

**ADITYA SPINNERS LIMITED**

MINUTES OF : TWENTY FIRST ANNUAL GENERAL MEETING

DAY AND DATE : TUESDAY, 17<sup>TH</sup> SEPTEMBER, 2013

TIME : 12.00 NOON.

VENUE : REGD. OFFICE: PERINDESAMVILLAGE,  
K.V.B.PURAM MANDAL  
NEAR SRIKALAHASTI, CHITTOOR,  
ANDHRA PRADESH

PRESENT : SRI R. SHIV KUMAR, EXECUTIVE VICE CHAIRMAN  
SRI K VIJAY KUMAR, MANAGING DIRECTOR & MEMBER  
SRI P RAMAMOORTHY, DIRECTOR & MEMBER

ALSO PRESENT : 8 MEMBERS IN PERSON REPRESENTING 2920920  
EQUITY SHARES; AND  
6 MEMBERS BY PROXY REPRESENTING 8244886  
EQUITY SHARES

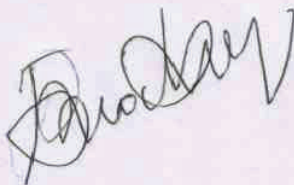
IN ATTENDANCE : SRI. K.SWAMY, PRACTICING COMPANY SECRETARY  
SRI.C. RAMACHANDRAM  
STATUTORY AUDITORS,  
C.RAMACHANDRAM& CO.

Sri. K. Swamy, Practicing Company Secretary welcomed the members present at the 21<sup>st</sup> Annual General Meeting of the Company.

Sri. R. Shiv Kumar, Executive Vice Chairman was elected as Chairman of the meeting and he occupied the Chair and with the assistance of Sri. K. Swamy, Practicing Company Secretary ascertained the quorum and declared that the meeting was in order.

The Chairman delivered his speech to the members present and conducted the proceedings of the meeting as follows:

The Chairman informed that the printed copies of annual report of the Company in full form for the period 2012-13. consisting of Notice, Directors' Report, Auditors' Report, Balance Sheet and Profit and Loss Statement etc.,



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had been circulated to the members and were with them for sometime now and with the permission of the members present, the Notice, Directors' Report and Auditors' Report and Audited accounts were taken as read.

The Chairman informed that the Register of Directors Shareholding was kept open during the course of the meeting as required under Section 307(7) of the Companies Act, 1956.

## **PROCEEDINGS:**

### **ORDINARY BUSINESS**

#### ***1. Adoption of Audited Accounts:***

The Chairman moved the resolution relating to adoption of audited accounts to be passed as an Ordinary Resolution:

Sri. P. Dwarakanath, member of the company proposed the following resolution as an ordinary resolution:

"RESOLVED THAT THE BALANCE SHEET OF THE COMPANY AS AT 31<sup>ST</sup> MARCH, 2013 AND THE PROFIT AND LOSS STATEMENT OF THE COMPANY FOR THE YEAR ENDED ON THAT DATE ALONG WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON BE AND ARE HEREBY RECEIVED, CONSIDERED AND ADOPTED."

Sri. V. Vishnu Vardhan Rao, Member of the Company seconded the motion

The Chairman put the resolution to vote by show of hands and it was passed unanimously.

#### ***2. Reappointment of Smt K. V. Nagalalitha, as Director:***

The Chairman moved the resolution relating to reappointment of Smt. K. V. Nagalalitha to be passed as an Ordinary Resolution:

Sri. S. Mohan, member of the company proposed the following resolution as an ordinary resolution:

"RESOLVED THAT SMT. K. V. NAGALALITHA, BE AND IS HEREBY REAPPOINTED AS DIRECTOR OF THE COMPANY WHOSE PERIOD OF OFFICE SHALL BE LIABLE TO DETERMINATION BY RETIREMENT OF DIRECTORS BY ROTATION."

Sri. R. Marimuth, member of the Company seconded the motion



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The Chairman put the resolution to vote by show of hands and it was passed unanimously.

**3. Reappointment of Sri K. V. A. Prasad, as Director:**

The Chairman moved the resolution relating to reappointment of Sri. K. V. A. Prasad to be passed as an Ordinary Resolution:

Sri. V. Vishnuvardhan Rao member of the company proposed the following resolution as an ordinary resolution:

"RESOLVED THAT SRI. K. V. A. PRASAD, BE AND IS HEREBY REAPPOINTED AS DIRECTOR OF THE COMPANY WHOSE PERIOD OF OFFICE SHALL BE LIABLE TO DETERMINATION BY RETIREMENT OF DIRECTORS BY ROTATION."

Sri. P. Dwarakanath, member of the Company seconded the motion

The Chairman put the resolution to vote by show of hands and it was passed unanimously

**4. Re-appointment of Statutory Auditors:**

The Chairman moved the resolution relating to reappointment of Statutory Auditors to be passed as an Ordinary Resolution:

Sri. S. Mohan, member of the company proposed the following resolution as an ordinary resolution:

"RESOLVED THAT M/S C.RAMACHANDRAM & CO., CHARTERED ACCOUNTANTS, HYDERABAD, BE AND ARE HEREBY APPOINTED AUDITORS OF THE COMPANY PURSUANT TO PROVISIONS OF SECTION 224 OF THE COMPANIES ACT, 1956 TO HOLD OFFICE FROM THE CONCLUSION OF THIS ANNUAL GENERAL MEETING UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY AND THAT THE BOARD OF DIRECTORS OF THE COMPANY BE AND ARE HEREBY AUTHORISED TO FIX THEIR REMUNERATION.

Sri. V. Vishnuvardhan Rao, member of the Company seconded the motion.

The Chairman put the resolution to vote by show of hands and it was passed unanimously.



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**SPECIAL BUSINESS:**

**5. REAPPOINTMENT AND PAYMENT OF REMUNERATION TO SRI. K. VIJAY KUMAR, MANAGING DIRECTOR OF THE COMPANY:**

The Chairman moved the resolution relating to reappointment and payment of remuneration to Sri. K. Vijay Kumar, Managing Director passed as a Special Resolution:

Sri. S. Dwarakanath, member of the Company proposed the following resolution as a Special Resolution:

“RESOLVED THAT PURSUANT TO THE PROVISIONS OF SECTIONS-198, 269, 309 OF THE COMPANIES ACT, 1958 READ WITH SECTION II OF PART II OF SCHEDULE XIII THERETO AND THE ARTICLES OF ASSOCIATION OF THE COMPANY, CONSENT OF THE COMPANY BE AND IS HEREBY GIVEN FOR REAPPOINTMENT AND PAYMENT OF REMUNERATION TO SHRI. K. VIJAY KUMAR, MANAGING DIRECTOR OF THE COMPANY WITH EFFECT FROM 01.04.2013 AS MINIMUM REMUNERATION NOT EXCEEDING RS.2,00,000/- PER MONTH WHICH THE COMPANY IS ENTITLED TO PAY IN THE EVENT OF ABSENCE OR INADEQUACY OF PROFIT FOR A TERM OF THREE YEARS WITH EFFECT FROM THAT DATE.”

Sri. P. Mohan, member of the Company seconded the above resolution.

The Chairman put the resolution to vote by show of hands and it was passed unanimously

**6. REAPPOINTMENT AND PAYMENT OF REMUNERATION TO SRI. R. SHIV KUMAR, MANAGING DIRECTOR OF THE COMPANY:**

Since the Chairman was interested in this resolution, he requested Sri. K. Vijay Kumar, Managing Director to occupy the chair and conduct business relating to this resolution.

Sri. K. Vijay Kumar, Managing Director moved the resolution relating to reappointment and payment of remuneration to Sri. R. Shiv Kumar, Executive Vice Chairman passed as a Special Resolution:



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Sri. V. Vishnu Vardhan Rao, member of the Company proposed the following resolution as a Special Resolution:

“RESOLVED THAT PURSUANT TO THE PROVISIONS OF SECTION-198, 269 AND 309 OF THE COMPANIES ACT, 1958 READ WITH SECTION II OF PART II OF SCHEDULE XIII THERETO AND PURSUANT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY, CONSENT OF THE COMPANY BE AND IS HEREBY GIVEN TO THE REAPPOINTMENT AND PAYMENT OF REMUNERATION TO SHRI. R. SHIV KUMAR, EXECUTIVE VICE CHAIRMAN OF THE COMPANY WITH EFFECT FROM 01.04.2013 AS MINIMUM REMUNERATION NOT EXCEEDING RS.1,00,000/- PER MONTH WHICH THE COMPANY IS ENTITLED TO PAY IN THE EVENT OF ABSENCE OR INADEQUACY OF PROFIT, FOR A TERM OF THREE YEARS WITH EFFECT FROM THAT DATE.”

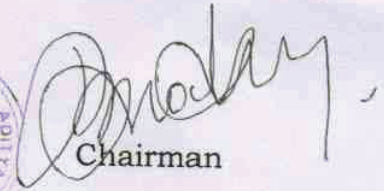
Sri. S. Dwarakanath, member of the Company seconded the above resolution.

The resolution was put to vote by show of hands and it was passed unanimously

The meeting concluded with a vote of thanks to the Chair given by Sri. K. Vijay Kumar, Managing Director.

Date: 17/09/2013



  
Chairman