

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the members of the Company will be held on Wednesday, 12th August, 2015 at 03.30 P.M. at the Registered Office of the Company at Village Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana 141 123 to transact the following business.

AS AN ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Profit and Loss Account for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Rajneesh Oswal (DIN 00002668), who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of the Appointment of Statutory Auditors

"Resolved that consent of the Company be and is hereby accorded to the ratification of the appointment of M/s. Dass Khana & Co., Chartered Accountants, who were appointed to hold office from the conclusion of 34th Annual General Meeting until the conclusion of the 37th Annual General Meeting, as an Statutory Auditors of the Company, on remuneration to be fixed by the Board of Directors of the Company, based on the recommendations of the Audit Committee."

AS SPECIAL BUSINESS:**ITEM NO. 4****RE-DESIGNATION OF SH. RAJNEESH OSWAL AS MANAGING DIRECTOR****TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

"RESOLVED THAT consent of the company be and is hereby accorded to the re-designation of Sh. Rajneesh Oswal (DIN: 00002668), from Executive Director to Managing Director of the Company, w.e.f. 30th September, 2014, liable to retire by rotation, other terms of the appointment, as approved by the shareholders in the Annual General Meeting of the Company held on 13th August, 2014, remaining unchanged."

ITEM NO. 5**APPOINTMENT OF DR. SHALINI GUPTA AS AN INDEPENDENT DIRECTOR****TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

"Resolved that pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the rules made there under read with schedule IV to the said Act, the consent of the

company be and is hereby accorded to appoint Dr. Shalini Gupta (DIN- 07128078), who was appointed as an Additional Director (Independent) on the Board of the Company w.e.f. 26th March, 2015 and whose term expires at the this Annual General Meeting of the company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, as an Independent Director to hold office from 12th August, 2015 to 11th August, 2020, not liable to retire by rotation."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

3. Members/proxies are requested to bring their copy of Annual Report to the Meeting and bring in duly filled attendance slips enclosed herewith to attend the meeting. Shareholders/ Proxy holders are requested to produce at the entrance, duly filled and signed attendance slips for admission to the Meeting Hall.

Corporate members are required to send a certified copy of the Board Resolution to the Company, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.

4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.

5. The Register of Members and Share Transfer books of the Company shall remain closed from Thursday 6th August, 2015 to Wednesday 12th August, 2015 (both days inclusive), for the purpose of AGM, for both physical and electronic segments.

6. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their question in writing to the Company, so as to reach the registered office of the Company at least 10 days before the date of the meeting so that information required may be made available at the time of the Meeting.

7. Copies of the Annual Report are being sent by electronic mode only to those members whose email addresses are registered with the company/depository participants(s) for communication purposes unless any members has requested for hard copy of the same. For members who have not registered their email

addresses, physical copies of the Annual Report 2015 are being sent by the permitted mode.

8. Members are requested to :

- Quote their folio number/Client ID & DP-ID in all correspondence with the company.
- Notify immediately to the company any change in their address/ mandate, if any.
- Register their e-Mail id with the company or its Registrar or their depository participant to enable the company to send the notices and other reports through email.

9. Shares of the Company are available for De-Materialization under ISIN- INE207C01019. Members who have not opted for De- Materialization are requested to do so in their own interest.

10. Please note that the meeting is for members or their proxies only. Please avoid being accompanied by non-members and children.

11. A remote e-voting facility for the members shall also be provided in terms of Section 108 of the Companies Act, 2013 and rules made there under and clause 35B of the Listing Agreement. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise the right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- The remote e-voting period begins on Saturday Aug 08, 2015 (09.00 A.M.) and ends on Tuesday Aug 11, 2015 (5.00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Wednesday, Aug 05, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. Wednesday, Aug 05, 2015, may obtain the login ID and password by sending a request at atl@shreyansgroup.com.

- The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- Click on "Shareholders" tab.
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,

- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are holding shares in physical form or first time user in case holding shares in demat form, follow the steps given below:

	For Members holding shares in Physical Form and Demat Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number* in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	<p>Please enter the DOB or Dividend Bank Details in order to login.</p> <p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

* Sequence number shall be as per separate sheet attached with the Annual Report.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

EVSN (E-voting Sequence Number)	USER ID (16 Digit Demat Account/ Folio No. of members holding shares in physical mode)	PASSWORD (as per point (vi) to (ix) of e-voting instructions)
150622003		

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the <Adinath Textiles Limited> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Institutional Shareholders**
Institutional shareholders (i.e. other than

Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

12. M/s P.S. Bathla & Associates, Company Secretaries in practice, Ludhiana have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms). The Scrutinizer shall within a period of two working days from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and makes a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

13. The Results shall be declared within two working days from the conclusion of the AGM. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.adinathtextiles.com and on the website of CDSL and communicated to the Stock Exchanges.

**By order of the Board
For Adinath Textiles Limited**

**Sd/-
Rajneesh Oswal**

Dated : 28.05.2015
Regd. Office: Village: Bholapur, (DIN: 00002668)
**P.O. Sahabana, Chandigarh Road,
Ludhiana 141 123**
CIN: L17115PB1979PLC003910
Tel.: +91 161 2685271, 2685272 Fax: +91 161 2685270
Email: atl@shreyansgroup.com
Website: www.adinathtextiles.com

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, FORMING PART OF THE NOTICE OF ANNUAL GENERAL MEETING

ITEM NO.4

The Board of Directors of the Company in their meeting held on 30th September, 2014, had re-designated Sh. Rajneesh Oswal (DIN: 00002668) as the Managing Director of the Company, liable to retire by rotation, subject to the approval of the shareholders. The other terms of the appointment, as approved by the shareholders in the Annual General Meeting of the Company held on 13th August, 2014, remains unchanged.”

Directors of your company recommend the same for your consideration and approval.

NOTICE OF INTEREST

None of the Directors/Key Managerial Personnel of the Company / their relatives, except Sh. Rajneesh Oswal (DIN: 00002668) himself, are in any way concerned or interested in the said resolution.

ITEM NO.5

In terms of second proviso to Section 149(1) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, listed/prescribed class of companies shall have at least one Woman Director.

Dr. Shalini Gupta (DIN- 07128078) has been appointed as an Additional Director (Independent) w.e.f. 26th March, 2015 on the Board of the Company, who shall hold office up to the conclusion of the 35th Annual General Meeting of the Company.

The Board, in its meeting held on 28th May, 2015, has considered and recommended the appointment of Dr. Shalini Gupta (DIN: 07128078) as an Independent Director (Woman Director) of the Company for the approval of the shareholders.

The Company has received a notice under Section 160 of the Act proposing her candidature for the office of Director of the Company, along with the requisite deposit.

In the opinion of the Board, Dr. Shalini Gupta fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. The Board also opined that she possess appropriate skills, experience and knowledge as required for occupying the position of an Independent Director.

The Board has also received declaration from Dr. Shalini Gupta that she meets the Criteria of Independence as prescribed under section 149(6) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing

Agreement.

The Board recommends the appointment of Dr. Shalini Gupta (DIN: 07128078) as an Independent Director, to hold office from 12th August, 2015 to 11th August, 2020, not liable to retire by rotation.

NOTICE OF INTEREST

None of the Directors/Key Managerial Personnel of the Company / their relatives, except Dr. Shalini Gupta (DIN: 07128078) herself, are in any way concerned or interested in the said resolution.

ANNEXURE TO THE ITEM NOS. 2, 4 & 5

Details of Directors seeking re-appointment/ appointment at the Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Name of the Director	Sh. Rajneesh Oswal	Dr. Shalini Gupta
DIN	00002668	07128078
Date of Birth	27.06.1966	17.04.1971
Date of Appointment	30.06.1989	26.03.2015
Expertise in Specific functional areas	Business Management	Management-Education
Qualification	MBA	Ph.D, MBA
Directorship of other Public Limited Companies	Shreyans Industries Limited	Shreyans Industries Limited Shreyans Financial & Capital Services Ltd.
Membership of Committees of Other Public Limited Companies (Mandatory Committees only)	Stakeholder's Relationship Committee (Shreyans Industries Ltd.)	Audit Committee (Shreyans Industries Ltd.) Audit Committee Shreyans Financial & Capital Services Ltd.
Nos. of shares held in the Company	NIL	NIL

By order of the Board
For Adinath Textiles Limited

Sd/-
Rajneesh Oswal
Managing Director
(DIN: 00002668)

Dated : 28.05.2015
Regd. Office: Village: Bholapur,
P.O. Sahabana, Chandigarh Road,
Ludhiana 141 123
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Website: www.adinathtextiles.com