



# Aditya Spinners Limited

6-3-668/10/66, Durganagar Colony,

Punjagutta, Hyderabad - 500 082.

Telangana , India

Tel : 040 - 23404708

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asIhyd9@gmail.com;

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Web Site: adityaspINNers.net

CIN : L40300AP1991PLC012337

Place: Hyderabad  
Date: 3<sup>rd</sup> June, 2024

To  
The General Manager,  
Listing Department,  
BSE Limited,  
P.J. Towers, Dalal Street,  
Fort, Mumbai – 400001

Scrp Code: BSE: 521141

Dear Sir,

**Sub: Submission of Notice of 32<sup>nd</sup> Annual General Meeting of the Company.**

\*\*\*\*

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Thirty Second (32<sup>nd</sup>) Annual General Meeting of the Members of our Company will be held on Thursday, the 27<sup>th</sup> day of June, 2024 at 12:30 PM 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 32<sup>nd</sup> Annual General Meeting.

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

Thanking You

Yours faithfully,

**For Aditya Spinners Limited**

**Priyanka Baldewa**  
**Company Secretary & Compliance Officer**  
**Encl: a/a**



## **NOTICE OF 32<sup>ND</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of the members of Aditya Spinners Limited (CIN: L40300AP1991PLC012337) will be held on Thursday, the 27<sup>th</sup> day of June, 2024 at 12.30 PM 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 in accordance with the Secretarial Standards.

### **ORDINARY BUSINESS:**

1. **Adoption of Audited Financial Statements and Board Report for the financial year ended March 31, 2024**

To receive consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March 2024 together with the Reports of the Board of Directors and Auditors thereon.

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2024 along with reports of the Board of Directors and Auditors thereon, be and is hereby received, considered and adopted.

2. **Re-appointment of Sri. R Siva Kumar (DIN: 01791576), Director who retires by rotation and being eligible, offers himself for re-appointment**

To appoint a director in place of Sri. R Siva Kumar (DIN: 01791676), who retires by rotation and being eligible, offers himself for re appointment

“RESOLVED THAT Sri. R Siva Kumar (DIN: 01791576), Director who retires by rotation in accordance with Section 152 of the Companies Act, 2013, be and is hereby re-appointed”.

3. **Re-appointment of Smt K V Naga Lalitha (DIN: 02223430), Director who retires by rotation and being eligible, offers herself for re-appointment**

To appoint a director in place of Smt K V Naga Lalitha (DIN: 02223430), who retires by rotation and being eligible, offers herself for re appointment.

“RESOLVED THAT Smt K V Naga Lalitha (DIN: 02223430), Director who retires by rotation in accordance with Section 152 of the Companies Act, 2013, be and is hereby re-appointed”.

### **SPECIAL BUSINESS:**

4. **Approval for re-appointment of Sri K Vijay Kumar (DIN: 00769568) as Managing Director of the Company**

*To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:*

“RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee, Board of Directors, pursuant to the provisions of Sections 196, 196(3), 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the company and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the re-appointment of Sri K Vijay Kumar (DIN: 00769568) as Managing Director of the Company, for a period of 5 years commencing from 1st April, 2024 to 31st March 2029, at a remuneration not exceeding Rs. 36 lakhs per annum inclusive of perquisites as per applicable provisions of the Act read with rules thereof as amended from time to time AND THAT he shall not be liable to retire by rotation, with liberty and authority to the Board of Directors to revise the remuneration every year and/or alter and vary the terms and conditions within the applicable provisions of the Companies Act, 2013”



**“RESOLVED FURTHER THAT** pursuant to Section II of Part-II of Schedule-V to the Companies Act, 2013 and pursuant to the recommendation of the Nomination and Remuneration Committee of the company and the Board, in the event of any loss, absence or inadequacy of profits of the company in any financial year, during the term of office of Sri. K. Vijay Kumar, Managing Director, a minimum remuneration of Rs.36.00 lakhs per year, shall be paid to him.”

**“RESOLVED FURTHER THAT** the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorized to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time”

**“RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to sign and execute necessary papers and to do all such acts, deeds, matters and things including but not limited to filing of requisite application/forms/reports etc with the Ministry of Corporate Affairs or with such other Statutory Authorities as may be required to give effect to the said resolution.”

**5. Approval for appointment/Change In Designation of Sri K Sriram (DIN: 05103429) As Joint Managing Director For A Term Of Five Years**

*To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:*

**“RESOLVED THAT** based on the recommendation of the Nomination and Remuneration Committee and the Board of directors, and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the company and subject to such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded for the change in designation and appointment of Sri K Sriram (DIN: 05103429) as Joint Managing Director of the Company, for a period of 5 years commencing from 1st July, 2024 to 30<sup>th</sup> June, 2029, at a remuneration not exceeding Rs. 30 Lakhs per annum inclusive of perquisites as per applicable provisions of the Act read with rules thereof as amended from time to time AND THAT he shall not be liable to retire by rotation, with liberty and authority to the Board of Directors to revise the remuneration every year and/or alter and vary the terms and conditions within the applicable provisions of the Companies Act, 2013”

**“RESOLVED FURTHER THAT** pursuant to Section II of Part-II of Schedule-V to the Companies Act, 2013 and pursuant to the recommendation of the Nomination and Remuneration Committee of the company and the Board, in the event of any loss, absence or inadequacy of profits of the company in any financial year, during the term of office of Sri. K. Sriram, Joint Managing Director, a minimum remuneration of Rs.30.00 lakhs per annum, shall be paid to him.”

**“RESOLVED FURTHER THAT** the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorized to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time”

**“RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to sign and execute necessary papers and to do all such acts, deeds, matters and things including but not limited to filing of requisite application/forms/reports etc with the Ministry of Corporate Affairs or with such other Statutory Authorities as may be required to give effect to the said resolution.”

**By Order of the Board  
For ADITYA SPINNERS LIMITED**

**Place: Hyderabad  
Date: 30.05.2024**

**Sd/-  
K VIJAY KUMAR  
Managing Director  
DIN: 00769568**



## **EXPLANATORY STATEMENT**

As required under Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 & 5 of the accompanying Notice:

### **Item No. 4:**

Based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the members at the Annual General Meeting had re-appointed Sri. K Vijay Kumar as Managing Director, for a period of 5 years with effect from 1st April, 2019. Based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, members at Annual General Meeting held on 17<sup>th</sup> August, 2021, had approved revision in terms of remuneration of Sri. K Vijay Kumar.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, have proposed to re-appoint the Sri. K Vijay Kumar as Managing Director pursuant to section 196 of Companies Act, 2013 and other applicable provision for a period of 5 years w.e.f. 1st April, 2024

Accordingly, consent of the Members is sought for passing Special Resolution as set out in item 4 of the Notice. 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.

Sri K Vijay Kumar is interested in the resolution set out at Item No. 4 of the Notice. Smt. K V Naga Lalitha and Sri K Sriram, being related to Sri K Vijay Kumar, may be deemed to be interested in the resolution. The other relatives of Sri K Vijay Kumar may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution

### **Item No. 5:**

Sri Sriram Kapilavai (DIN: 05103429) is currently serving as Director of the Company. Further, considering the contribution of Sri Sriram Kapilavai and the recommendation of the Nomination & Remuneration Committee, the Board at its meeting held on 30<sup>th</sup> May, 2024 approved the designation of Sri Sriram Kapilavai as Joint Managing Director of the Company and for paying of remuneration to Sri Sriram Kapilavai for a period of five years effective from 1st July, 2024 as detailed in resolution.

Pursuant to Section 196, 197 read with Schedule V of the Companies Act, 2013, the remuneration of Sri Sriram Kapilavai as decided by the Board is required to be approved by the Members. It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year. It is submitted that based on the projections, the overall managerial remuneration may exceed the limits specified in Section 197 of the Companies Act, 2013. The Members are requested to consider the appointment/re-designation and payment of remuneration of Sri Sriram Kapilavai (DIN: 05103429) as Joint Managing Director of the Company for a period of five years w.e.f 1st July, 2024. Pursuant to the applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, consent of the members is being sought by way of special resolution. In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any Financial Year(s) Sri Sriram Kapilavai (DIN: 05103429), Joint Managing Director shall be entitled to a minimum remuneration as detailed in the resolution.

Accordingly, consent of the Members is sought for passing Special Resolution as set out in item 5 of the Notice. 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.

Sri K Sriram is interested in the resolution set out at Item No. 5 of the Notice. Smt. K V Naga Lalitha and Sri K Vijay Kumar, being related to Sri K Sriram, may be deemed to be interested in the resolution. The other relatives of Sri K Sriram may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution

**Place: Hyderabad**  
**Date: 30.05.2024**

**By Order of the Board**  
**For ADITYA SPINNERS LIMITED**  
**Sd/-**  
**K VIJAY KUMAR**  
**Managing Director**  
**DIN: 00769568**



**DETAILS OF DIRECTORS SEEKING APPOINTMENT/  
RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**  
(Pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, brief profile of Directors vide item no. 2, 3, 4 & 5 is as follows:)

|                                                                                               |                                                                                                                                         |                                                                                                                                                             |
|-----------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name of the Director</b>                                                                   | <b>K VIJAY KUMAR</b>                                                                                                                    | <b>K SRIRAM</b>                                                                                                                                             |
| <b>Date of Birth</b>                                                                          | 01/01/1964                                                                                                                              | 05/04/1992                                                                                                                                                  |
| <b>Nationality</b>                                                                            | INDIAN                                                                                                                                  | INDIAN                                                                                                                                                      |
| <b>Date of Appointment on the Board</b>                                                       | 04/05/2009                                                                                                                              | 14/08/2017                                                                                                                                                  |
| <b>Qualifications</b>                                                                         | Commerce Graduate                                                                                                                       | B.E. Mechanical Engineering, MS Industrial Engineering, Post Graduate Program (PGP) in Master of Family Business (MFAB) from Indian School of Business 2024 |
| <b>Expertise in specific functional area</b>                                                  | He has more than Three decades of experience in various positions in production, marketing and control of company affairs               | Technical Consultant with experience in sector of Manufacturing & Solar Power. Involved in P V Yarn Manufacturing for the Past 4-5 Years                    |
| <b>Number of shares held in the company</b>                                                   | 50,80,320 Equity Shares                                                                                                                 | NIL                                                                                                                                                         |
| <b>Directorships held in other companies</b>                                                  | 1.Envean Leasing and Investments Pvt Ltd<br>2.Sri Chakra Cement Limited 3. Sri Bhava Steel and Power Limited<br>4.Prabhu Cement Limited | 1.Envean Leasing and Investments Pvt Ltd<br>2.Sri Chakra Cement Limited                                                                                     |
| <b>Chairman / Member in the committees of the Boards of companies in which he is Director</b> | Member of Share Transfer Committee & Corporate Social Responsibility Committee of Sri Chakra Cement Limited                             | Member of Share Transfer Committee                                                                                                                          |
| <b>Name of listed entities in which the Director has Resigned in past 3 years</b>             | Nil                                                                                                                                     | Nil                                                                                                                                                         |
| <b>Relationship with other directors Interse</b>                                              | Related to Sri K Sriram & Smt K V Naga Lalitha                                                                                          | Related to Sri K Vijay Kumar & Smt K V Naga Lalitha                                                                                                         |

|                                                                                               |                                                                                                                                                                                                                                                       |                                                                                                                             |
|-----------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
| <b>Name of the Director</b>                                                                   | <b>K V NAGA LALITHA</b>                                                                                                                                                                                                                               | <b>R SIVA KUMAR</b>                                                                                                         |
| <b>Date of Birth</b>                                                                          | 19/09/1972                                                                                                                                                                                                                                            | 26/10/1948                                                                                                                  |
| <b>Nationality</b>                                                                            | INDIAN                                                                                                                                                                                                                                                | INDIAN                                                                                                                      |
| <b>Date of Appointment on the Board</b>                                                       | 13/08/2012                                                                                                                                                                                                                                            | 01/04/2002                                                                                                                  |
| <b>Qualifications</b>                                                                         | M.A                                                                                                                                                                                                                                                   | M. Tech, MBA, Post Graduate Diploma in Law, NALSAR.                                                                         |
| <b>Expertise in specific functional area</b>                                                  | She has more than 20 years of experience in various positions in Finance, Marketing and Management of Company Affairs                                                                                                                                 | He has more than four decades of experience in various positions in production, marketing and management of company affairs |
| <b>Number of shares in the company</b>                                                        | 50,80,320 Equity Shares                                                                                                                                                                                                                               | 22,800 Equity Shares                                                                                                        |
| <b>Directorships held in other companies</b>                                                  | 1. Sri Chakra Cement Limited 2. Envean Leasing and Investments Pvt Ltd 3. Krishnarama Industrial Investments Pvt Ltd 4. Sri Bhava Steel and Power Ltd 5. Prabhu Cements Ltd                                                                           | Nil                                                                                                                         |
| <b>Chairman / Member in the committees of the Boards of companies in which he is Director</b> | Member of Audit Committee, CSR Committee, Stakeholders Relationship Committee, Share Transfer Committee-Aditya Spinners Limited<br>Member of Audit Committee, Nomination & Remuneration Committee, Share Transfer Committee-Sri Chakra Cement Limited | Nil                                                                                                                         |
| <b>Name of listed entities in which the Director has Resigned in past 3 years</b>             | Nil                                                                                                                                                                                                                                                   | Nil                                                                                                                         |
| <b>Relationship with other directors Interse</b>                                              | Related to Sri K Vijay Kumar & Sri K Sriram                                                                                                                                                                                                           | Nil                                                                                                                         |





## **NOTES:**

1. Pursuant to General Circular issued by the Ministry of Corporate Affairs (“MCA”) read with its earlier circulars (collectively referred to as “MCA Circulars”), the companies are permitted to hold their Annual General Meeting (“AGM”) through video conferencing (“VC”) or other audio-visual means (“OAVM”) up to September 30, 2024 without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC / OAVM. In compliance with the provisions of the Companies Act, 2013 (‘Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM so as to enable the members to attend and participate in the AGM through VC/OAVM. The Members are requested not to visit Corporate Office / Registered Office to attend the AGM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of 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). 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.
4. The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), in respect to the special businesses to be transacted at the AGM is annexed hereto. Additional information as per Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard -2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this AGM are furnished in the Notice of AGM
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 stated above 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 General Circulars and SEBI Circulars stated above.
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>, 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 from Friday, the 21<sup>st</sup> day of June, 2024 to Thursday, the 27<sup>th</sup> day of June, 2024 (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. Thursday, the 20<sup>th</sup> day of June, 2024.**
12. The Company has appointed CS Puttaparthi Jagannatham, Corporate Advocate, Hyderabad, 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. 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.
14. 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.
15. **ATTENTION SHAREHOLDER:** SEBI, vide Circular No. SEBI/HO/MIRSD/MIRSD-POD-1/P/CIR/2023/37 dated March 16, 2023 has mandated furnishing of PAN, Address with pincode, email address, mobile number, bank account details, specimen signature and nomination by holders of physical securities. Folios wherein any one of the cited documents/details are not available on or after October 01, 2023, shall be frozen by the Registrar and Transfer Agent of the Company. The requisite disclosure requirement in Form ISR-1 is enclosed at the end of the report for reference of the shareholders.
16. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under Investors Corner and on the website of the Company's RTA. Member may also send email to obtain format by sending an email to [aslhyd9@gmail.com](mailto:aslhyd9@gmail.com) or the RTA. It may be noted that any service request can be processed only after the folio is KYC compliant.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. The member may request a copy of the same, if required by sending an email to [aslhyd9@gmail.com](mailto:aslhyd9@gmail.com) or the RTA.
18. 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.
19. 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 [aslhyd9@gmail.com](mailto:aslhyd9@gmail.com).
20. 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.
21. The Company is pleased to provide members, facility to exercise their right to vote at the 32<sup>nd</sup> Annual General Meeting (AGM) by electronic means through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
22. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
23. Since the AGM will be held through VC/OAVM, the Route Map and Proxy Form and Attendance Slip are not annexed in this Notice



24. 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 at their registered office or contact at 040-23818475/76, Email ID: investor.relations@vccipl.com, mentioning therein the Company's name i.e., Aditya Spinners Limited, their folio number and e-mail address.

#### **CDSL e-Voting System - For e-voting and Joining Virtual meetings.**

1. Members may note that the 32<sup>nd</sup> AGM of the Company will be convened through VC in compliance with the applicable provisions of the Act, read with the Circulars. The facility to attend the meeting through VC will be provided by the Company. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM 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.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of section 105 of the Act and Regulation 44(4) of the SEBI Listing Regulations, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the applicable MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of Proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [www.adityaspinnres.net](http://www.adityaspinnres.net). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e., [www.evotingindia.com](http://www.evotingindia.com)).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular stated above.



## INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:



Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 24<sup>th</sup> June, 2024 at 09.00 AM and ends on 26<sup>th</sup> June, 2024 at 05:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20<sup>th</sup> June, 2024 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders                                               | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|--------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"><li>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 cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>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 &amp; 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.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> Click on login &amp; New System Myeasi Tab &amp; click on registration option</li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li></ol> |



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|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 &amp; voting during the meeting</li> </ol> |
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|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | 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. |
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**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. CDSL and NSDL**

| 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000                  |

*Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.*

- (v) Login method for e-Voting and joining virtual meetings 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](http://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](http://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"> <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<br>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"> <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.</li> </ul>                 |

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

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). 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 (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM 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.\
10. 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.

**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 Company/RTA email id.
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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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 Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.