

**AGGARSAIN SPINNERS LIMITED**  
**CIN: L17297HR1998PLC034043**  
**REG OFFI- 2<sup>ND</sup> FLOOR, SCO 404, SECTOR-20, PANCHKULA-134116**  
**EMAIL- [aggarsainspinners@gmail.com](mailto:aggarsainspinners@gmail.com), Ph- 0172-4644666**  
**Website- [www.aggarsainspinners.com](http://www.aggarsainspinners.com)**

## **NOTICE OF THIRTIETH (30<sup>th</sup>) ANNUAL GENERAL MEETING (AGM)**

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of Aggarsain Spinners Limited ("the Company") will be held on Thursday, the 28th day of September, 2023 at 11.00 A.M. (IST) at Hotel Shiraaz, Sector-10, Opp. Main Bus Stand, Panchkula-134113 to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To Receive, Consider and adopt Audited Financial Statement of the Company for the financial year ended March 31, 2023 including Balance Sheet, Statement of Profit & Loss and Cash Flow Statement and the Report of Board of Directors and Auditors thereon.
2. To appoint a director in place of Smt. Sunita Rani (DIN: 02061977) Director who retires by rotation at this Annual General Meeting, and being eligible, offers herself for re-appointment.

### **SPECIAL BUSINESS:**

3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**Regularization of Additional Director, Mr. Rajeev Kumar Khunger (DIN: 09752356) as Director (Non-Executive & Independent) of the Company.**

**"RESOLVED THAT** Mr. Rajeev Kumar Khunger (DIN: 09752356) who was appointed by the board of directors as an Additional Director (Non-Executive & Independent) with effect from 12<sup>th</sup> November, 2022 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an independent Director (Non-executive) of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to sign the requisite forms/documents and to do all such act and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**Regularization of Additional Director, Mr. Parveen Saluja (DIN: 09750389) as Director (Non-Executive & Independent) of the Company.**

**“RESOLVED THAT** Mr. Parveen Saluja (DIN: 09750389) who was appointed by the board of directors as an Additional Director (Non-Executive & Independent) with effect from 12<sup>th</sup> November, 2022 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an independent Director (Non-executive) of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to sign the requisite forms/documents and to do all such act and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**Regularization of Additional Director, Mr. Rajnish Kumar Goyal (DIN: 00765928) as Director (Non-Executive & Independent) of the Company.**

**“RESOLVED THAT** Mr. Rajnish Kumar Goyal (DIN: 00765928) who was appointed by the board of directors as an Additional Director (Non-Executive & Independent) with effect from 15<sup>th</sup> December, 2022 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an independent Director (Non-executive) of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to sign the requisite forms/documents and to do all such act and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Alteration in Object Clause of Memorandum of Association (MOA) of the Company**

**“RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof for the time being in force and other applicable provisions, approval of the Shareholders of the Company be and is hereby accorded to insert the following sub clauses after sub clause seven (7) in Clause III (A) i.e. The Main Objects to be pursued by the Company on its Incorporation are:-

8. To carry on in india and elsewhere the business of manufacturer, producers and makers of steel and steel products, steel bars, hot roll, cold roll, precious tube made up of steel, roof sheets, dies, jigs tabular structures.

**RESOLVE FURTHER THAT** Mr. Sunny Garg (DIN 02000004), Managing Director and Mr. Ajay Garg (DIN: 07613769), Whole time Director of the Company be and are hereby severally authorized to sign, execute such documents and writings as may be required and

to do all such acts, deeds, things, matters as may be considered necessary for the purpose of and for giving effect to the aforesaid resolution or incidental thereto including filling of requisite forms with concerned Registrar of Companies, NCT of Delhi & Haryana.

**RESOLVED FURTHER THAT** the main object clause of the Memorandum of Association consists sub clauses from one (1) to eight (8) instead of previous sub clauses one (1) to seven (seven) due to the addition of sub clauses eighth (8th) into the main object clause III of the Memorandum of Association.

**For AGGARSAIN SPINNERS LIMITED**

**PLACE: Panchkula**  
**DATE: 28-08-2023**

**Sd/-**  
**RAMESH KUMAR**  
**CHAIRMAN**  
**DIN: 01037508**

**NOTES: -**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HER SELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
  - A. A blank Proxy Form (MGT-11) is enclosed with this notice and if intended to be used, the form duly completed should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of Companies, Societies etc. must be supported by appropriate resolution/ authority as applicable.
  - B. A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company during the period beginning 24 (Twenty-Four) hours before the time fixed for the commencement of AGM and ending with the conclusion of the AGM, provided that not less than 3 (three) days of notice in writing is to be given to the Company.
2. The Members/ Proxies attending the meeting are requested to bring the enclosed Attendance Slip and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission to the Annual General Meeting venue will be allowed only on verification of the signature(s) on the Attendance Slip.
3. Duplicate attendance slip shall not be issued at the Annual General Meeting venue. The same shall be issued at the Registered Office of the Company up to a day preceding the day of the Annual General Meeting.
4. Corporate Members are requested to send a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
5. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
6. The relevant details as require under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 read with clause 1.2.5. of Secretarial Standard II of the person seeking appointment/re-appointment/regularization as Directors/under item no. 2, 3, 4 & 5 is annexed to this Notice.
7. As a measure of economy, copies of the Annual Report will not be distributed at the

venue of the Annual General Meeting. The Members are, therefore requested to bring their copies of the Annual Report to the meeting. Those members who have not received copies of Annual Report can collect their copies from the Registered Office of the Company.

8. The members are requested to inform changes, if any, in their Registered Address along with Pin Code Number to the Company at the Registered Office address.
9. Members desirous of seeking any information relating to the Accounts of the Company may write to the Company at the Registered Office address for the attention of Mr. Viney, Company Secretary & Compliance Officer, at least ten days in advance of the Meeting so that requisite information can be made available at the Meeting.
10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
11. Electronic copy of the Annual Report and Notice of the 30<sup>th</sup> Annual General Meeting of the Company along with Attendance Slip and Proxy Form and instructions for e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 30<sup>th</sup> Annual General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e-voting is being sent in the permitted mode. Members may further note that the said documents will also be available on the website of the Company [www.aggarsainspinners.com](http://www.aggarsainspinners.com) for download. Physical Copies of the aforesaid documents will also be available at the registered office of the Company for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's Email Id- [aggarsainspinners@gmail.com](mailto:aggarsainspinners@gmail.com).
12. Members holding shares in physical form are requested to dematerialize their holding in order to eliminate all risks associated with physical shares. Members can contact the Company or RTA for further assistance.
13. All the documents referred to in the accompanying notice and Register of Directors and Key Managerial Personnel and their shareholding are open for inspection at the registered office of the Company on all working days except Sundays, between 11:00 A.M. to 01:00 P.M. upto the date of AGM and also at the venue of AGM.
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 members as soon as possible. Members are also advised to not leave their demat account(s) dormant for long period. Periodic Statement of holding should be obtained from the

concerned depository participant and holdings should be verified from time to time.

15. The route map along with prominent land mark for easy location of the 30<sup>th</sup> Annual General Meeting venue is printed on the last page of the Annual Report.
16. No gifts or Coupons shall be distributed at the Annual General Meeting or in connection with the Meeting.
17. Members are request to register their email- address (es) and changes in their particulars like change in address from time to time with Beetal Financial and Computer Services Private Limited, Registrar and Share Transfer Agent for shares held in physical form and with their respective Depository Participants for the shares held in dematerialized from.
18. For security reasons, no article/baggage will be allowed at the Venue of the meeting. The members/attendees are strictly requested not to bring any article/baggage etc. at the Venue of the meeting.
19. In terms of provisions of Section 136 of the Companies Act, 2013 read with Rule 11 of the Companies (Accounts) Rules, 2014, service of notice/documents to the shareholders can be made through electronic mode, provided the Company has obtained the e-mail address(es) of the shareholder(s). Also, the shareholders who have not registered their e-mail address(es) for receiving Balance Sheet, Annual Report etc. will be sent the physical copies through any recognised mode of delivery as specified under Section 20 of the Companies Act, 2013.
20. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to special businesses as set out in the Notice is annexed and forms part of this Notice.

**CUT-OFF DATE:**

- a) This Notice is being sent to all the members whose name appears as on 25<sup>th</sup> August, 2023 in the Register of members as received from M/S Beetal Financial and Computer Services Private Limited, the Registrar and Share Transfer Agent (RTA).
- b) A Person whose name is recorded in the Register of Members maintained by the depositories as on 21<sup>st</sup> September, 2023 (the cut-off date) only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot papers. The voting rights shall be in proportion to the paid up share capital as on Cut-off date.
- c) A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

**VOTING BY MEMBERS:**

The voting for the agenda items as mentioned in the Notice shall be done in the following manner:

- a) At the venue of AGM, voting shall be done through ballot papers and the members attending the AGM who have not casted their vote by Remote E-voting shall be entitled to caste their vote through Ballot Paper. Ballot Papers will be made available at the venue of the AGM.
- b) A member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a member caste vote through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as Invalid.

### **VOTING THROUGH ELECTRONIC MEANS:**

**The instructions for shareholders voting electronically are as under:**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

**The remote e-voting period begins on 25<sup>th</sup> September, 2023 at 10:00 A.M. and ends on 27<sup>th</sup> September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21<sup>st</sup> September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21<sup>st</sup> September, 2023.**

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>



	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around;">   </div>
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 users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</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. 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) login through their depository participants	<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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csabhisheksharma01@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ([aggarsainspinners@gmail.com](mailto:aggarsainspinners@gmail.com)).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([aggarsainspinners@gmail.com](mailto:aggarsainspinners@gmail.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**E-VOTING PERIOD:-**

The Remote E-voting facility will be available during the following period:

Commencement of E-Voting	From 10:00 A.M. (IST) on Monday, September 25 <sup>th</sup> , 2023
End of Remote	Upto 5:00 P.M. (IST) on Wednesday, September 27 <sup>th</sup> , 2023

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be displayed by NSDL upon expiry of the aforesaid period.

User ID and Password for the Members who became Members after the dispatch of AGM Notice:

Any Person, who acquires shares of the Company and become a member of the Company after dispatch of Notice and holding shares as in the Cut-off date i.e. Thursday, September 21, 2023, may obtain the login ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Registrar and Share transfer Agent.

**VOTING THROUGH BALLOT PAPER:**

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of AGM on the date of AGM. **Voting at the venue of AGM shall be done through Ballot Papers** and Members attending the AGM Shall be able to exercise their voting rights at the meeting through Ballot Papers. After the agenda item has been discussed, the Chairman will instruct the Scrutinizer to initiate the process of voting on all the resolutions through Ballot papers. The Ballot papers will be issued to the Shareholders/proxyholders/Authorized representatives present at the AGM. The Shareholders may exercise their right of vote by tick marking as (") against {FOR} or {AGAINST} as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

Please note that the members who have caste their vote by Remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to caste their vote again.

**SCRUTINIZER:**

- a) Mr. Abhishek Sharma, Practicing Company Secretary (C.P. No. 19453 and ACS No. 52653) has been appointed as the Scrutinizer for providing facility to members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- b) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Papers" for all those members who are present at the AGM but have not caste their votes by availing the remote e-voting facility.
- c) The Scrutinizer shall after the conclusion of the meeting, will first count the votes cast at the meeting and thereafter unblock the Votes cast through remote e -voting in the presence of at least two witnesses, not in the employment of the Company, and shall make, not later than two(2) working days from the conclusion of the meeting, a consolidated scrutinizer report of the total vote caste in the favour or against, if any, to the Chairman or person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- d) The results declared along with the report of Scrutinizer shall will be placed on the website of the Company at [www.aggarsainspinners.com](http://www.aggarsainspinners.com) and on the website of NSDL immediately after the declaration of result by the chairman or a person authorized by him in writing. The result shall also be immediately forwarded to Metropolitan Stock Exchange of India Limited (MSEI) Mumbai.

**DECLARATION OF RESULTS:**

The result of voting (remote E-voting and the voting at the AGM) on the resolutions shall be declared not later than Two(2)working days from the conclusion of AGM by the Chairman or any person authorized by him for this purpose. The results declared along with the report of Scrutinizer shall be placed on the website of the Company i.e. [www.aggarsainspinners.com](http://www.aggarsainspinners.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

immediately after the result is declared and simultaneously communicated to MSEI.

**NOMINATION:**

Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof, are requested to submit the request in prescribed form SH-13 to the RTA.

**For AGGARSAIN SPINNERS LIMITED**

**PLACE: Panchkula  
DATE: 28-08-2023**

**Sd/-  
RAMESH KUMAR  
CHAIRMAN  
DIN: 01037508**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 3**

Mr. Rajeev Kumar Khunger was appointed as an Additional Director (Independent Non-Executive Director) of the Company with effect from 12<sup>th</sup> November, 2022, in accordance with the provisions of Section 161 & 149 of the Companies Act, 2013, read with the Articles of Association of the Company.

Pursuant to Section 161, Mr. Rajeev Kumar Khunger holds office only up to the date of this Annual General Meeting of the Company.

Mr. Rajeev Kumar Khunger is not disqualified from being appointed as Director (Independent & Non-Executive) in terms of Section 164 and 149 of the Companies Act, 2013 and has given his consent to act as Director.

In terms of provisions of Section 152 of the Companies Act, 2013, in the opinion of board of directors, he fulfills the conditions as specified in Section 149 of the Companies Act, 2013.

The Board is of view that the appointment of Mr. Rajeev Kumar Khunger as Independent & Non-Executive Director is desirable and would be beneficial to the Company and hence it recommends the said resolution as Ordinary resolution for approval by members of the Company.

None of the Director and Key Managerial Personnel of the Company and their relatives except Mr. Rajeev Kumar Khunger himself, is in any way concerned or interested in the said resolution.

The Board recommended the said resolution to be passed as an ordinary resolution.

### **Item No. 4**

Mr. Parveen Saluja was appointed as an Additional Director (Independent Non-Executive Director) of the Company with effect from 12<sup>th</sup> November, 2022, in accordance with the provisions of Section 161 & 149 of the Companies Act, 2013, read with the Articles of Association of the Company.

Pursuant to Section 161, Mr. Parveen Saluja holds office only up to the date of this Annual General Meeting of the Company.

Mr. Parveen Saluja is not disqualified from being appointed as Director (Independent & Non-Executive) in terms of Section 164 and 149 of the Companies Act, 2013 and has given his consent to act as Director.



In terms of provisions of Section 152 of the Companies Act, 2013, in the opinion of board of directors, he fulfills the conditions as specified in Section 149 of the Companies Act, 2013.

The Board is of view that the appointment of Mr. Parveen Saluja as Independent & Non-Executive Director is desirable and would be beneficial to the Company and hence it recommends the said resolution as Ordinary resolution for approval by members of the Company.

None of the Director and Key Managerial Personnel of the Company and their relatives except Mr. Parveen Saluja himself, is in any way concerned or interested in the said resolution.

The Board recommended the said resolution to be passed as an ordinary resolution.

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

Mr. Rajnish Kumar Goyal was appointed as an Additional Director (Independent Non-Executive Director) of the Company with effect from 15<sup>th</sup> December, 2022, in accordance with the provisions of Section 161 & 149 of the Companies Act, 2013, read with the Articles of Association of the Company.

Pursuant to Section 161, Mr. Rajnish Kumar Goyal holds office only up to the date of this Annual General Meeting of the Company.

Mr. Rajnish Kumar Goyal is not disqualified from being appointed as Director (Independent & Non-Executive) in terms of Section 164 and 149 of the Companies Act, 2013 and has given his consent to act as Director.

In terms of provisions of Section 152 of the Companies Act, 2013, in the opinion of board of directors, he fulfills the conditions as specified in Section 149 of the Companies Act, 2013.

The Board is of view that the appointment of Mr. Rajnish Kumar Goyal as Independent & Non-Executive Director is desirable and would be beneficial to the Company and hence it recommends the said resolution as Ordinary resolution for approval by members of the Company.

None of the Director and Key Managerial Personnel of the Company and their relatives except Mr. Rajnish Kumar Goyal himself, is in any way concerned or interested in the said resolution.

The Board recommended the said resolution to be passed as an ordinary resolution.

## **Item No. 6**

In order to make the main object clause of the Memorandum of Association (MOA) comprehensive and to include other activities to be undertaken by the Company i.e. manufacture of steel and steel products, it is proposed to include additional objects in the main object clause of the Memorandum of Association of the Company.

The principal business of the Company at presently is of textiles and looking to unfavourable business conditions in textile industry, the Board feels that the Company should widen its activities by undertaking activities in new sectors as stated in the above resolution.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Object Clause of the Memorandum of Association of the Company as stated in the Resolution. The above amendment/addition would be subject to the approval of the Statutory or Regulatory Authority.

The Board at its meeting held on 28<sup>th</sup> August, 2023 has approved the above alteration/addition in the Object Clause of MOA of the Company and the Board now seeks Member's approval for the same.

The proposed change of Object Clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A Copy of the existing MOA and amended MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 a.m to 1.00 p.m. on all working days (Monday to Friday), up to the date of Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special resolution except to the extent of their shareholding in the Company.

The Board recommended the said resolution to be passed as special resolution.

**Details of Director Seeking Appointment/Re-appointment for the item no. 2, 3,4 & 5 of this notice at the forthcoming Annual General Meeting of the Company as required under Regulation 36(3) of SEBI (LODR) and Secretarial Standard-2 issued by the Institute of Company Secretarial of India are as follows:**

Name of Director	Mr. Sunita Rani (DIN:02061977)	Mr. Rajeev Kumar Khunger (DIN: 09752356)	Mr. Parveen Saluja (DIN: 09750389)	Mr. Rajnish Kumar Goyal (DIN: 00765928)
Date of Birth (Age)	20/09/1965 (57 Years)	21/11/1981 (41 Years)	14/06/1966 (57 Years)	19/11/1980 (42 Years)
Qualifications	Graduate	MBA (Marketing)	B.com	B.com
Experience & Expertise	Experience of more than 21 years in textile Industry.	Experience of more than 18 years in sales & marketing field across various industries.	Experience of more than 30 years in Textile Industry.	Experience of more than 20 years in Textiles & Construction Industry.
Terms and condition of Re-appointment	As per Appointment Letter	As per Appointment Letter	As per Appointment Letter	As per Appointment Letter
Details of Remuneration to be paid	-	-	-	-
Remuneration last drawn	-	-	-	-
Date of first Appointment on the Board	12-01-2001	12-11-2022	12-11-2022	15-12-2022
Number of Board Meetings Attended during the year	18	5	5	4
Nationality	Indian	Indian	Indian	Indian
Shareholding in the Company	9500 Equity Shares	11000 Equity Shares	-	-
Directorships held in other listed companies / Chairmanships or Memberships of Committees in other listed Companies	-	-	-	-
Relationship inter-se between Directors & Key Managerial Persons	Ms. Sunita Rani is sister in law of Mr. Ramesh Kumar, Director and Aunt of Mr. Sunny Garg and Mr. Ajay Garg, Managing Director & Whole time Director	NA	NA	NA
Skills & capabilities required and the manner in which the director meets such requirement. (In case of Independent Director)		Required Skills- Expertise in Marketing, Finance, Accounting, Investment.  Mr. Rajeev Kumar Khunger is having more than 18 years of experience in sales & marketing field across various industries including real estate and textile.	Required Skills- Expertise in Marketing, Finance, Accounting, Investment.  Mr. Praveen Saluja is having more than 30years of experience in textile industry and worked with many reputed companies engaged in textile sector.	Required Skills- Expertise in Marketing, Finance, Accounting, Investment.  Mr. Rajnish Kumar Goyal is having more than 20 years of experience in textile & construction industry.

## AGGARSAIN SPINNERS LIMITED

Regd. Office: 2<sup>nd</sup> Floor, SCO 404, Sector-20, Panchkula-134116

Ph: 0172-4644666 Email: [aggarsainspinners@gmail.com](mailto:aggarsainspinners@gmail.com)

CIN No. L17297HR1998PTC034043, Website: [www.aggarsainspinners.com](http://www.aggarsainspinners.com)

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### ATTENDANCE SLIP

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF  
THE MEETING HALL**

**Joint Shareholders may obtain additional Slip at the Venue of the meeting.**

DP Id*		Folio No.	
Client Id*		No. of Shares	

### NAME AND ADDRESS OF THE SHAREHOLDER

Please register/ update my/ our under mentioned E-mail ID for sending all future Company's correspondence:

E-mail

ID.....

Shareholder(s) Signature.....

I hereby record my presence at the 30<sup>th</sup> **ANNUAL GENERAL MEETING** of the Company held on Thursday, **28th September, 2023 at 11:00 AM** at the Hotel Shiraaj, Sector-10, Opp. Main Bus Stand, Panchkula- 134113

\*Applicable for investor holding shares in electronic form.  
Shareholder / Proxy

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Signature of

**ADMISSION AT THE ANNUAL GENERAL MEETING VENUE WILL BE ALLOWED  
ONLY ON VERIFICATION OF THE MEMBERSHIP DETAILS AND SIGNATURES ON  
THE ATTENDANCE SLIP.**

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## **PROXY FORM**

### **FORM MGT-11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

#### **AGGARSAIN SPINNERS LIMITED**

**Regd. Office: 2<sup>nd</sup> Floor, SCO 404, Sector-20, Panchkula-134116**

**Ph: 0172-4644666 Email: [aggarsainspinners@gmail.com](mailto:aggarsainspinners@gmail.com)**

**CIN No. L17297HR1998PLC034043, Website: [www.aggarsainspinners.com](http://www.aggarsainspinners.com)**

Name of the member(s):		e-mail Id:	
Registered address:		Folio No/*Client Id:	
		*DP Id:	

I/We, being the member(s) of ----- shares of Aggarsain Spinners Limited, hereby appoint:

- 1).....of.....having e-mail id.....or failing him
- 2).....of.....having e-mail id.....or failing him
- 3).....of.....having e-mail id.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **30<sup>th</sup> ANNUAL GENERAL MEETING** of the Company to be held on **Thursday, 28th September, 2023 at 11:00 AM** at Hotel Shiraaj, Sector-10, Opp. Main Bus Stand, Panchkula-134113 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>S. No.</b>	<b>Resolutions:-</b>
<b>Ordinary Business</b>	
1.	To Receive, Consider and adopt Audited Financial Statement of the Company for the financial year ended March 31, 2023 including Balance Sheet, Statement of Profit & Loss and Cash Flow Statement and the Report of Board of Directors and Auditors thereon.
2.	To appoint a Director in place of Smt. Sunita Rani who retires by rotation at this Annual General Meeting, and being eligible, offers herself for re-appointment.
<b>Special Business</b>	
3.	Regularization of appointment of Mr. Rajeev Kumar Khunger as an Independent Director
4.	Regularization of appointment of Mr. Parveen Saluja as an Independent Director
5.	Regularization of appointment of Mr. Rajnish Kumar Goyal as an Independent Director
6.	Approval of Alteration in Object Clause of MOA of the Company.

## ROUTE-MAP

for the Venue of 30<sup>th</sup> Annual General Meeting,

### Hotel Shiraaz

Sector-10, Opp. Main Bus Stand, Panchkula-134113

