



# Aditya Spinners Limited

6-3-668/10/66, Durganagar Colony,  
Punjagutta, Hyderabad - 500 082.  
Telangana , India

Tel : 040 - 23404708

E-mail : ho@adityaspINNERS.net;

aslhyd9@gmail.com;

works@adityaspINNERS.net

Web Site: adityaspINNERS.net

CIN : L40300AP1991PLC012337

Place: Hyderabad

Date: 29.11.2022

To

The General Manager,  
Corporate Relationship Department,  
BSE Limited

P.J.Towers, Dalal Street,

Fort, Mumbai – 400 001

**Scrip Code: BSE: 521141**

Dear Sir,

**Sub: Submission of Notice of Postal Ballot/ Intimation of dispatch of Postal Ballot Notice to our shareholders-Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

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We wish to inform you that pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, we propose to conduct a Postal Ballot with facility for e-voting for seeking the approval from the members for appointment of Independent Director.

Shri P Jagannatham, Corporate Advocate has been appointed as the Scrutinizer and M/s. Central Depository Services (India) Limited (“CDSL”) has been appointed for conducting the said postal ballot and e-voting process in a fair and transparent manner. The e-voting will commence on Friday, December 2, 2022 at 09:00 AM. (IST) and end on Saturday, December 31, 2022 at 5:00 PM. (IST).

We would like to further inform you that the Postal Ballot Notice in connection with the above is being sent electronically by email to those members who have registered their email IDs with us. We forward herewith a copy of the above said Postal Ballot Notice for your information and records. The outcome of the above postal ballot will be intimated to you in due course in accordance with the applicable regulations. 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**



**ADITYA SPINNERS LIMITED**  
**CIN: L40300AP1991PLC012337**

**Regd. Off: Perindesam Village, KVB Puram Mandal, Near Srikalahasti, Chittoor District, AP.**

**Tel: 040-23404708, Fax: 040-23404758**

**Website: [www.adityaspinners.net](http://www.adityaspinners.net) Email : [aslhyd9@gmail.com](mailto:aslhyd9@gmail.com)**

**POSTAL BALLOT NOTICE**

**[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member,

Notice is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs ("MCA") General Circulars No.14/2020, dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022 (collectively referred to as "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and subject to other applicable laws and regulations that it is proposed to seek the approval of the members of the Company to the resolution appended below, proposed to be passed through Postal Ballot ("Postal Ballot") by way of voting through electronic means ("remote e-voting").

MCA vide its aforesaid Circulars, had allowed the companies to take all decisions requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The proposed resolution and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto forms part of this Postal Ballot Notice ("Notice").

In compliance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with MCA Circulars, the Company is offering the facility to its Members, to exercise their right to vote on the resolution appended to this Notice, by electronic means ('remote e-voting') only. For this purpose, the Company has availed electronic voting platform of Central Depository Services (India) Limited (CDSL) for facilitating e-voting.

The Board of Directors of the Company have appointed Shri P Jagannatham, Corporate Advocate to act as a Scrutinizer to conduct the Postal Ballot only through e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process from 9.00 a.m. IST on Friday, 2<sup>nd</sup> December, 2022 to not later than 5:00 p.m. IST on Saturday, 31<sup>st</sup> December, 2022, failing which it will be strictly considered that no reply has been received from the Member.



After the completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company or any person authorized by the Chairman. The results of Postal Ballot shall be declared on or before Monday, 2<sup>nd</sup> January 2023, at any time before 5:00 p.m. IST and along with the Scrutinizer's report, be displayed at the Registered office as well as at the Corporate Office of the Company, communicated to the Stock Exchanges and will also be uploaded on the Company's website and stock exchange(s).

The resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Saturday, 31<sup>st</sup> December, 2022, in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

**SPECIAL BUSINESS:**

**1. APPOINTMENT OF SRI N GOPAL (DIN: 02466535) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT**, pursuant to provision of Section 149,150,152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, 25 and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) Sri N Gopal (DIN: 02466535) who was appointed by the Board of Directors based on the recommendation of Nomination & Remuneration Committee in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a second term of five years with effect from 29<sup>th</sup> November 2022 and who would not be liable to retire by rotation."

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

**Place: Hyderabad  
Date: 29.11.2022**

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

**Sd/-  
K VIJAY KUMAR  
Managing Director  
DIN: 00769568  
Corp. Office: D. No. 6-3-668/10/66,  
Durga Nagar Colony Punjagutta  
Hyderabad-500082, Telangana.**



#### **NOTES:**

1. The business mentioned above require the consent of the members of the Company through Postal Ballot (including e-voting).
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposals set out in the Resolution is annexed herewith.
3. The relevant details required to be given under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment / re-appointment is annexed herewith.
4. On account of threat posed by COVID-19 Pandemic and in terms of the MCA & SEBI Circulars, the Company will send Postal Ballot Notice only by email to the members who have registered their email addresses with the Company or depository /depository participants and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the e-voting system only. Therefore, those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below in e-voting Instructions.
5. The notice is being sent to all the Members electronically i.e., by email only as per the MCA Circulars to those Members who have registered their email addresses with the Company/Depository(s) and whose name appear in the Register of Members/Record of Depositories as on 25<sup>th</sup> November, 2022 i.e. the cut-off date.
6. In light of the MCA Circulars, shareholders who have not registered their email addresses and in consequence the e-voting notice could not be serviced, may temporarily get their email registered with the Depositories or the Company's Registrar and Share Transfer Agent, Venture Capital and Corporate Investments Private Limited.
7. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, to enable servicing of notices / documents / Reports electronically to their email addresses.
8. The Notice and Explanatory Statement with the requisite enclosures 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 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. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meeting (SS-2), the Company is offering e-voting facility to enable the Members to cast their votes electronically and vote on the resolution through the e-voting facility provided by CDSL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
10. Postal Ballot (e-Voting) commences on Friday, 2<sup>nd</sup> December, 2022 (9.00 a.m. IST) and ends on Saturday, 31<sup>st</sup> December, 2022 (5.00 p.m. IST).
11. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution/ authority letter/ power attorney, etc.) in favour of their authorised representatives to the Scrutinizer through e-mail to [corporateadvocatejagan@gmail.com](mailto:corporateadvocatejagan@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and [aslhyd9@gmail.com](mailto:aslhyd9@gmail.com) . Alternatively, the aforesaid documents can directly be uploaded on the e-voting portal of CDSL, while casting the vote.
12. Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.
13. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3rd November 2021, the Company has sent reminder letter/intimation to the holders of physical securities, for furnishing of PAN, KYC details and Nomination details. Concerned Shareholders are requested to forward the duly filled-in



documents along with the related proofs as mentioned in the forms referred in the letter, to the Company's Registrar and Share Transfer Agent (RTA) on the following address:

Venture Capital & Corporate Investments Private Limited  
12-10-167, Bharat Nagar, Hyderabad, Telangana- 500 018.  
Tel:040-23818475/76; Fax-040-23868024  
Email ID: investor.relations@vccipl.com

The scan copies of the forms and documents may also be mailed through your registered email id with RTA at their email id [investor.relations@vccipl.com](mailto:investor.relations@vccipl.com) duly signed or e-signed.

14. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [aslhyd9@gmail.com](mailto:aslhyd9@gmail.com).

**General information and instructions relating to e-voting:**

i. In compliance with the provisions of Section 108,110 of the Act, read with Rule 20 & 22 of the Companies Management and Administration) Rules, 2014, as amended from time to time, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by CDSL, on the resolution set forth in this Notice. The instructions for e-Voting are given herein below.

ii. e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

iv. The remote e-Voting facility will be available during the following period:

Commencement of e-Voting	Friday, 2 <sup>nd</sup> December 2022 (9 AM IST)
End of e-Voting	Saturday, 31 <sup>st</sup> December 2022 (5 PM IST)

v. The voting rights of shareholders / beneficiary owners shall be reckoned in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The shareholders of the Company who are holding shares either in dematerialized or in physical form, as on the cut-off date, can cast their vote electronically. A person who is not a shareholder as on the cut-off date, should treat this Postal Ballot Notice for information purposes only.

vi. The voting rights for the shares of the Company are one vote per equity share registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them.

vii. Any person holding shares in physical form as of the cut-off date, may obtain the login ID and password by sending a request to CDSL. However, if he / she is already registered with CDSL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING 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 Friday 2<sup>nd</sup> December 2022 at 9 AM and ends on Saturday 31<sup>st</sup> December 2022 at 5 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 25<sup>th</sup> November 2022 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 **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 <b>CDSL Depository</b>	<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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat</li></ol>



	<p>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.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</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.</li></ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>



**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 <b>NSDL</b>	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 toll free no.: 1800 1020 990 and 1800 22 44 30

**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 Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [corporateadvocatejagan@gmail.com](mailto:corporateadvocatejagan@gmail.com) or [aslhyd9@gmail.com](mailto:aslhyd9@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.



**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 through Depository.

If you have any queries or issues regarding attending 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 on 022-23058542/43.

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

**Place: Hyderabad  
Date: 29.11.2022**

**Sd/-  
K VIJAY KUMAR  
Managing Director  
DIN: 00769568  
Corp. Office: D. No. 6-3-668/10/66,  
Durga Nagar Colony Punjagutta  
Hyderabad-500082, Telangana.**



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

**Item No: 1**

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee (NRC), had appointed Shri N Gopal (DIN: 02466535) as an Additional Director to act as an Independent Director for a period of 5 (Five) years effective from 29<sup>th</sup> November, 2022, as per the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act") subject to the approval of the members. In terms of Regulations 17 and 25 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("Listing Regulations"), the listed entity shall ensure that approval of shareholders by way of a Special Resolution for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Shri N Gopal (DIN: 02466535) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from him under Section 149(6) of the Act and the Listing Regulations that he meets the criteria of independence. The Company has in terms of Section 160 (1) of the Act, received in writing, notice from a Member proposing his candidature for the office of Director. In the opinion of the Board, Shri N Gopal (DIN: 02466535) fulfils the conditions for appointment as an Independent Director as specified in the Act and the rules made thereunder, and the Listing Regulations and is also independent of the management.

He has been on the Board of our Company for one term of 5 years as an Independent Director and ceased to be Director on completion of first term at the 30<sup>th</sup> Annual General Meeting held on 6<sup>th</sup> September, 2022.

The Board is of the view that the knowledge and experience gained by Shri N Gopal (DIN: 02466535) over a period of time, would be beneficial to the Company. Considering the experience and knowledge of Shri N Gopal (DIN: 02466535), it is in the interest of the Company that he be appointed as an Independent Director of the Company.

The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are enclosed herewith.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Shri N Gopal (DIN: 02466535) himself is in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as a special resolution

**Place: Hyderabad**  
**Date: 29.11.2022**

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

**Sd/-**  
**K VIJAY KUMAR**  
**Managing Director**  
**DIN: 00769568**  
Corp. Office: D. No. 6-3-668/10/66,  
Durga Nagar Colony Punjagutta  
Hyderabad-500082, Telangana.



## DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

(Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013, as applicable, the brief profile of Directors eligible for re-appointment vide item no. 1 is as follows:)

<b>Name of the Director</b>	<b>N Gopal</b>
Date of Birth	10/10/1953
Nationality	Indian
Date of Appointment on the Board	29/11/2022
Qualifications	Commerce Graduate having 35 years of experience various divisions of manufacturing companies
Expertise in specific functional area	Shri N Gopal
Number of shares held in the company	0
Names of the other listed entities in which the person holds the directorship and the membership of Committees of the Board along with listed entities from which the person has resigned in the past three years	<b>Directorship in Listed Entities:</b> Sri Chakra Cement Limited, Independent Director <b>Membership in Committees of other Listed Entities:</b>  <b>Listed entities from which he resigned from directorship in the past 3 years:</b> Nil (ceased to be director in Aditya Spinners Limited due to completion of one term of Independent Director)
Directorship in all other public companies except foreign companies and companies under Section 8 of the Companies Act, 2013	Nil
Membership/Chairman of the Committees of the Board of other public limited companies (Membership / Chairmanships of only Audit Committees and Stakeholders Relationship Committees in other public limited companies have been considered)	Nil
Relationship with other directors Interse	Nil
Terms and Conditions of appointment	As per the Special Resolution set-out in Item No.1 and its explanatory statement read with Letter of Appointment
Remuneration last drawn	NA
Remuneration proposed to be paid	No remuneration is proposed except sitting fee

**Place: Hyderabad**  
**Date: 29.11.2022**

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

**Sd/-**  
**K VIJAY KUMAR**  
**Managing Director**  
**DIN: 00769568**  
Corp. Office: D. No. 6-3-668/10/66,  
Durga Nagar Colony Punjagutta  
Hyderabad-500082, Telangana.