



**ADITYA SPINNERS LIMITED**

**30<sup>th</sup> Annual Report 2021 -22**

**BOARD OF DIRECTORS:**

N. Krishna Mohan	- Chairman & Director (upto 30.04.2022)
K. Vijay Kumar	- Managing Director
K. V. Nagalalitha	- Director
K. Sriram	- Director
R. Siva Kumar	- Director
M. Narasimha Rao	- Director – Independent
K. V Prasad	- Director – Independent
N. Gopal	- Director – Independent
K. Vijayulu Reddy	- Director – Independent

**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, Telangana- 500 018.  
[Tel:040-23818475/76](tel:040-23818475/76); [Fax-040-23868024](tel:040-23868024)  
Email ID: investor.relations@vccipl.com

**INTERNAL AUDITOR:**

P. Ramamoorthy

**SECRETARIAL AUDITORS:**

M/s. Puttaparthi Jagannatham & Co.  
Company Secretaries  
315, ESI, Hyderabad – 500038.

**REGD. OFFICE & FACTORY:**

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

**ADMINISTRATIVE/CORPORATE OFFICE:**

6-3-668/10/66, Durganagar Colony  
Punjagutta, Hyderabad, Telangana-500082  
Tel.040-23404708  
Email: aslhyd9@gmail.com , [ho@adityaspinnners.net](mailto:ho@adityaspinnners.net)  
Web: [www.adityaspinnners.net](http://www.adityaspinnners.net)

**NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the members of Aditya Spinners Limited will be held on Tuesday, the 6<sup>th</sup> day of September, 2022 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 31<sup>st</sup> March 2022 together with the Reports of the Board of Directors and Auditors thereon.
2. To Appoint a Director in place of Sri. R Siva Kumar (DIN: 01791576), who retires by rotation and being eligible, offers himself for re appointment
3. To Appoint a Director in place of Smt K V Naga Lalitha (DIN: 02223430), who retires by rotation and being eligible, offers herself for re appointment.
4. **Appointment of Statutory Auditors**

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

**"RESOLVED THAT** Pursuant to the provisions of section 139 and all other applicable provisions of the Companies Act, 2013, M/s. T Mohan & Associates Chartered Accountants, Hyderabad be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this 30<sup>th</sup> Annual General Meeting for a period of five years till the conclusion of 35<sup>th</sup> Annual General Meeting, on such remuneration as may be agreed upon by the Board of Directors and Auditors, in addition to reimbursement of all out-of-pocket expenses in connection with the audit."

**SPECIAL BUSINESS:**

5. **REGULARISATION OF SRI VIJAYULU REDDY KALIKI (DIN: 03154329), ADDITIONAL DIRECTOR OF THE COMPANY BY APPOINTING HIM AS 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 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Sri Vijayulu Reddy Kaliki (DIN: 03154329) who was appointed as an Additional Director of the Company w.e.f. 9<sup>th</sup> November, 2021 in terms of Section 161(1) of the Companies Act, 2013 and 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 Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period upto 8<sup>th</sup> November 2026."

6. **APPROVAL FOR AUTHORIZING BOARD OF DIRECTORS FOR BORROWING POWERS AS PER SECTION 180(1) (C) OF COMPANIES ACT, 2013**

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

**"RESOLVED THAT** in supersession of the special resolution approved by the members of the Company earlier and pursuant to Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 (the 'Act'), and the Companies (Meetings of Board and its Powers) Rules, 2014 and other Rules, Regulations, Notifications and Circulars issued including any statutory modification or re-enactment



thereof for the time being in force, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board') which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) for borrowing from time to time, any sum or sums of money for the purposes of the Company in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the company's bankers or from any person or persons, Firms, Bodies, Corporate or Financial Institutions in the ordinary course of business, shall not be in excess of Rs. 100 Crores (Rupees Hundred Crores only) over and above the aggregate of the paid up share capital and free reserves of the Company."

**7. APPROVAL FOR AUTHORIZING BOARD OF DIRECTORS FOR MORTGAGE AND/OR CREATE CHARGE ON THE ASSETS OF THE COMPANY AS PER SECTION 180(1) (A) OF THE COMPANIES ACT, 2013**

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

**"RESOLVED THAT** in supersession of the resolution approved by the members of the Company in the previous Annual General Meeting's and in pursuance to the limits stated in the Item No. 6 above and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to create charges, mortgages and / or hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, in such form and manner and with such ranking, whether exclusive, pari-passu, subservient or otherwise and at such time which shall not be in excess of Rs. 100 Crores (Rupees Hundred Crores only) over and above the aggregate of the paid up share capital and free reserves of the Company and on such terms as the Board may determine to the extent of Borrowing limits, on all or any of the movable and/or immovable properties of the Company, both present and future and/or on the whole or substantially the whole of the undertakings of the Company to or in favour of any Financial Institutions, Banks, NBFCs, any person or persons, Firms, or any other Agencies to secure the term loans and/or other financial assistance that has been or may in future be granted by them to the Company from time to time."

**8. PLACE OF KEEPING AND INSPECTION OF THE REGISTERS AND ANNUAL RETURNS OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to keep the Registers as prescribed under Section 88 of the Act and copies of Annual Returns under Section 92 of the Act, together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the Registered Office of the Company and/or at the Corporate office of the Company at D.No. 6-3-668/10/66, Durga Nagar Colony Punjagutta, Hyderabad 500082, Telangana and/or at the office of the Registrar & Transfer Agent i.e., Venture Capital and Corporate Investments Private Limited at "12-10-167, Bharat Nagar, Hyderabad - 500018"

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

**Place: Hyderabad  
Date: 28.05.2022**

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

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No: 5**

Sri Vijayulu Reddy Kaliki (DIN: 03154329) was appointed as an Additional Independent Director with effect from November 9<sup>th</sup>, 2021, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuing Annual General Meeting of the Company. Sri Vijayulu Reddy Kaliki (DIN: 03154329) is a dynamic professional having good knowledge and expertise in corporate compliances, finance and other related areas and a qualified Chartered Accountant. The Board is of the view that the appointment of Sri Vijayulu Reddy Kaliki (DIN: 03154329) on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 5 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Sri Vijayulu Reddy Kaliki (DIN: 03154329) 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

**Item No: 6 & 7**

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up capital and its free reserves (reserves not set apart for any specific purpose).

The members of the Company at its previous General Meeting's held earlier in 2014, had accorded their consent to the Board of Directors for borrowing up to Rs. 50 Crores (Rupees Fifty Crores only) under Section 180(1)(c) of the Companies Act, 2013. Subject to approval of members, the Company proposes to increase the limit of borrowing powers, to enable the Company to mobilize funds for its capital and working capital requirements. Hence, the consent of the members is therefore, sought in accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013 to enable the Board of Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.100 Crores (Rupees Hundred Crores only).

The borrowings of the Company may, if necessary, be secured by way of creation of charges/mortgage/hypothecation on the Company's assets in favour of the company's bankers or any person or persons, Firms, Bodies, Corporate or Financial Institutions. Hence, it is necessary to pass a resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charges/mortgages/hypothecations etc, for an amount not exceeding Rs.100 Crores (Rupees Hundred Crores only).

In terms of the provisions of Section 180 (1) (a) of the Companies Act 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, maybe deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the members of the Company by way of a Special Resolution. Therefore, it is proposed to pass this enabling resolution to authorize the Company to create a charge or mortgage on the assets or properties of the Company for an amount not exceeding Rs. 100 Crores (Rupees Hundred Crores only) thereof, in excess of the aggregate of the paid-up capital of the Company and its free reserves. In furtherance of the same, the Board recommends passing of the Special Resolution set out in the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item Nos. 6 and 7 except to the extent of shares held by them in the Company. The Board recommends the Special Resolutions set forth in Item Nos. 6 & 7 for approval of the shareholders.

**Item No: 8**

As per the provisions of Section 94 of the Act, approval of the Members by way of a special resolution is required for the Company to have its Register and Index of Members, the Register and Index of Debenture holders, if any, copies of all Annual Returns prepared under Section 92 of the Act, together with the copies of the certificates and documents required to be annexed thereto, to be kept at a place other than the



Company's Registered Office. The Board recommends the resolution as set out at Item No. 8 of the accompanying Notice for the approval of the Members of the Company by way of a Special Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

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

**Place: Hyderabad,  
Date: 28.05.2022**

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

**NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 2/2022 dated 5th May 2022, General Circular No. 21/2021 dated 14th December 2021, General Circular No. 19/2021 dated 8th December 2021, General Circular No. 02/2021 dated 13th January 2021 read with General Circular No. 17/2020 dated 13th April 2020, General Circular No. 14/2020 dated 8th April 2020 and General Circular No. 20/2020 dated 5th May 2020 (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, respectively issued by the Securities and Exchange Board of India ('SEBI') (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM so as to enable the members to attend and participate in the AGM through VC/OAVM. The Members are requested not to visit Corporate Office / Registered Office to attend the AGM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. Printed copy of the Annual report (Including Notice) is not being sent to the Members in view of e-AGM Circular.
3. The detailed procedure for participation in the meeting through VC/OAVM is available at the Company's website [www.adityaspinners.net](http://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 General Circular No. 2/2022 dated 5th May 2022, General Circular No. 21/2021 dated 14th December 2021, General Circular No. 19/2021 dated 8th December 2021, General Circular No. 02/2021 dated 13th January 2021 read with General Circular No. 17/2020 dated 13th April 2020, General Circular No. 14/2020 dated 8th April 2020 and General Circular No. 20/2020 dated 5th May 2020 (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, (collectively referred to as 'SEBI Circulars').



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>, Stock Exchange BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) [www.evotingindia.com](http://www.evotingindia.com)
9. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Pursuant to Section 112 and Section 113 of the Companies Act, 2013, representatives of the President of India or the Governor of State or the Body Corporates are entitled to attend the AGM through VC/OAVM and cast their votes through e-voting..
- 10. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the 31<sup>st</sup> day of August, 2022 to Tuesday, the 6<sup>th</sup> day of September, 2022 (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 30<sup>th</sup> day of August, 2022.**
12. The Company has appointed CS Puttaparthi Jagannatham, Corporate Advocate, Hyderabad, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
13. Members holding shares in electronic form and in physical form are hereby informed that the members desirous of either registering bank particulars or changing bank particulars already registered against their respective folios are requested to write to the Registrar and Share Transfer Agent.
14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- 15. ATTENTION SHAREHOLDER:** SEBI, vide Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, has mandated furnishing of PAN, Address with pincode, email address, mobile number, bank account details, specimen signature and nomination by holders of physical securities. Folios wherein any one of the cited documents/details are not available on or after April 01, 2023, shall be frozen by the Registrar and Transfer Agent of the Company. The requisite disclosure requirement in Form ISR-1 is enclosed at the end of the report for reference of the shareholders. Kindly consider the same as official communication in accordance with the circular.
16. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Subdivision/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under Investors Corner and on the website of the Company's RTA. Member may also send email to obtain format by sending an email to [aslhyd9@gmail.com](mailto:aslhyd9@gmail.com) or the RTA. It may be noted that any service request can be processed only after the folio is KYC compliant.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. The member may request a copy of the same, if required by sending an email to [aslhyd9@gmail.com](mailto:aslhyd9@gmail.com) or the RTA.
18. Details in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.



19. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode by sending an e-mail to [aslhyd9@gmail.com](mailto:aslhyd9@gmail.com).

20. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 (Seven) days before the date of the Meeting so that the information required may be made available at the Meeting.

21. The Company is pleased to provide members, facility to exercise their right to vote at the 30<sup>th</sup> Annual General Meeting (AGM) by electronic means through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

22. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

23. Since the AGM will be held through VC/OAVM, the Route Map and Proxy Form and Attendance Slip is not annexed in this Notice

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

- ❖ In respect of electronic shareholding – through their respective Depository Participants.
- ❖ In respect of physical shareholding – by sending a request to the Company's Share Transfer Agent at M/s Venture Capital & Corporate Investments Limited, 12-10-167, Bharatnagar Colony, Hyderabad-500018, Tel No.040-23818475/76, Email ID: [investor.relations@vccipl.com](mailto:investor.relations@vccipl.com), mentioning therein the Company's name i.e., Aditya Spinners Limited, their folio number and e-mail address.

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

1. 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.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to 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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular 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 MCA General Circular No. 02/2022 dated 5th May 2022 and 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 2022, or become due in the year 2022, to conduct their AGMs on or before 30<sup>th</sup> September 2022, in accordance with the requirements provided in General Circular No. 02/2022 dated 5<sup>th</sup> May, 2022 read with Circular No. 20/2020 & 02/2021.

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

- (i) The voting period begins on 3<sup>rd</sup> September, 2022 at 09.00 AM and ends on 5<sup>th</sup> September, 2022 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 30<sup>th</sup> August, 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.

- (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 <b>CDSL</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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<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.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<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 or joining virtual meeting &amp; voting during the meeting.</p>