

BOARD OF DIRECTORS

N. KRISHNA MOHAN	Chairman
R. SHIV KUMAR	Executive Vice Chairman
K. VIJAY KUMAR	Managing Director
K. V. NAGALALITHA	Director
M. NARASIMHA RAO	Director - Independent
K. V. PRASAD	Director - Independent

CHIEF FINANCIAL OFFICER

P. Ramamoorthy

COMPANY SECRETARY & COMPLIANCE OFFICER

P. Rajendra Babu

AUDITORS

C.Ramachandram & Co,
Chartered Accountants
3-6-237,Unit 606,
Lingapur la bulde complex
Himayath Nagar, Hyderabad.

REGISTRAR & SHARE TRANSFER AGENTS

M/s Venture Capital & Corporate
Investments Pvt. Limited,
12-10-134, (MIG-134), 2nd Floor
Bharath Nagar
Hyderabad - 500 038. T.G.
Tel : 040-23818475/76, Fax:040-23868024
Email ID : info@vccilindia.com

ADMINISTRATIVE OFFICE

6-3-668/10/66
Durganagar Colony, Punjagutta
Hyderabad -500082.
Tel : 040-23404708, Email : aslhyd9@gmail.com
Website : www.adityaspinner.net

FACTORY & REGD. OFFICE

Perindesam Village, K.V.B. Puram Mandal
Near Srikalahasti, Chittoor Dist A.P.
India - 517643

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the members of Aditya Spinners Limited will be held on Friday, the 22nd day of September, 2017 at 10.00 A.M. at Registered Office of the Company located at Perindesam Village, KVB Puram Mandal, Near Srikalahasti, Chittoor District, Andhra Pradesh-517643, to transact the following business

ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sri N Krishna Mohan, Director, (DIN:00698772) Who retires by rotation and being eligible offers himself for reappointment.
3. To Appoint Statutory Auditors & Fix their Remuneration and in this regard, to consider and if thought fit, to pass the following resolution as on ordinary resolution :

“RESOLVED THAT pursuant to Section 139 and 142 and other applicable provisions of the Companies Act, 2013 and Rules as amended to date, pursuant to recommendation of the Audit Committee of the Company and pursuant to the proposal of the Audit Committee of the Board and Recommendation of the Board, M/s. Lakshmi & Associates, Chartered Accountants (ICAI Firm Registration Number: 012482S) be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five consecutive years commencing from the Financial Year 2017-18 i.e. from the conclusion of this 25th Annual General Meeting till the conclusion of the 30th Annual General Meeting of the Company to be held in the year 2022, subject to ratification by the Members at every Annual General meeting hereafter, on a remuneration that may be determined by the Board in consultation with the auditors.”

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. K. SRIRAMAS DIRECTOR LIABLE TO RETIRE BY ROTATION:

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI Listing Regulations, 2015 and Articles of Association of the Company, Mr. K. Sriram who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the company liable to retire by rotation.”

5. APPOINTMENT OF MR. K. SRIRAMAS EXECUTIVE DIRECTOR OF THE COMPANY :

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 196, 197 and 198 of the Companies Act, 2013 read with Part-II of Section-II to the Schedule-V of the said Act, pursuant to the remuneration approved by the Nomination and Remuneration Committee and pursuant to the Articles of Association of the Company, the consent and approval of the Company be and is hereby accorded for the appointment of Sri. K. Sriram, as the Executive Director of the company for a period of three years w.e.f. 14.08.2017 with a remuneration of not more than Rs.2,50,000/-(Rupees Two Lakhs Fifty Thousand only) per month during the said tenure.”

6. APPOINTMENT OF MR. NEMANI GOPAL AS DIRECTOR :

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI Listing Regulations, 2015 and Articles of Association of the Company, Mr. Nemani Gopal, who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting.

7. APPOINTMENT OF MR. NEMANI GOPAL AS INDEPENDENT DIRECTOR NOT LIABLE TO RETIRE BY ROTATION:

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of section 149(6) and 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013, Sri. Nemani Gopal, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5(five) consecutive years up to the conclusion of the 30th Annual General Meeting of the Company.”

By Order of the Board
For ADITYA SPINNERS LIMITED

Place : Hyderabad
Date : 14.08.2017

K VIJAY KUMAR
Managing Director

NOTES :

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member. Proxies in order to be valid must be received by the Company not less than 48 hours before the Commencement of the Meeting.
3. A person can act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total Share Capital of the Company carrying voting rights. Members holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other Person of Shareholder.
4. Corporate member intending to send their authorised representative to attend the AGM are requested to send a duly certified copy of their board resolution authorising their representative to attend and vote at the AGM.
5. Member / Proxies / Authorised Representative should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
6. The Register of Members and Share Transfer Books of the Company shall remain closed on Thursday the 21st day of September, 2017 for the purpose of the Annual General Meeting.
7. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market, members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts, Members holding shares in physical form should submit their PAN to the Company / Registrar.
8. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nominations in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic / demat form, the members may please contact their respective depository participant.
9. Notices/ documents including the Annual Report are now being sent by electronic mode to the shareholders whose e-mail address has been registered with the Company. Members who would like to receive such notices/documents in electronic mode in lieu of physical copy and who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail address.
 - In respect of electronic shareholding – through their respective Depository Participants.
 - In respect of physical shareholding – by sending a request to the Company's Share Transfer Agent at M/s Venture Capital & Corporate Investments Limited, 12-10-167, (MIG-134), 2nd Floor, Bharatnagar Colony, Hyderabad-500018, Tel No.040-23818475/76, Email ID: info@vccilindia.com, mentioning therein the Company's name i.e., Aditya Spinners Limited, their folio number and e-mail address.

10. The Annual Report 2016-17 as circulated to the members of the Company is also available on the website of the Company www.adityaspinner.net.

11. Voting Options:-

I. VOTING THROUGH ELECTRONIC MEANS

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, the 19th day of September, 2017 at 10.00 a.m. and ends on Thursday, the 21st day of September, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 15th September, 2017, may cast their vote electronically, the e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <ul style="list-style-type: none">● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and [register themselves as Corporates](#).
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

II. VOTING THROUGH BALLOT :-

The company is providing the facility of ballot form in terms of Regulation 44(1) and (2) of the Listing Regulations, 2015, to those shareholders, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice. The Ballot form is enclosed along with the Annual Report. The last date for receiving the duly filled and signed ballot form will be Thursday, the 21st day of September, 2017 at 5.00 p.m. Ballot forms received after this date shall not be considered.

III. VOTING AT AGM :-

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

Other Instructions

1. A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts vote by all the three modes, then voting done through e-voting shall prevail and voting through other modes shall be treated as invalid.
2. The Company has appointed M/s. K. Swamy & Co., Practicing Company Secretary, to act as the Scrutinizer. The Scrutinizer shall first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three (3) days of conclusion of the meeting, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
3. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith. The results declared along with the report of the scrutinizer shall be placed on the website of the company immediately after the result is declared by the Chairman and the company shall simultaneously forward the results to the concerned stock exchange where its equity shares are listed.
12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
13. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
14. Details of reappointment of director retired by rotation as per the item No.2 of the Notice of the meeting are furnished in a separate annexure to the notice as required under Listing Regulations.

EXPLANATORY STATEMENT TO THE NOTICE UNDER SECTION 102(1):

Item No. 4 and 5 of the Notice:

The Board of Directors of the company at their meeting held on 14.08.2017 have approved the appointment of Mr. K. Sriram as the Additional Director of the company with effect from that date and also appointed him as Executive Director with effect from 14.08.2017 for term of three years with a monthly remuneration of Rs.2,50,000/- pursuant to the provisions of section 196, 197 and 198 of the Companies Act, 2013 read with Part-II of Section-II to the Schedule-V of the said Act and also pursuant to the remuneration approved by the Nomination and Remuneration Committee and pursuant to the Articles of Association of the company. The board recommends for the consent and approval of the members of the company for the appointment of Mr. K. Sriram as Director of the Company and also as the Executive Director of the Company for a period of three years w.e.f. 14.08.2017 with a remuneration of not more than Rs.2,50,000/-(Rupees Two Lakhs Fifty Thousand only) per month during the said tenure.

Your Directors recommend the resolution for approval.

None of the Directors, Key Managerial Personnel and their Relatives thereof is concerned or interested in the above resolution except Sri N Krishna Mohan, Smt. KV.Nagalalitha, and Sri. K. Vijay Kumar.

Item No.6 and 7 of the Notice:

The board of directors of the Company appointed Sri. Nemani Gopal as Additional Director at its meeting held on 14.08.2017 who holds office till the conclusion of the ensuing annual general meeting of the Company. The Company Board recommends for his appointment as director at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company liable to retire by rotation.

The Company board further recommended to appoint Sri. Nemani Gopal as Independent Director of the Company for a period of five years from the conclusion of the ensuing Annual General Meeting and accordingly, the Board recommended his candidature as Independent Director of the Company for approval of the shareholders to hold office till the conclusion of the 30th Annual General Meeting pursuant to the provisions of Section 149(6) of the Companies Act, 2013 and the Rules made thereunder.

None of the directors of the Company is interested or concerned in the resolution.

By Order of the Board
For ADITYASPINNERS LIMITED

Place : Hyderabad,
Date : 14.08.2017

K VIJAY KUMAR
Managing Director

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/
RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for re-appointment vide item no. 2 is as follows:)

Name of the Director	N KRISHNA MOHAN
Date of Birth	01/07/1940
Nationality	INDIAN
Date of Appointment on the Board	28/09/2011
Qualifications	Commerce Graduate, Professional Qualifications viz., ACMA and ACS
Expertise in specific functional area	He has about more than four decades of experience in the management of the affairs of the company.
Number of shares held in the company	Nil
List of the directorships held in other companies	1. M/s Sri Chakra Cement Limited 2. M/s Envean Leasing and Investments Limited 3. M/s South India Cements Limited 4. M/s Krishnarama Industrial Investment Limited 5. M/s Saketh IT Solutions Private Limited 6. M/s Jitharam Finance and investments Limited 7. Sri Narasimha Cements and Power Limited
Chairman / Member in the committees of the Boards of companies in which he is Director	Nil

DIRECTORS' REPORT

To
The Members

Your Directors have pleasure in presenting the 25th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2017.

(1) FINANCIAL RESULTS:

(Rs. In Lakhs)

Sl.No.	Particulars	2016-17	2015-16
01.	Gross Income	5452.76	4739.83
02.	Profit Before Interest and Depreciation	390.98	329.40
03.	Finance Charges	168.83	89.23
04.	Gross Profit	222.15	240.17
05.	Provision for Depreciation	139.44	108.57
06.	Net Profit before tax	82.71	131.60
07.	Provision for tax	13.95	5.57
08.	Net profit after tax	68.76	126.03

(2) State of Company's Affairs :

During the year under review, the Company had achieved a sales turnover of Rs 5452.76 lakhs as against Rs.4739.83 lakhs made during the previous year. For the year 2016-17, the company earned a net profit of Rs.68.76 lakhs as against the net profit of Rs.126.03 lakhs made during the previous year.

(3) DIRECTORS AND KEY MANAGERIAL PERSONNEL :

Details of directors as per Section 152 read with section 149 of the Companies Act, 2013 and particulars of key managerial personnel as per Section 203 of the Act read with the Listing Regulations, the Board is duly constituted and balanced as required under the Companies Act, 2013 and the Listing Agreement. During the year under review, Sri. N. Krishna Mohan, Director of the company will retire by rotation and being eligible, offers himself for reappointment at the ensuing annual general meeting. Smt. K. V. Nagalalitha resigned as Executive Director and continued to be as Director of the company. Mr. K. Sriram was appointed as Additional Director of the company and the board recommended for his appointment as director at the ensuing annual general meeting. The Board appointed Mr. K. Sriram as Executive Director of the company subject to the approval of the shareholders at the ensuing annual general meeting.

(4) DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134 (3) (C) of the Companies Act, 2013, the Directors confirm that:

- in the preparation of annual accounts, the applicable accounting standards had been followed and there are no material departures from the same.
- the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and the profit and loss of the company for that period.