



BOARD OF DIRECTORS:

N. Krishna Mohan - Chairman

K. Vijay Kumar - Managing Director

K. V. Nagalalitha - Director

K. Sriram - Executive - Director

R. Shiv Kumar - Director

M. Narasimha Rao - Director - Independent K. V Prasad - Director — Independent - Director - Independent N. Gopal

CHIEF FINANCIAL OFFICER:

P. Ramamoorthy

COMPANY SECRETARY & COMPLIANCE OFFICER:

P. Venkatasubba Rao

AUDITORS:

T MOHAN & ASSOCIATES

Chartered Accountants

3-6-237, Unit 606,

Lingapur la builde complex,

Himayath Nagar, Hyderabad-500029

REGISTRAR & SHARE TRANSFER AGENTS:

Venture Capital & Corporate Investments Pvt Limited,

12-10-167, Bharat Nagar

Hyderabad - 500 018, Telangana.

Tel:040-23818475/76, Fax-040-23868024 Email ID: investor.relations@vccipl.com

REGD. OFFICE & FACTORY:

Perindesam Village, K.V.B. Puram Mandal, Near Srikalahasti, Chittoor District,

A.P., India-517643

ADMINISTRATIVE OFFICE:

6-3-668/10/66, Durganagar Colony, Punjagutta, Hyderabad- 500 082, Tel.040-23404708,

Email:aslhyd9@gmail.com, Website: www.adityaspinners.net



NOTICE

Notice is hereby given that the 29th Annual General Meeting of the members of Aditya Spinners Limited will be held on Tuesday, the 17th day of August, 2021 at 12.00 NOON 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. To receive consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March 2021 together with the Reports of the Board of Directors and Auditors thereon.
- 2. To Appoint a Director in place of SRI. N Krishna Mohan, (DIN: 00698772) who retires by rotation and being eligible, offers himself for re appointment
- **3.** To Appoint a Director in place of SRI. K. Sriram, (DIN: **05103429**) who retires by rotation and being eligible, offers himself for re appointment.

SPECIAL BUSINESS:

4. Payment of remuneration to Mr. Vijay Kumar Kapilavai, Managing Director for the period from 19th December, 2020 to 31st March, 2024

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment 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 approval of the Members be and hereby accorded for the payment of the remuneration of Rs:30.00 Lakhs per annum to Mr. Vijay Kumar Kapilavai (DIN: 00769568), Managing Director, for the remaining period of with tenure as Managing Director viz., from 19th December,2020 to 31st March, 2024 which shall in no case exceed ten percent of the Net Profits of the Company to all Executive Directors, if applicable;"

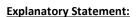
"RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Managing Director, subject to such other applicable approvals as may be necessary."

"RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the Members at the General Meeting held on 24th September,2019 with respect to the re-appointment of Mr. Vijay Kumar Kapilavai, as Managing Director shall continue to remain in full force and effect"

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Mr. Vijay Kumar Kapilavai as Managing Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution".

<u> ADITYA SPINNERS LIMITED </u>

Item No: 4





The Members of the Company at its General Meeting held on 24th September,2019 had re-appointed Mr. Vijay Kumar Kapilavai as the Managing Director of the Company for a tenure of five years effective from 1st April,2019 to 31st March,2024 Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the nil remuneration payable to Mr. Vijay Kumar Kapilavai was approved. The approval of the Members pursuant to Section 197(1) of the Companies Act, 2013 as amended from time to time is now sought for the remuneration payable to Mr. Vijay Kumar Kapilavai as the Managing Director of the Company for the period from 19th December,2020 to 31st March, 2024 The details are set out below:

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution is annexed hereto as Annexure

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Vijay Kumar Kapilavai, Mrs. K V Nagalalitha and Mr. K Sriram is in any way concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

By Order of the Board
For ADITYA SPINNERS LIMITED

Place: Hyderabad, Date: 25.06.2021.

K VIJAY KUMAR Managing Director DIN: 00769568

Mandatory Compliance on the part of the Shareholders **KYC UPDATION FORM**



То	Date:
Venture Capital and Corporate Investments Private Limited	
Unit:	
12-10-167, Bharat Nagar,	
Hyderabad – 500 018	
Dear Sir,	

In terms of SEBI Circular dated 20/04/2018 and rules made their under, I wish to inform you that update my details given below in your records and I enclosed herewith self-attested copy of my PAN& Aadhar Cards and original cancelled cheque leaf/Bank Passbook or Bank statement duly attested by Bank.

General Information:						
Folio No.						
Name of the Sole / First						
Holder:						
PAN No.	Aadhar No					
Aadhar Number						
Father's Name						
Address 1						
Address 2						
Address 3						
Address 4						
Pin Code						
Mobile No						
Email Id						
Bank Account no.						
Bank Name						
Branch Address						
IFSC Code	MICR					
nd.	Code					
2 nd Holder Name						
PAN No.	Aadhar No					
3 rd Holder Name						
PAN No.	Aadhar No					
/We hereby state that the above r	nentioned details are true and correct.					
Sole/ First Holder Name:	Signature:					
2 nd Holder Name:	Signature:					
3 rd Holder Name:	Signature:					

Note: 1. If any change in your details already submitted to us, kindly fill the changes in the form alongwith

supporting documents.

- 2. Your details have already submitted to us we have marked as Registered in the respective column, the other details to be submitted to us alongwith supporting documents.
- 3. For residents of Sikkim provide self attested copy of Aadhar Card/Passport instead of PAN Card.

<u>ADITYA SPINNERS LIMITED</u>

Form No.SH-13 Nomination Form



{Pursuant to section 72 of the Companies Act,2013 and rule 19(1) of the Companies (Share Capital and Debentures Rules 2014

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event of	f my/our death:									
	Name of Nominee	the	Father/H	usband Nar	me Ad	dress of the N	lominee	Sig	nature of th	Nominee
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- The Nomination can be made by individuals only/applying/holding shares on their own behalf singly or jointly, Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate. If the shares are held jointly, all joint holders will sign the nomination form. Space is provided as a specimen, if there are more joint holders, more sheets can be added for signatures of holders of shares and witness.
- 2. A minor can be nominated by a holder of shares and in that event the name and address of the Guardian shall be given by the holder.
- 3. The nominee shall not be a Trust, Society, Body Corporate, Partnership firm, Karta of Hindu Undivided Family or a Power of Attorney holder. A non-resident Indian can be a nominee on repatriable basis.
- 4. Nomination stands rescinded upon transfer of share.
- 5. Transfer of share in favour of a nominee shall be valid discharge by a Company against the legal heir.
- 6. The intimation regarding Nomination/Nomination Form shall be filed in duplicate with company/Registrar and Share Transfer Agent of the Company who will return one copy thereof to the shareholder.



NOTES:

- 1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India; Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting (AGM) through VC/ OAVM. In terms of the said circulars, the 29th Annual General Meeting (AGM) of the members of the Company will be 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.
- 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.adityaspinners.net.
- **4.** 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.
- **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 dated April 08, 2020, April 13, 2020 and May 05, 2020 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 Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020
- **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://adityaspinners.net/Admin/Files/ASL-ANNUAL%20REPORT%20-%202020-21.pdf, Stock Exchange BSE Limited at 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
- **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 on Wednesday the 11th day of August, 2021 to Tuesday, the 17th day of August, 2021 (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. Tuesday, the 10th August, 2021.
- **12.** The Company has appointed CS P. Jagannatham, Corporate Advocate, 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.

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- **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.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.
- **16.** 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
- 17. 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 ashhyd9@gmail.com
- **18.** 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.
- **19.** The Company is pleased to provide members, facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
- **20.** 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, Bharatnagar Colony, Hyderabad-500018, Tel No.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.

- As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings
 of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs
 (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular
 No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video
 conferencing (VC) or other audio visual means (OAVM). 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 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.

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- 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.
- 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 MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. 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) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.adityaspinnres.net. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. 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.
- The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- 8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

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

- (i) The voting period begins on 14th August, 2021 at 10.00 AM and ends on 16th August, 2021 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 10th August, 2021 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.



(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	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest at https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Log icon and select New System Myeasi.			
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option fo 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 elevoting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.			
	3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration			
	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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.			
Individual Shareholders holding securities in demat mode with NSDL	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: https://eservices.nsdl.com 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 & voting during the meeting.			
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp			
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting			