

Aggarsain Spinners Limited



The Head-Listing & Compliance
Metropolitan Stock Exchange of India Ltd.
205(A), 2nd Floor, Piramal Agastya
Corporate Park, Kamani Junction
LBS Road, Kurla (West), Mumbai- 400070

Date: 27/08/2022

Symbol: AGGARSAIN
Series: BE

SUB: SUBMISSION OF ENSUING AGM NOTICE TO BE HELD ON 21st SEPTEMBER, 2022.

Dear Sir,

In terms of provisions of the SEBI (LODR) Regulations, 2015, please find enclosed herewith the Notice of the ensuing Annual General Meeting of the Company to be held on 21st September, 2022.

Pursuant to Regulation 42 of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, this is to inform that the Register of Members and Share transfer books of the Company will remain closed from Thursday, September 15, 2022 to Wednesday, September 21, 2022 (Both days Inclusive).

This is for your information and record please.

Thanking you,
For Aggarsain Spinners Limited

Sunny Garg
Managing Director & Compliance officer
DIN: 02000004
Address: House No. 43, Sector-07, Panchkula-134109

NOTICE OF TWENTY NINTH (29th) ANNUAL GENERAL MEETING (AGM)

Notice is hereby given that the 29th Annual General Meeting of Aggarsain Spinners Limited (“the Company”) will be held on Wednesday, the 21st day of September, 2022 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, 2022 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 Sh. Ramesh Kumar (DIN No. 01037508), Director who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

Appointment of M/s Krishan Rakesh & Co., Chartered Accountant (FRN: 009088N) as Statutory Auditor to fill Casual Vacancy.

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. Krishan Rakesh & Co., (FRN: 009088N) be and is hereby appointed as Statutory Auditor of the Company, to fill the casual vacancy arising out of resignation of M/s. Navdeep Mittal & Associates, Chartered Accountants (FirmRegistration No. 019229N).

RESOLVED FURTHER THAT M/s. Krishan Rakesh & Co, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office until the conclusion of the this 29th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be mutually agreed with the Board of Directors.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized 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 a **Ordinary Resolution**:

Appointment of M/s Krishan Rakesh & Co, as Statutory Auditor.

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s. Krishan Rakesh & Co., Chartered Accountant (FRN: 009088N) be and are hereby appointed as Statutory Auditor of the Company to hold office for a period of 5(five) consecutive years from the conclusion of the this 29th Annual General Meeting till the conclusion of 34th Annual General Meeting, on a yearly remuneration of Rs. 21,00,000/- plus applicable taxes, out-of-pocket expenses and other expenses, in connection with the work of audit to be carried out by them, as may be mutually agreed between the Company and the said Statutory Auditor, and as may be further approved by the Board of Directors from time to time, with power to the Board of Directors, to alter and vary the terms and conditions of appointment, etc., in such manner and to such extent as may be mutually agreed with the Statutory Auditor.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to aforesaid resolution.”

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

Re-Appointment of Mr. Sunny Garg as Managing Director of the Company.

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (‘Act’) and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors in this regard, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Sunny Garg (DIN: 02000004) as Managing Director of the Company for a period of three years w.e.f. 01st December 2022 to 30th November 2025 on the terms mentioned below:

1) Remuneration:

- I.** Basic Salary: upto a maximum of Rs. 3,50,000/- per month.
 - II.** Perquisites & Allowances: No perquisites and allowances shall be payable.
 - III.** Commission: No Commission shall be payable.
- 2) Mr. Sunny Garg shall perform his functions under direct control and superintendence of the Board of Directors.
- 3) Mr. Sunny Garg shall have such powers, duties and responsibilities as may be determined by the Board of Directors from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197 read with Schedule V to the Act and any other applicable provisions of the Act and the rules made thereunder, the consent of the Members of the Company be and is hereby specifically accorded, for payment of annual remuneration to Mr. Sunny Garg, as per the Resolution even if such remuneration is in excess of 5% of the Net Profits of the Company for any financial year, as prescribed under Section 197, 198 or limits specified in Schedule V to the Act.

RESOLVED FURTHER THAT notwithstanding to the above, in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Sunny Garg (DIN: 02000004) as Managing Director of the Company, the remuneration payable to him shall be in accordance and within the limits prescribed in Schedule V read with Section 197 of the Companies Act, 2013, as amended from time to time subject to the compliance of provisions thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings, as may be required, 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**

Re-Appointment of Mr. Ajay Garg as Whole time Director & CFO of the Company.

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (‘Act’) and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors in this regard, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Ajay Garg (DIN: 07613769) as Whole time Director & CFO (KMP) of the Company for a period of three years w.e.f. 21st December 2022 to 20th December 2025 on the terms mentioned below:

Remuneration:

- I. Basic Salary: upto a maximum of Rs. 3,50,000/- per month.
- II. Perquisites & Allowances: No perquisites and allowances shall be payable.
- III. Commission: No Commission shall be payable.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197 read with Schedule V to the Act and any other applicable provisions of the Act and the rules made thereunder, the consent of the Members of the Company be and is hereby specifically accorded, for payment of annual remuneration to Mr. Ajay Garg as Whole time Director, as per the Resolution even if such remuneration is in excess of 5% of the Net Profits of the Company for any financial year, as prescribed under Section 197, 198 or limits specified in Schedule V to the Act.

RESOLVED FURTHER THAT notwithstanding to the above, in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Ajay Garg (DIN: 07613769) as Whole time Director of the Company, the remuneration payable to him shall be in accordance and within the limits prescribed in Schedule V read with Section 197 of the Companies Act, 2013, as amended from time to time subject to the compliance of provisions thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings, as may be required, to give effect to this resolution.”

For AGGARSAIN SPINNERS LIMITED

PLACE: Panchkula
DATE: 22-08-2022

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 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 re-appointment as Directors/under item no. 2, 5 & 6 and directors whose remuneration terms to be fixed/decided under item no. 5 & 6 of the notice 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. Sunny Garg, 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 29th 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 29th 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 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.
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 29th 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. The Register of members and transfer books of the Company will be closed from Thursday 15th September, 2022 to Wednesday 21st September, 2022, both days inclusive.
20. 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.
21. 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 19th August, 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 14th September, 2022 (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 18th September, 2022 at 10:00 A.M. and ends on 20th September, 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. 14th September, 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 14th September, 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. 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.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<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/EasiRegistration. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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 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 121201 then user ID is ***

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.
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 Mr. Soni Singh at 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).
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 Sunday, September 18 th , 2022
End of Remote	Upto 5:00 P.M. (IST) on Tuesday, September 20 th , 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 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. Wednesday, September 14, 2022, may obtain the login ID and Password by sending a request at 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 cast 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 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 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 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.

For AGGARSAIN SPINNERS LIMITED

**PLACE: Panchkula
DATE: 22-08-2022**

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

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

Item No. 3& 4

M/s Navdeep Mittal & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company at the AGM held on September 29, 2017 to hold office up to the Annual General Meeting to be held in year 2022. However, they tendered resignation on May 25, 2022 stating their disqualification to provide Audit Report for the quarter and year ended March 31, 2022 as their validity of Peer Review has been lapsed and not being renewed and therefore would not be in a position to conduct audit and provide audit report for the quarter and financial year ended March 2022.”

The remuneration of M/s. Navdeep Mittal & Associates., for conducting the audit for the financial year 2021-2022, was Rs. 29500/- exclusive of applicable taxes and reimbursement of travelling and out of pocket expenses incurred in connection with the audit.

In accordance with aforesaid provisions of the Act, the casual vacancy caused by the resignation of the Statutory Auditors shall be filled by the Board within a period of thirty days and such appointment shall also be approved by the members of the Company within three months of the recommendation of the Board.

Accordingly, the Board of Directors on recommendation of Audit Committee and subject to approval of members, appointed M/s. Krishan Rakesh & Co, Chartered Accountants, Mumbai (FRN: 009088N) as Statutory Auditor of the Company to fill the casual vacancy arising out of resignation of M/s Navdeep Mittal & Associates, Chartered Accountants, (Firm Registration No. 019229N) and to hold office till the conclusion of this AGM.

Further, The Board of Directors on the recommendation of Audit Committee, recommended the appointment of M/s Krishan Rakesh & Co, Chartered Accountant (FRN: 009088N) as Statutory Auditor of the Company for a period of 5 years commencing from the Conclusion of this 29th Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company.

On the recommendation of the Committee, the Board also recommended for the approval of the Members, the remuneration of the proposed Auditor as set out in the Resolution to Item no. 4 relating to their appointment. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Auditor during their association with the Company.

The Company considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. Krishan Rakesh & Co., to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. Krishan Rakesh & Co, was founded in year 1989. Registered address of the firm is in Delhi. The firm has earned recognition, reputation and respect of their clients, who trust and rely on them for their expertise and professionalism. The firm has a well-qualified team of finance and accounting professionals who has diversified experience across industries.

M/s Krishan Rakesh & Co., Chartered Accountant has given consent to act as Statutory Auditor of the Company, and have confirmed that their appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 & 4 of the Notice.

The Board recommends the Ordinary Resolutions set out at Item No. 3 & 4 of the Notice for approval by the Members.

Item No. 5

Mr. Sunny Garg (DIN: 02000004) was appointed as the Managing Director of the Company, for a period of five years from December 01, 2017 to November 30, 2022, by the of the Board of Directors of the Company in their meeting held on 01st December, 2017

As the aforesaid tenure going to be ends on November 30, 2022, the reappointment of Mr. Sunny Garg as the Managing Director of the Company, for a period of three years with effect from December 01, 2022 to November 30, 2025, was approved by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, in their Meeting held on August 22, 2022.

He has done Masters in Business Administration. He has been affiliated with the Company as a member of the Board of Directors since 2010 and from then the Company has been taking the advantage of his guidance and supervision. Because of his sustained efforts, the Company has sustained a growth pattern and achieved success in creating a brand image in the textile industry. He has wholesome exposure on all aspects of business of the Company along with senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board.

Considering his eminence, seniority, expertise, vast experience in his field and outstanding contribution to the prosperity of the Company, the Board considers that the reappointment of Mr. Sunny Garg would be of immense benefit to the Company. Thus, the approval of Members is hereby sought by way of Special Resolution, for his reappointment as the Managing Director of the Company for the period of three years with effect from December 01, 2017 to November 30, 2022.

The approval of Members is also being sought, by way of Special Resolution, for payment of annual remuneration to Mr. Sunny Garg, by way of salary, perquisites and other benefits, excluding Performance Bonus/Commission, as Minimum Remuneration, notwithstanding that such remuneration may exceed 5% of the Net Profit as prescribed under Section 197 or limits specified in Schedule V to the Act.

Further as per the provisions of Section 197(3) of the Companies Act, 2013 subject to the provisions of Schedule V, if, in any financial year, a company has no profits or its profits are inadequate, the company shall not pay to its Directors, including any managing or whole time director or manager, by way of remuneration any sum exclusive of any fees payable to Directors under sub-section (5) hereunder except in accordance with the provisions of Schedule V and the conditions specified in Schedule V shall be complied with accordingly.

Further as per Section II of Part II of Schedule V of the Companies Act, 2013, an Ordinary or a Special Resolution shall be passed for payment of remuneration in terms of the Provisions of Schedule V of the Companies Act, 2013 in the case of loss or inadequate profit in a financial year during the currency of tenure of Mr. Sunny Garg as Managing Director.

Therefore, approval of members is also being sought by way of Special Resolution, to pay the remuneration to Mr. Sunny Garg as Managing Director in accordance and within the limits prescribed in Schedule V read with Section 197 of the Companies Act, 2013, In case the Company has no profits or inadequate profits therein.

The information required pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are as under:

During the financial year 2021-2022, Eleven (11) meetings of the Board of Directors has been attended by Mr. Sunny Garg, Managing Director.

As on 31st March, 2022, He was not holding any shareholding in the Company.

Mr. Sunny Garg is the members of Audit Committee and Stakeholder Relationship Committee of the Company.

Mr. Sunny Garg is Director in following other Companies:-

1. Fortune Multitech Private Limited
2. RSA Energy Private Limited

I. GENERAL INFORMATION

(1) Nature of Industry: Textile Industry

(2) Date of commencement of commercial production/Activity: 05.11.1993

The Company was incorporated and commenced its business on November 05, 1993 and is an existing operating Company.

(3) Financial performance based on given indicators:

Financial year ended	31-Mar-22	31-Mar-21	31-Mar-20
	(Audited)	(Audited)	(Audited)
Total Income	6,84,63,862.65	17,97,28,774.93	557,644,514.64
Total Expenditure	6,71,80,928.02	17,45,21,086.18	545,215,032.46
Net Profit / (Loss) before tax	12,82,934.63	52,07,688.77	12,429,482.19
Exceptional expenses			-
Less: Provision for Taxes			
- Income Tax	1,19,450.00	11,25,691	3,351,558
- Deferred Tax (Credit) / Charge	1,41,630.00	2,45,791	-
- Wealth Tax	-	-	-
- Earlier year's tax	-	-	-
- MAT Credit utilization/ Entitlement	-	-	-
Net Profit/ (Loss) after tax	10,21,854.63	38,36,206.77	9,077,924.19
Paid-up Share Capital	35,034,000	35,034,000	35,034,000
Foreign Exchange Earning	NIL	Nil	Nil
Foreign Exchange Expenditure	NIL	Nil	Nil
Net Foreign Exchange	NIL	Nil	Nil

(4) Foreign Investments or collaborations: NIL

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details :

Name of Director	Mr. Sunny Garg
Date of birth	10.01.1990
Date of re-appointment	22.08.2022
Qualification	MBA
No. of shares held in the Company	Nil

(2) **Recognition or awards:**

Mr Sunny Garg has been associated with various industries like Textile and Real Estate activities. Mr Sunny Garg has total experience of more than 10 years, as are dedicated in textile industry. He has been extremely passionate about the role that the textile can play in the progress of India.

(3) Past remuneration: Rs. 42,00,000/- in financial year 2021-22.

(4) **Job profile and his suitability:**

Mr. Sunny Garg has experience of management of all aspects in an organisation. His in-depth knowledge of industry would be very valuable for the Company in the context of the present situation in the Company. With sufficient past experience, Mr. Sunny Garg is best suited for the position wherein, he is exclusively handling Sales & Marketing and Project Planning related activities & responsibilities of the Company.

(5) Remuneration proposed: - Rs. 3,50,000/- per month.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The executive remuneration in the industry has increased manifold in last few years. Having regard to type of industry, trends in industry, size of the Company, the responsibilities, academic background and capabilities of Mr. Sunny Garg, the remuneration is at par with the remuneration being paid to such senior executives by both domestic and multinational organizations in the Corporate Sector.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Sunny Garg is promoter and relative of Mr. Ramesh Kumar, Director and Mr. Ajay Garg, Directors of the Company holding managerial position in the Company.

III. OTHER INFORMATION

(1) Reasons of loss or inadequate profit:

As per the audited Profit & Loss Account of the Company for financial year 2021-2022, the profits of the Company are inadequate. The Company is taking approval for payment of remuneration under Section II of Part II of Schedule V to the Companies Act, 2013, in case the profits are inadequate during the currency of tenure of Mr. Sunny Garg as Managing Director of the Company.

(2) Steps taken or proposed to be taken for improvement:

The Company is taking adequate efforts and steps for improvement as the Company is approaching new clients and customers across the country.

(3) Expected increase in productivity and profits in measurable terms:

As detailed above, the Company is doing adequate efforts to increase the profitability and turnover and there is an expectation that with the trend continuing in textile industry there will be increase in profits of the Company.

As per the requirements of Schedule V of the Companies Act, 2013, the remuneration paid to Mr Sunny Garg has also been approved by the Nomination and Remuneration Committee of the Board.

Except Mr. Sunny Garg, himself and Mr. Ramesh Kumar, his father, Mr. Ajay Garg, his brother and Ms. Sunita Rani, his aunt, no other director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution Notice except to the extent of their shareholding held.

Therefore, the Board of Directors of the Company recommends the passing of this resolution as Special Resolution by Members.

All resolutions passed in this regard are available for inspection by the Members of the Company at its Registered office, during the office hours between 01:00 AM to 01:00 PM, on all working days except Sundays upto the date of the Annual General Meeting and shall also be available at the Venue of the Meeting.

Item No. 6

Mr. Ajay Garg (DIN: 07613769) was appointed as the Whole time Director & CFO of the Company, for a period of five years from December 21, 2017 to December 20, 2022, by the Board of Directors of the Company in their meeting held on 21st December, 2017.

As the aforesaid tenure going to be ends on December 20, 2022, the reappointment of Mr. Ajay Garg as the Whole time Director & CFO (KMP) of the Company, for a period of three years with effect from December 21, 2022 to December 20, 2025, was approved by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, in their Meeting held on August 22, 2022.

He has done Masters in Business Administration. He has been affiliated with the Company as a member of the Board of Directors since 2017 and from then the Company has been taking the advantage of his guidance and supervision. Because of his sustained efforts, the Company has sustained a growth pattern and achieved success in creating a brand image in the textile industry. He has wholesome exposure on all aspects of business of the Company along with senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board.

Considering his eminence, seniority, expertise, vast experience in his field and outstanding contribution to the prosperity of the Company, the Board considers that the reappointment of Mr. Ajay Garg would be of immense benefit to the Company. Thus, the approval of Members is hereby sought by way of Special Resolution, for his reappointment as the Whole time Director & CFO (KMP) of the Company for the period of three years with effect from December 21, 2022 to December 20, 2025.

The approval of Members is also being sought, by way of Special Resolution, for payment of annual remuneration to Mr. Ajay Garg, by way of salary, perquisites and other benefits, excluding Performance Bonus/Commission, as Minimum Remuneration, notwithstanding that such remuneration may exceed 5% of the Net Profit as prescribed under Section 197 or limits specified in Schedule V to the Act.

Further as per the provisions of Section 197(3) of the Companies Act, 2013 subject to the provisions of Schedule V, if, in any financial year, a company has no profits or its profits are inadequate, the company shall not pay to its Directors, including any managing or whole time director or manager, by way of remuneration any sum exclusive of any fees payable to Directors under sub-section (5) hereunder except in accordance with the provisions of Schedule V and the conditions specified in Schedule V shall be complied with accordingly.

Further as per Section II of Part II of Schedule V of the Companies Act, 2013, an Ordinary or a Special Resolution shall be passed for payment of remuneration in terms of the Provisions of Schedule V of the Companies Act, 2013 in the case of loss or inadequate profit in a financial year during the currency of tenure of Mr. Ajay Garg as Whole time Director.

Therefore, approval of members is also being sought by way of Special Resolution, to pay the remuneration to Mr. Ajay Garg as Whole time Director in accordance and within the limits prescribed in Schedule V read with Section 197 of the Companies Act, 2013, In case the Company has no profits or inadequate profits therein.

The information required pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are as under:

I. GENERAL INFORMATION

(1) Nature of Industry: Textile Industry

(2) Date of commencement of commercial production/Activity: 05.11.1993

The Company was incorporated and commenced its business on November 05, 1993 and is an existing operating Company.

(3) Financial performance based on given indicators:

Financial year ended	31-Mar-22 (Audited)	31-Mar-21 (Audited)	31-Mar-20 (Audited)
Total Income	6,84,63,862.65	17,97,28,774.93	557,644,514.64
Total Expenditure	6,71,80,928.02	17,45,21,086.18	545,215,032.46
Net Profit / (Loss) before tax	12,82,934.63	52,07,688.77	12,429,482.19
Exceptional expenses			-
Less: Provision for Taxes			
- Income Tax	1,19,450.00	11,25,691	3,351,558
- Deferred Tax (Credit) / Charge	1,41,630.00	2,45,791	-
- Wealth Tax	-	-	-
- Earlier year's tax	-	-	-
- MAT Credit utilization/ Entitlement	-	-	-
Net Profit/ (Loss) after tax	10,21,854.63	38,36,206.77	9,077,924.19
Paid-up Share Capital	35,034,000	35,034,000	35,034,000
Foreign Exchange Earning	NIL	Nil	Nil
Foreign Exchange Expenditure	NIL	Nil	Nil
Net Foreign Exchange	NIL	Nil	Nil

(4) Foreign Investments or collaborations: NIL

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details :

Name of Director	Mr. Ajay Garg
Date of birth	17.09.1992
Date of Re-appointment	22.08.2022
Qualification	MBA
No. of shares held in the Company	Nil

(2) Recognition or awards:

Mr. Ajay Garg has been associated with various industries like Textile and Real Estate activities. Mr Ajay Garg has total experience of more than 3 years, as are dedicated in textile. He has been extremely passionate about the role that the textile can play in the progress of India.

(3) Past remuneration: Rs.42,00,000/- in Financial Year 2021-2022.

(4) Job profile and his suitability:

Mr. Ajay Garg has experience of management of all aspects in an organization. His in-depth knowledge of industry would be very valuable for the Company in the context of the present situation in the Company. With sufficient past experience, Mr. Ajay Garg is best suited for the position wherein, he is exclusively handling Business Development, finance related activities & responsibilities of the Company.

(5) Remuneration proposed: remuneration shall be within the limits specified in Section II of Part II of Schedule V of the Act.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The executive remuneration in the industry has increased manifold in last few years. Having regard to type of industry, trends in industry, size of the Company, the responsibilities, academic background and capabilities of Mr. Ajay Garg, the proposed remuneration is at par with the remuneration being paid to such senior executives by both domestic and multinational organizations in the Corporate Sector.

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Ajay Garg is promoter and relative of Mr. Ramesh Kumar, Director and Mr. Sunny Garg, Directors of the Company holding managerial position in the Company.

III. OTHER INFORMATION

(1) Reasons of loss or inadequate profit:

As per the audited Profit & Loss Account of the Company for the financial year 2021-2022, the profits of the Company are inadequate. The Company is taking approval for payment of remuneration under Section II of Part II of Schedule V to the Companies Act, 2013, in case the profits are inadequate.

(2) Steps taken or proposed to be taken for improvement:

The Company is taking adequate efforts and steps for improvement as the Company is approaching new clients and customers across the country.

(3) Expected increase in productivity and profits in measurable terms:

As detailed above, the Company is doing adequate efforts to increase the profitability and turnover and there is an expectation that with the trend continuing in textile industry there will be increase in profits of the Company.

As per the requirements of Schedule V of the Companies Act, 2013, the remuneration paid to Mr Ajay Garg has also been approved by the Nomination and Remuneration Committee of the Board.

Except Mr. Ajay Garg, himself and Mr. Ramesh Kumar, his father, Mr. Sunny Garg, his brother and Ms. Sunita Rani, his aunt, no other director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above except to the extent of their shareholding held.

Therefore, the Board of Directors of the Company recommends the passing of this Resolution as Special Resolution by Members.

All resolutions passed in this regard are available for inspection by the Members of the Company at its Registered office, during the office hours between 11:00 AM to 01:00 PM, on all working days except Sundays upto the date of the Annual General Meeting and shall also be available at the Venue of the Meeting.

Details of Director Seeking Appointment/Re-appointment for the item no. 2, 5 & 6 of this notice at the forthcoming Annual General Meeting of the Company and Details of Directors whose remuneration to be approved/fixed for the item no. 5 & 6 of this notice as required under Secretarial Standard-2 issued by the Institute of Company Secretarial of India are as follows:

Name of Director	Mr. Ajay Garg (DIN: 07613769)	Mr. Sunny Garg (DIN: 02000004)	Mr. Ramesh Kumar (DIN: 01037508)
Date of Birth (Age)	17/09/1992 (28 years)	10/01/1990 (30 Years)	03/12/1965 (56 years)
Qualifications	Masters in Business Administration (MBA)	Masters in Business Administration (MBA)	Graduate
Experience & Expertise	Mr. Ajay Garg is having rich experience in various areas of business & operations.	10 Years Experience in Textile and real estate industry	30 Years Experience in Textile and 10 Years Experience in Real Estate Industry.
Terms and condition of Re-appointment	Terms & Conditions of appointment or re-appointment are as per the appointment letter.	Terms & Conditions of appointment or re-appointment are as per the appointment letter.	As per the Appointment letter
Details of Remuneration to be paid	Rs. 3,50,000/- per month	Rs. 3,50,000/- per month	Nil
Remuneration last drawn	Rs. 42,00,000/- in FY 2021-2022	Rs. 42,00,000/- in FY 2021-2022	Nil
Date of first Appointment on the Board	08/06/2017	14.08.2010	30.09.1998
Number of Board Meetings Attended during the year	11 (Eleven)	11 (Eleven)	11 (Eleven)
Nationality	Indian	Indian	Indian
Shareholding in the Company	Nil	Nil	624240 Equity Shares
Directorships held in other listed companies / Chairmanships or Memberships of Committees in other listed Companies	Nil	Nil	Nil
Relationship inter-se between Directors & Key Managerial Persons	Mr. Ajay Garg is younger son of Mr. Ramesh kumar, Chairman and younger brother of Mr. Sunny Garg, Managing Director and nephew of Ms. Sunita Rani, Director.	Mr. Sunny Garg is elder son of Mr. Ramesh Kumar and elder brother of Mr. Ajay Garg, Whole time Director and nephew of Ms. Sunita Rani, Director.	Mr. Ramesh Kumar is Father of Mr. Sunny Garg and Mr. Ajay Garg and Brother in Law of Smt. Sunita Rani.

for AGGARSAIN SPINNERS LIMITED

**PLACE: Panchkula
DATE: 22.08.2022**

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

AGGARSAIN SPINNERS LIMITED

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

Ph: 0172-4644666 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*		Folio No.	
		No. of Shares	
Client Id*			

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 29th **ANNUAL GENERAL MEETING** of the Company held on Wednesday, **21st September, 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.
of Shareholder / Proxy

Signature

**ADMISSION AT THE ANNUAL 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]

AGGARSAIN SPINNERS LIMITED

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

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

CIN No. L17297HR1998PLC034043, Website: 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 **29th ANNUAL GENERAL MEETING** of the Company to be held on **Wednesday, 21st September, 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:-
Ordinary Business	
1.	To Receive, Consider and adopt Audited Financial Statement of the Company for the financial year ended March 31, 2022 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 Sh. Ramesh Kumar (DIN No. 01037508), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.
Special Business	
3.	Appointment of M/s Krishan Rakesh & Co. as Statutory Auditor to fill the Casual Vacancy.
4.	Appointment of M/s Krishan Rakesh & Co. as Statutory Auditor for a period of 5 years.
5.	Re-Appointment of Mr. Sunny Garg as Managing Director of the Company.
6.	Re-Appointment of Mr. Ajay Garg as Whole time Director & CFO (KMP) of the Company.

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 29th Annual General Meeting,

Hotel Shiraaz

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

