

NOTICE OF 01/2022-2023 EXTRA-ORDINARY GENERAL MEETING (EGM)

Notice is hereby given that the 01/2022-2023 Extra-Ordinary General Meeting (“EGM”) of Aggarsain Spinners Limited (“the Company”) will be held on Monday, the 06th day of June, 2022 at 11.00 a.m. at Hotel Shiraz, Sector-10, Opp. Main Bus Stand, Panchkula-134113 to transact the following businesses:

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, shall not exceed a sum of Rs. 300 Crores (Rupees Three Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded in respect of loans already made/to be made(including a loan represented by a book debt), or any type of guarantee given/to be given and/or any security provided/to be provided in connection with any loan raised/to be raised from any bank or financial Institution, in the name of M/s GPI Textiles Ltd. (“GPI”) being corporate debtor in CIRP Proceedings under the Insolvency & Bankruptcy Code, 2016(“IBC”) as the Company has submitted resolution plan for acquisition of such Corporate debtor and the same is pending for approval before the Hon`ble National Company Law Tribunal, Chandigarh Bench or by any other entity in whom any of the Directors of the Company is interested/deemed to be interested,(as specified in explanation to Section 2(b) of the Section 185 of the Companies Act, 2013) up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies, to negotiate, finalize and agree the terms and conditions related to aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded in respect of loans already made/to be made(including a loan represented by a book debt), or any type of guarantee given/to be given and/or any security provided/to be provided in connection with any loan raised/to be raised from any bank or financial Institution, in the name of M/s Vallabh Textiles Company Ltd. (“VTL”) being corporate debtor in CIRP Proceedings under the Insolvency & Bankruptcy Code, 2016(“IBC”) as the Company has submitted resolution plan for acquisition of such Corporate debtor and the same is pending for approval before the Hon`ble National Company Law Tribunal, Chandigarh Bench or by any other entity in whom any of the Directors of the Company is interested/deemed to be interested,(as specified in explanation to Section 2(b) of the Section 185 of the Companies Act, 2013) up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies, to negotiate, finalize and agree the terms and conditions related to aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

For AGGARSAIN SPINNERS LIMITED

PLACE: Panchkula
DATE: 05-05-2022

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 Extra-ordinary General Meeting (EGM). Proxies submitted on behalf of Companies, Societies, body corporate 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 EGM and ending with the conclusion of the EGM, 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 Extra-ordinary General Meeting (EGM) 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 Extra-ordinary General Meeting venue. The same shall be issued at the Registered Office of the Company up to a day preceding the day of the EGM.

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 Extra-ordinary General Meeting (EGM).

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 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.

7. Members desirous of seeking any information relating to the resolution proposed in this notice attached may write to the Company at the Registered Office address for the attention of Mr. Viney, Company Secretary at least ten days in advance of the Meeting so that requisite information can be made available at the Meeting.

8. 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 Extra-Ordinary General Meeting (EGM).

9. Electronic copy of this Notice of Extra-ordinary General Meeting (EGM) 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 Notice of the 01/2022-2023 Extra-ordinary General Meeting (EGM) 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 notice of EGM will also be available on the website of the Company www.aggarsainspinners.com for download and on the website of NSDL. Physical Copies of the said Notice of EGM 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
10. 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.
11. All the documents referred to in the accompanying notice, in the Explanatory Statement 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 EGM and also at the venue of EGM.
12. 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.
13. The route map along with prominent land mark for easy location of the 01/2022-2023 Extra-ordinary General Meeting (EGM) venue is printed on the last page of this Notice.
14. No gifts or Coupons shall be distributed at the Extra-Ordinary General Meeting (“EGM”) or in connection with the Meeting.
15. 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(“RTA”) for shares held in physical form and with their respective Depository Participants for the shares held in dematerialized from.
16. For security reasons, no article/baggage will be allowed at the Venue of the EGM. The members/attendees are strictly requested not to bring any article/baggage etc. at the Venue of the EGM.
17. The Explanatory 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 29th April, 2022 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 30th May, 2022 (the cut-off date) only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM 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 EGM, voting shall be done through ballot papers and the members attending the EGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper. Ballot Papers will be made available at the venue of the EGM.
- b) A member may participate in the EGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the EGM. If a member caste vote through Remote E-voting and also at the EGM, then voting done through Remote E-voting shall prevail and voting done at the EGM 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 Extra-Ordinary General Meeting (“EGM”) 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 EGM (“remote e-voting”) will be provided by National Securities Depository Limited (“NSDL”).

The remote e-voting period begins on 03rd June, 2022 at 10:00 A.M. and ends on 05th June, 2022 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. 30th May, 2022, 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 30th May, 2022.

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 (“DP”). 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">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “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 i.e. NSDL 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 https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb / IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code

mentioned below for seamless voting experience.



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ Easi Registration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting 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/ EVEN Generated is – 119817 For example if folio number is 001*** and EVEN is 119817 then user ID is 119817001***

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.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on 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 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh, Assistant Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company 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.
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. 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 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 Friday, June 03rd, 2022
End of Remote	Upto 5:00 P.M. (IST) on Sunday, June 05th, 2022

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 EGM 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. Monday, May 30, 2022, may obtain the login ID and Password by sending a request at evoting@nsdl.co.in or Registrar and Share transfer Agent(“RTA”).

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 EGM on the date of EGM. **Voting at the venue of EGM shall be done through Ballot Papers** and Members attending the EGM 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 EGM. 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 EGM may also attend the EGM 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 EGM, 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 EGM 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 atleast 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 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 EGM) on the resolutions shall be declared not later than Two(2)working days from the conclusion of EGM 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 and on the website of NSDL i.e. 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.

ANNEXURE TO NOTICE

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

Item No. 1

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: -

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person;
and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule No.11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly-owned subsidiary, the requirement of Section 186(3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit. In the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the 'Act'.

Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of Rs. 300 crores (Three hundred crores) over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommends the Special Resolution as set out at Item No. 1 of the Notice for approval by the members.

Item No. 2

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018.

In terms of the substituted Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution, requisite disclosures are made in the Explanatory Statement and the loan shall be utilized by the borrowing company for its principal business activities.

The Company has submitted resolution plan in respect of acquisition of M/s GPI Textiles Limited (“GPI”) (being corporate debtor in Corporate Insolvency Regulation Proceedings (“CIRP”)), which is pending for approval with Hon`ble National Company Law Tribunal, Chandigarh(“NCLT”), further the management is of view that in accordance of the terms of Resolution plan, the Corporate Debtor may become the entity in which the directors of the Company be interested/deemed to be interested as specified in explanation to section 2(b) of the Section 185 of the Companies Act, 2013.

Such Corporate Debtor may explore various options to raise funds, which may be backed by corporate guarantee of the Company. The proceeds raised by corporate debtor would be utilized for its principal business activities as may be required from time to time.

In view of the above and in compliance of the said provisions of Section 185 of the Companies Act, 2013, the Board decided to seek approval of the shareholders for the ratification of loan made, guarantee given and/or security provided, if any and as an abundant caution seek approval of shareholders to provide loan, provide guarantee and/or provide up to an aggregate amount of limit approved by the shareholder of the Company under Section 186 of the Company Act, 2013 over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company. This will also enable the Company to provide requisite corporate guarantee in relation to raising of loan by such corporate debtor, as and when it is raised.

In case of any subsidiary/joint venture/any entity in whom director of the Company deemed to be interested incorporated/acquired in future, the Board of directors may grant loan or give any guarantee or provide security within the aggregate amount of limit approved by the members of the Company under Section 186 of the Companies Act, 2013 to such entities provided that the loan shall be utilized for the purpose of principal business activities of borrower.

The Board of Directors recommends resolution as set out in item No. 2 for approval of the members of the Company by way of passing a Special Resolution.

Mr. Ramesh Kumar (Director), Mr. Sunny Garg (Managing Director), Mr. Ajay Garg (Whole time Director & CFO) who will also be the prospective directors on the board of “GPI” Further Mr. Ramesh Kumar, Mr. Sunny Garg & Mr. Ajay Garg & their relatives along with the Company will hold majority of the shareholding in “GPI” (in the event of approval of above-mentioned resolution plan), are concerned or interested, financially or otherwise in the above resolution.

Except Mr. Ramesh Kumar, Mr. Sunny Garg & Mr. Ajay Garg and their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.

Item No. 3

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018.

In terms of the substituted Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution, requisite disclosures are made in the Explanatory Statement and the loan shall be utilized by the borrowing company for its principal business activities.

The Company has submitted resolution plan in respect of acquisition of M/s Vallabh Textiles Company Limited (“VTL”) (being corporate debtor in Corporate Insolvency Regulation Proceedings (“CIRP”), which is pending for approval with Hon`ble National Company Law Tribunal, Chandigarh (“NCLT”), further the management is of view that in accordance of the terms of Resolution plan, the Corporate Debtor may become the entity in which the directors of the Company be interested/deemed to be interested as specified in explanation to section 2(b) of the Section 185 of the Companies Act, 2013.

Such Corporate Debtor may explore various options to raise funds, which may be backed by corporate guarantee of the Company. The proceeds raised by corporate debtor would be utilized for its principal business activities as may be required from time to time.

In view of the above and in compliance of the said provisions of Section 185 of the Companies Act, 2013, the Board decided to seek approval of the shareholders for the ratification of loan made, guarantee given and/or security provided, if any and as an abundant caution seek approval of shareholders to provide loan, provide guarantee and/or provide up to an aggregate amount of limit approved by the shareholder of the Company under Section 186 of the Company Act, 2013 over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company. This will also enable the Company to provide requisite corporate guarantee in relation to raising of loan by such corporate debtor, as and when it is raised.

In case of any subsidiary/joint venture/any entity in whom director of the Company deemed to be interested incorporated/acquired in future, the Board of directors may grant loan or give any guarantee or provide security within the aggregate amount of limit approved by the members of the Company under Section 186 of the Companies Act, 2013 to such entities provided that the loan shall be utilized for the purpose of principal business activities of borrower.

The Board of Directors recommends resolution as set out in item No. 3 for approval of the members of the Company by way of passing a Special Resolution.

Mr. Ramesh Kumar (Director), Mr. Sunny Garg (Managing Director), Mr. Ajay Garg (Whole time Director & CFO) who will also be the prospective directors on the board of “VTL” Further Mr. Ramesh Kumar, Mr. Sunny Garg & Mr. Ajay Garg & their relatives along with the Company will hold majority of the shareholding in “VTL” (in the event of approval of above-mentioned resolution plan), are concerned or interested, financially or otherwise in the above resolution.

Except Mr. Ramesh Kumar, Mr. Sunny Garg & Mr. Ajay Garg and their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.

AGGARSAIN SPINNERS LIMITED

Regd. Office: 2nd Floor, SCO 404, Sector-20, Panchkula-134116

Ph: 0172-4644666, 4644777 Email: aggarsainspinners@gmail.com

CIN No. L17297HR1998PTC034043, Website: www.aggarsainspinners.com

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*	
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Folio No.	
-----------	--

Client Id*	
------------	--

No. of Shares	
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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 01/2022-2023 **EXTRA-ORDINARY GENERAL MEETING** of the Company held on Monday, **06th June, 2022 at 11:00 AM** at the Hotel Shiraaj, Sector-10, Opp. Main Bus Stand, Panchkula- 134113

*Applicable for investor holding shares in electronic form.

Proxy

Signature of Shareholder /

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

**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 & Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

AGGARSAIN SPINNERS LIMITED
Regd. Office: 2nd Floor, SCO 404, Sector-20, Panchkula-134116
Ph: 0172-4644666, 4644777, Email: aggarsainspinners@gmail.com
CIN No. L17297HR1998PLC034043, Website: www.aggarsainspinners.com

Name of the member(s): Registered address:		e-mail Id: Folio No/*Client Id: *DP Id:	
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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 **01/2022-2023 EXTRA-ORDINARY GENERAL MEETING of the Company to be held on Monday, 06th June, 2022 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:

S. No.	Resolutions:-
Special Business	
1.	To approve limits for investments/loans under Section 186 of the Company Act, 2013
2.	To approve guarantee to be given in the loan raised/to be raised in the name of GPI Textiles Ltd. (“GPI”)
3.	To approve guarantee to be given in the loan raised/to be raised in the name of Vallabh Textiles Company Ltd. (“VTL”)

Signed this..... day of2022

Signature of shareholder

.....
Signature of first proxy holder
Signature of third proxy holder

.....
Signature of second proxy holder

Affix Rs. 1.00 Revenue Stamp

Note:
This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

ROUTE-MAP

for the Venue of 01/2022-2023 Extra-Ordinary General Meeting(EGM),

Hotel Shiraz

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

