



S.A.AANANDAN SPINNING MILLS PRIVATE LIMITED

CIN: U17116TN1996PTC036146

Srivilliputtur Road, Rajapalayam TN 626 110 - Virudhunagar District

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NOTICE CONVENING THE 25TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 25th Annual General Meeting of the Members of **S.A.AANANDAN SPINNING MILLS PRIVATE LIMITED** will be held on Monday, the Sixth day of June 2022 (06/06/2022) through Audio-Visual means at 10.30 AM to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit and Loss Account for the year ended March 31, 2022, Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.
2. **Re-appointment of M/s M S Jagannathan & N Krishnaswami, Chartered Accountants as Statutory Auditors of the Company**

To consider and if thought fit, to pass the following resolution, with or without modifications as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of The Companies Act, 2013 and rules made thereunder, M/s M S Jagannathan & N Krishnaswami, Chartered Accountants, who were appointed as Statutory Auditors of the Company for the financial year 2021-22 by the Board of Directors on April 11, 2022 following by the casual vacancy caused due to the resignation of M/s Narayanasamy & Associates, Chartered Accountants, be and are reappointed as Statutory Auditors of the Company for the financial years 2022-23, 2023-24, 2024-25 and 2025-26 on such remuneration, terms and conditions as may be mutually agreed to between the Board of Directors and M/s M S Jagannathan & N Krishnaswami, Chartered Accountants.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be deemed fit and necessary so as to give effect to the foregoing resolution.

SPECIAL BUSINESS

3. **Appointment of Mr. A S Sathish Kumar (DIN: 05019675) as an Independent Director of the Company.**

To consider and if thought fit, to pass the following resolution, with or without modifications as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of The Companies Act, 2013 and rules made thereunder, Mr. A S Sathish Kumar (DIN 05019675), who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on April 05, 2022 and who holds the said office pursuant to the provisions of Section 161 of The Companies Act, 2013 up to the date of this Annual General Meeting and who is eligible for appointment under the provisions of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years from the date of this Annual General Meeting.



4. Appointment of Mr. G Chandrashekhar (DIN: 00585621) as an Independent Director of the Company:

To consider and if thought fit, to pass the following resolution, with or without modifications as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of The Companies Act, 2013 and rules made thereunder, Mr. G Chandrashekhar (DIN: 00585621), who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on May 26, 2022 and who holds the said office pursuant to the provisions of Section 161 of The Companies Act, 2013 up to the date of this Annual General Meeting and who is eligible for appointment under the provisions of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years from the date of this Annual General Meeting.

Place: Rajapalayam
Dated: May 26, 2022

By Order of the Board of Directors
For S.A.Aanandan Spinning Mills Private Limited
A Ilavarasu
Chairman & Managing Director
DIN: 02443124



NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on poll on his/her behalf and such Proxy need not be a member of the company. Proxy forms (Form MGT 11) can be downloaded from www.mca.gov.in.

Proxies in order to be valid must be received at the Company's Registered Office at Srivilliputtur Road, Rajapalayam TN 626 110 not less than 48 hours prior to the time appointed for holding meeting. A proxy shall not have any right to speak at the meeting and shall not be entitled to vote except on poll.

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of above resolutions is enclosed.
3. Relevant documents referred to in the Notice and the accompanying statements are open for inspection by the members at the Registered Office of the Company located at Srivilliputtur Road, Rajapalayam TN 626 110 on all working days (excluding Saturdays, Sundays and Public Holidays) from 2.30 P.M. to 4.30 P.M. till the date of the meeting.
4. This meeting is convened at shorter notice. All the members of the company have accorded their consent in writing to hold this meeting at shorter notice.
5. This Notice is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company, unless any Member has requested for a physical copy of the same.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. This meeting will be held in virtual mode. Weblink to join the meeting will be forwarded to all the shareholders by e-mail at least 24 hours prior to the meeting.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AS REFERRED TO IN THE NOTES CALLING THE 25th ANNUAL GENERAL MEETING AND FORMING PART THEREOF:

Item no.s 3 & 4

Mr. A S Sathish Kumar and Mr. G Chandrashekhar were appointed by the Board of Directors as Additional Directors with effect from Apr 05, 2022 and May 26, 2022 respectively.

As per the provisions of Sec 161 of The Companies Act, 2013, the 'Additional Director' so appointed shall hold office up to the date of the ensuing Annual General Meeting or the last date on which the Annual General Meeting should have been held whichever, is earlier. Accordingly, both Mr. A S Sathish Kumar and Mr. G Chandrashekhar hold office up to the date of this Annual General Meeting.

In term of Section 160 of The Companies Act, 2013 and the rules made thereunder, a person, who is not a retiring director in terms of Section 152 shall, subject to the provisions of the Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some other member proposing him as a Director, has, not less than 14 days before the meeting, left at the Registered Office of the Company, a notice in writing under his hand signifying his candidature as a Director or the intention to propose him as a candidate for that office, as the case may be.

Accordingly, the Company has received notices from Mr. A Ilavarasu and Mrs. Sudha Ilavarasu proposing the candidatures of Mr. A S Sathish Kumar and Mr. G Chandrashekhar respectively. Both Mr. A S Sathish Kumar and Mr. G Chandrashekhar have also given a declaration to the Company that they meet the eligibility criteria of independence as prescribed under Section 149(6) of The Companies Act, 2013 read with Rule 5 of The Companies (Appointment & Qualification of Directors) Rules, 2014. Further, both Mr. A S Sathish Kumar and Mr. G Chandrashekhar do not hold any shares in the company.

Profiles of both Mr. A S Sathish Kumar and Mr. G Chandrashekhar and relevant documents in respect of both these items are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 pm and 4.30 pm up to the date of the meeting.

Given the fact that both Mr. A S Sathish Kumar and Mr. G Chandrashekhar are well-qualified and experienced and possess good standing, reputation and integrity, your directors are of the firm opinion that their presence in the Board will contribute immensely to the growth and prospects of the Company and therefore recommend both these resolutions for your approval.

None of the Directors or their relatives are, in any way, concerned or interested in these resolutions.

Place: Rajapalayam
Dated: May 26, 2022

By Order of the Board of Directors
For S.A.Aanandan Spinning Mills Private Limited
A Ilavarasu
Chairman & Managing Director
DIN: 02443124



Form No.MGT-11
Proxy form

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

CIN : U17116TN1996PTC036146

NAME OF THE COMPANY : S.A.AANANDAN SPINNING MILLS PRIVATE LIMITED

REGISTERED OFFICE ADDRESS : Srivilliputtur Road, Rajapalayam TN 626 110

Name of the Member(s)	
Registered Address	
E-mail Id	Folio No

I/We, being the member(s) of _____ shares of the above-named company. hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	

As my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Monday the 06th day of June, 2022 through Audio-Visual means at 10.30 A.M. and at any adjournment thereof in respect of the resolutions as mentioned in the notice.

Signed this ____ day of _____ 2022

Signature of the shareholder Across Revenue Stamp

Signature of Proxy holder

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. The proxy need not be a member of the company.

Affix Revenue
Stamp