



ADITYA SPINNERS LIMITED

**TWENTY SIXTH
ANNUAL REPORT
2017 - 2018**



ADITYA SPINNERS LIMITED

6-3-668/10/66, Durganagar Colony,
Punjagutta, Hyderabad - 500 082.
Phone No. 040 - 23404708
Fax No. : 040 - 23404758

BOARD OF DIRECTORS

N. Krishna Mohan
R. Shiv Kumar
K. Vijay Kumar
K.V.Nagalalitha
K. Sriram
M. Narasimha Rao
K. V Prasad
Nemani Gopal

Chairman
Executive Vice Chairman
Managing Director
Director
Executive Director
Director - Independent
Director – Independent
Director-Independent

CHIEF FINANCIAL OFFICER

P. Ramamoorthy

COMPANY SECRETARY

P. Rajendra Babu

BANKERS

Andhra Bank
Srikalahasti Branch,
Srikalahasti Mandal,
Chittoor Distrit.

AUDITORS

Lakshmi & Associates,
3-6-237, Unit 606,
Chartered Accountants
Lingapur la bulde complex,
Himayath Nagar, Hyderabad-500029

REGISTRAR & SHARE TRANSFER AGENTS

M/s Venture Capital & Corporate
Investments Limited,
12-10-134, (MIG-134), 2nd Floor,
Bharat 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,
Hyderabad- 500 082`
Tel.040-23404708,
Email:aslhyd9@gmail.com,
Website: www.adityaspinnners.net

REGD. OFFICE AND FACTORY SITE :

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



NOTICE

Notice is hereby given that the 26th Annual General Meeting of the members of Aditya Spinners Limited will be held on Saturday, the 22nd day of September, 2018 at 11.30 A.M., at Registered Office of the Company located at Perindesam Village, KVB Puram Mandal, Near Srikalahsti, Chittoor District, Andhra Pradesh - 517643, to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1 : ADOPTION OF FINANCIAL STATEMENTS

To receive consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March 2018 together with the Reports of the Board of Directors and Auditors there on.

ITEM NO. 2 : APPOINTMENT OF SRI. R. SHIV KUMAR, DIRECTOR (DIN:01791576) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION:

“**RESOLVED THAT** Sri. R. Shiv Kumar, Director who retires by rotation, and being eligible, offers himself for reappointment, be and is hereby reappointed as Director of the Company.”

ITEM NO.3 : APPOINTMENT OF SMT. K.V. NAGALALITHA, DIRECTOR (DIN:02223430) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION :

“**RESOLVED THAT** Smt. K.V. Nagalalitha, Director who retires by rotation, and being eligible, offers herself for reappointment, be and is hereby reappointed as Director of the Company.”

ITEM NO.4 : APPOINTMENT OF STATUTORY AUDITOR'S

“**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) appointment of 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 the 25th Annual general Meeting till the conclusion of the 30th Annual General Meeting of the company to be held in the year 2022, be and is hereby ratified at this 26th Annual General meeting on a remuneration that may be determined by the Board in consultation with the auditors.”

By Order of the Board
For ADITYA SPINNERS LIMITED

Place : Hyderabad,
Date : 07-08-2018

K VIJAY KUMAR
Managing Director

NOTES :

1. Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be valid must be received by the company not less than 48 hours before the meeting.
2. A person can act as proxy for 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 appoints a single person as proxy and such person shall not act as proxy for any other member.
3. The Securities Exchange Board of India (SEBI) vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73, dated 20.04.2018 has mandated to collect copy of PAN and bank account details of all Shareholders holding shares in physical mode within 90 days of the circular and no physical shares can be transferred with effect from 05.12.2018. Therefore, all the shareholders holding shares in physical mode are advised immediately to opt for demat of their physical shares with the ISIN No.INE122D01026.
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. In case of joint holders attending meeting, only such joint holder who is higher in the order names will be entitled to vote.
6. 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.
7. The Register of Members and Share Transfer Books of the Company shall remain closed on Saturday the 22nd day of September, 2018 for the purpose of the Annual General Meeting.
8. 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.
9. 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
10. In terms of Circular No.17/2011, dated 21.04.2011 and Circular No.18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, under Green initiative in the Corporate Governance all the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents viz., M/s Venture Capital & Corporate Investments Limited whose e-mail id is info@vccilindia.com mentioning the Company's name i.e., Aditya Spinners Limited, so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.

11. Notices/ documents including the Annual Report are now being sent by electronic mode to the shareholders whose e-mail address has been registered with the Company. Members who would like to receive such notices/documents in electronic mode in lieu of physical copy and who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail address.

- In respect of electronic shareholding – through their respective Depository Participants.
- In respect of physical shareholding – by sending a request to the Company's Share Transfer Agent at M/s Venture Capital & Corporate Investments Limited, 12-10-134, (MIG-134), 2nd Floor, Bharatnagar Colony, Hyderabad-500038, Tel No.040-23818475/76, Email ID: info@vccilindia.com, mentioning therein the Company's name i.e., Aditya Spinners Limited, their folio number and e-mail address.

The Annual Report 2017-18 as circulated to the members of the Company is also available on the website of the Company www.adityaspinners.net.

12. Voting Options:-

I. VOTING THROUGH ELECTRONIC MEANS

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, the 19th day of September, 2018 at 10.00 a.m. and ends on Friday, the 21st day of September, 2018 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 day of September, 2018, 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	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
Dividend Bank Details	<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 Friday, the 21st day of September, 2018 at 5.00 p.m. Ballot forms received after this date shall not be considered.

III. VOTING AT AGM :-

The members who have not casted 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.
13. 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.
14. 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.
15. Details of reappointment of director retired by rotation as per the item No.2 and Item No.3 of the Notice of the meeting are furnished in a separate annexure to the notice as required under the SEBI Listing Regulations, 2015.

By Order of the Board
For ADITYA SPINNERS LIMITED

Place : Hyderabad,
Date : 07-08-2018

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 and 3 is as follows:)

Name of the Director	R.SHIV KUMAR
Date of Birth	26/10/1948
Nationality	INDIAN
Date of Appointment on the Board	01/04/2013
Qualifications	M.Tech, MBA.,
Expertise in specific functional area	He has about more than four decades of experience in various positions in production, marketing and control of company affairs.
Number of shares held in the company	22800 equity shares
List of the directorships held in other companies	Nil
Chairman / Member in the committees of the Boards of companies in which he is Director	Nil

Name of the Director	K.V.NAGALALITHA
Date of Birth	19/09/1972
Nationality	INDIAN
Date of Appointment on the Board	13/08/2012
Qualifications	Commerce Graduate
Expertise in specific functional area	She has more than 20 Years of experience in various positions in Finance, Marketing and Management of Company affairs.
Number of shares held in the company	5080320 equity shares
List of the directorships held in other companies	1. M/s Envean Leasing and Investments Limited 2. M/s Sri Chakra Cement Limited 3. M/s Krishnarama Industrial Investment Limited 4. M/s Prabhu Cement Limited
Chairman / Member in the committees of the Boards of companies in which he is Director	Nil