounting records of the Company pursuant to the Companies (Cost Records and Audit) Rules 2014 for the Financial Year 2019-20 at a remuneration of Rs. 40,000/- per annum excluding the applicable service tax and reimbursement of out of pocket expenses incurred by him in connection with the audit .

As per Section 148 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as determined by the Board is required to be ratified by the members of the Company. Board recommends this resolution for the approval of the members.

Other than the appointee none of the Directors and other Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

By order of the board

Place : Tirupur

Date : 30.05.2019

(Sd/-) **N.RAJAN**

Chairman

DIN: 00390813

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

Managing Director

DIN: 00390795



PROCEDURE AND INSTRUCTION FOR E-VOTING:

- 1) The voting period begins on <27.09.2019 – 9.00 AM> and ends on <29.09.2019-5.00 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 <23.09.2019> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 3) The shareholders should log on to the e-voting website www.evotingindia.com.
- 4) Click on Shareholders.
- 5) Now Enter your User ID
 1. For CDSL: 16 digits beneficiary ID,
 2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 3. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 6) Next enter the Image Verification as displayed and Click on Login.
- 7) 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.
- 8) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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. <p>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.</p>



Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/ Details or Date yyyy format) as recorded in your demat account or in the company records in order to login. 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).
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- 9) After entering these details appropriately, click on “SUBMIT” tab.
- 10) 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.
- 11) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 12) Click on the EVSN relevant for <AMARJOTHI SPINNING MILLS LIMITED>
- 13) 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.
- 14) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 15) 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.
- 16) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 17) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 18) 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.

AMARJOTHI SPINNING MILLS LIMITED



- 19) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m- voting app can be downloaded from Google play Store. Apple and windows phone users can download the app from the App Store and the Windows phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 20) 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 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.
- 21) 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

By order of the board

Place : Tirupur
Date : 30.05.2019

(Sd/-) **N.RAJAN**
Chairman
DIN: 00390813

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



31st ANNUAL GENERAL MEETING
Monday, 30th September, 2019
at 11.00 A.M. at Gayathri Hotel, Kangeyam Road, Tirupur- 641604.