



**ADITYA SPINNERS LIMITED  
31<sup>ST</sup> ANNUAL REPORT**

**2022 -23**

**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 (upto 15.07.2022)  
Priyanka Baldewa (w.e.f 06.08.2022)

**AUDITORS:**

T Mohan & Associates  
Chartered Accountants, 3-6-237, Unit 606,  
Lingapur la bulde complex, Himayath  
Nagar, Hyderabad-500029, Telangana.

**REGISTRAR & SHARE TRANSFER AGENTS:**

Venture Capital & Corporate Investments Pvt Ltd  
“AURUM”, 4th & 5th Floors, Plot No.57,  
Jayabheri Enclave Phase - II, Gachibowli,  
Hyderabad - 500032, Telangana.  
Ph: 040-23818475/76, Fax: 040-23868024  
Email ID: [investor.relations@vccipl.com](mailto:investor.relations@vccipl.com)

**INTERNAL AUDITOR:**

P. Ramamoorthy

**SECRETARIAL AUDITORS:**

Puttaparthi Jagannatham & Co.  
Company Secretaries  
315, ESI, Hyderabad - 500038, Telangana.

**REGD. OFFICE & FACTORY:**

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

**ADMINISTRATIVE/CORPORATE OFFICE:**

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



## NOTICE OF 31<sup>ST</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting of the members of Aditya Spinners Limited (CIN: L40300AP1991PLC012337) will be held on Monday, the 21<sup>st</sup> day of August, 2023 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. Adoption of Audited Financial Statements and Board Report for the financial year ended March 31, 2023

To receive consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March 2023 together with the Reports of the Board of Directors and Auditors thereon.

2. Appointment of Sri. K Vijay Kumar (DIN: 00769568) as a Director liable to retire by rotation

To Appoint a Director in place of Sri. K Vijay Kumar (DIN: 00769568), who retires by rotation and being eligible, offers himself for re appointment

3. Appointment of Sri K Sriram (DIN: 05103429) as a Director liable to retire by rotation

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. Approve continuation of appointment of Sri R Siva Kumar(DIN:01791576) as Non-Executive Director

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable provisions of Companies Act, 2013 and relevant rules framed there under (including any statutory modification or re-enactment thereto), consent of members be and is hereby accorded for continuation of directorship of Sri R Siva Kumar (DIN: 01791576), as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation."

5. Approval for giving loans or guarantees or providing security under Section 185 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder, including any statutory modifications or re-enactments 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 as the "Board") to advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken to/by (i) Sri Chakra Cement Limited, (ii) Sri Subramanya Solar Power Projects LLP and (iii) Envean Leasing and Investments Limited, in which any director of the Company is deemed to be interested, for an amount not exceeding Rs.20,00,00,000/- (Rupees Twenty Crores only), in a financial year, to be utilized for the principal business activities by the borrowing companies."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Sri Vijay Kumar Kapilavai, Managing Director or any other Director of the Company, be and are hereby authorized severally to negotiate, finalize and agree the terms and conditions of the aforesaid loan, guarantee or security, as they deem fit and expedient and to take all necessary steps to finalize and execute all such documents, agreements and writings and to do all such acts and things as may be necessary and also to agree to any amendments thereto from time to time."



**6. Approval for making investments, giving loans, guarantees and security in excess of limits provided under Section 186 of the Companies Act, 2013**

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

**“RESOLVED THAT** pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and subject to such approvals as may be required in this regard, approval of the members be and is hereby accorded to the Board of Directors of the Company to (a) grant/give loans, from time to time, on such terms and conditions as it may deem expedient, to any person or other bodies corporate; (b) provide guarantee / security to secure any loan /obligations of any other person or bodies corporate; and (c) acquire by way of subscription, purchase or otherwise the securities of any other bodies corporate, in excess of limits prescribed under Section 186 of the Companies Act, 2013 by an aggregate sum of upto Rs.50,00,00,000/- (Rupees Fifty Crores only), notwithstanding that the aggregate of loans and investments so far made and/or guarantees so far issued to entities, along with the investments, loans, guarantee, or security proposed to be made or given by the Board may exceed limits prescribed under Section 186 of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Sri Vijay Kumar Kapilavai, Managing Director or any other Director of the Company, be and are hereby authorized severally to do all such acts, deeds, things as they deem fit and expedient and to take all necessary steps to finalize and execute all such documents, agreements and writings and to do all such acts and things as may be necessary and also to agree to any amendments thereto from time to time.”

**7. Approval for entering into the contracts/ arrangements /transactions with related parties**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactments 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 enter into the following contracts/ arrangements/transactions with Related Parties:

Sl .No	Name of the Company with whom transactions are being undertaken Yes and Nature of Relationship	Nature of Contract	Duration of Contract	Total amount of Transactions proposed (Rs.in Lakhs)	Name of the Director or Key Managerial Personnel who is related	Whether transaction done on Arm's Length (/No)
1	Sri Chakra Cement Limited Enterprises where KMP along with their relatives have control or significant influence	Purchase of Cement	Ongoing	50	Sri K Vijay Kumar Sri K Sriram Smt K V Naga Lalitha	Yes
		Advancing of Loan	Ongoing	500	Sri K Vijay Kumar Sri K Sriram Smt K V Naga Lalitha	Yes
2	Enveen Leasing & Investments Limited Enterprises where KMP along with their relatives have control or significant influence	Advancing of Loan	Ongoing	500	Sri K Vijay Kumar Sri K Sriram Smt K V Naga Lalitha	Yes
		Commission		150		
3	Sri Subramanya Solar Power Projects LLP Enterprises where KMP along with their relatives have control or significant influence	Advancing of Loan	Ongoing	500	Sri K Vijay Kumar Sri K Sriram Smt K V Naga Lalitha	Yes



**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to finalize the terms and conditions of the contract/ arrangements/ transactions and to execute such other documents, agreements and also to agree to any amendments thereto from time to time as they may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary for giving effect to the above resolution.”

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

**Place: Hyderabad  
Date: 26.05.2023**

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

#### **EXPLANATORY STATEMENT**

As required under Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 to 7 of the accompanying Notice:

##### **Item No. 4:**

Pursuant to Regulation 17(1A) of SEBI (LODR) Regulations, 2015 every listed company shall continue the directorship of a Non - Executive Director who has attained the age of 75 years by passing a Special Resolution to that effect.

Sri R Siva Kumar (DIN: 01791576) is above 74 years of age and will be 75 years in this Financial Year and his services are beneficial to the Company. Based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management, his continuation as Director under Regulation 17(1A) of SEBI (LODR) regulations, 2015 has been recommended by the Board and the Nomination & Remuneration Committee subject to approval of members in the interest of the Company.

Accordingly, consent of the Members is sought for passing Special Resolution as set out in items 4 of the Notice for continuation as Non-Executive Director of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Except the director who is being appointed, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No 4.

The Board of Directors recommends the resolution for your approval as a Special Resolution.

##### **Item No. 5:**

Pursuant to Section 185 of the Companies Act, 2013, a Company may advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the directors of the company are interested, subject to the condition that: (1) a Special Resolution is passed by the Company in general meeting; and (2) the Loans are utilized by the borrowing company for its principal business activities.

In the ordinary course of business, the Company may advance loan or give guarantee. The Board of Directors at their meeting held on 26<sup>th</sup> May, 2023 approved to give loans, give guarantee and provide security not exceeding Rs.20,00,00,000/- (Rupees Twenty Crores only) in a financial year, in one or more tranches, to (i) Sri Chakra Cement Limited, (ii) Sri Subramanya Solar Power Projects LLP and (ii) Enveen Leasing and Investments Limited, subject to approval of the members of the Company, and the amount shall be used by the borrowing companies for the purpose of their principal business activities.



Accordingly, consent of the Members is sought for passing Special Resolution as set out in item 5 of the Notice.

Except Sri K Vijay Kumar, Sri K Sriram, Smt K V Naga Lalitha, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No 5.

The Board of Directors recommends the resolution for your approval as a Special Resolution.

**Item No. 6:**

Section 186 of the Companies Act, 2013 permits the Company to invest the surplus funds of the Company in shares and securities of the any other body corporates in excess of the 60% of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account of the Company, whichever is more, if the same is approved by the members of the Company.

Hence, it is proposed to obtain approval to grant loan, invest the funds of the Company in excess of the hundred per cent of its free reserves and securities premium account of the Company or sixty percent of the paid-up share capital, free reserves and securities premium account.

Accordingly, consent of the Members is sought for passing Special Resolution as set out in item 6 of the Notice.

None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No 6.

The Board of Directors recommends the resolution for your approval as a Special Resolution.

**Item No. 7:**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall not enter into contracts or arrangements with related parties except with the prior approval of the shareholders in respect of transactions set out therein.

The Audit Committee and the Board of Directors of the Company at their meetings held on 26<sup>th</sup> May, 2023 have approved the proposal for entering into the specified Related Party transactions.

Accordingly, consent of the Members is sought for passing Special Resolution as set out in item 7 of the Notice.

Except Sri K Vijay Kumar, Sri K Sriram, Smt K V Naga Lalitha, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No 7.

The Board of Directors recommends the resolution for your approval as a Special Resolution.

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

**Place: Hyderabad  
Date: 26.05.2023**

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





## **NOTES:**

1. Pursuant to General Circular dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA”) read with its earlier circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as “MCA Circulars”), the companies are permitted to hold their Annual General Meeting (“AGM”) through video conferencing (“VC”) or other audio visual means (“OAVM”) up to September 30, 2023 without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC / OAVM. 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.adityaspinner.net](http://www.adityaspinner.net). 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.
4. The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), in respect to the special businesses to be transacted at the AGM is annexed hereto. Additional information as per Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard -2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this AGM are furnished in the Notice of AGM
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 stated above 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 Circulars and SEBI Circulars stated above.
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://adityaspinner.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 Tuesday, the 15<sup>th</sup> day of August, 2023 to Tuesday, the 21<sup>st</sup> day of August, 2023 (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. Monday, the 14<sup>th</sup> day of August, 2023.**

**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-POD-1/P/CIR/2023/37 dated March 16, 2023 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 October 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.

**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; Sub-division/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 31<sup>st</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 are 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 at their registered office or contact at 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.**

1. Members may note that the 31<sup>st</sup> AGM of the Company will be convened through VC in compliance with the applicable provisions of the Act, read with the Circulars. The facility to attend the meeting through VC will be provided by the Company. 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, 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 at least 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 the provisions of section 105 of the Act and Regulation 44(4) of the SEBI Listing Regulations, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the applicable MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of Proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. 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) Circulars, 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 at [www.bseindia.com](http://www.bseindia.com). 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 stated above.

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



- (i) The voting period begins on 18<sup>th</sup> August, 2023 at 09.00 AM and ends on 20<sup>th</sup> August, 2023 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 14<sup>th</sup> August, 2023 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	<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 e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers 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>