



SREE SATYANARAYANA SPINNING MILLS LTD.

Regd. Office: Venkatarayapuram, Tanuku – 534215

CIN: U18101AP1962PLC000919 :: ☎ 08819-224166

e-Mail: sssmills.tanuku@gmail.com, website : <http://www.sssmills.com>

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 61st Annual General Meeting of Sree Satyanarayana Spinning Mills Ltd. will be held on **Thursday, the 5th September, 2024 at 10.00 A.M** at the Registered Office of the Company situated at Venkatarayapuram, Tanuku – 534 215 to transact the following business (es): -

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the audited Financial Statements of the Company comprising the Balance Sheet as at 31st March, 2024, Statement of Profit and Loss, Statement of Cash flows, and Statement of Changes in Equity for the year ended 31st March, 2024 together with the reports of the Board of Directors and Auditors thereon.
- 2) To declare dividend on equity shares for the financial year 2023-24.
- 3) To appoint a director in place of Smt. E.Rajeswari, (DIN: 01720295) who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

- 4) **Re-appointment of Sri E.Sathyanarayana (DIN: 01285696), Managing Director and Chief Executive Officer of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and any re-enactments thereof for the time being in force read with Schedule V of the Companies Act, 2013 and the rules made there under Sri E.Sathyanarayana (DIN: 01285696) be and is hereby re-appointed as Managing Director and Chief Executive Officer of the Company for a further period of 5 (five) years with effect from 1st October, 2024 to 30th September, 2029 on the terms and conditions set out hereunder:

1. Salary: Rs.75,000/- per month
2. Perquisites:
 - i) Housing - if required, free furnished residential accommodation with all facilities and amenities including Gas, Electricity, Water, Furniture/Fittings etc. The monetary value of such amenities shall be evaluated as per Rule 3 of the Income-Tax Rules, 1962. The expenditure incurred by the Company on such Housing shall not exceed 50% of the salary, and that on Gas, Electricity, Water and Furnishings shall be subject to a ceiling of 10% of the Salary. In case where the Company does not provide accommodation, House

Rent Allowance shall be paid at the rate of 50% of the Salary, in which case he shall also be reimbursed the cost of the aforesaid amenities subject to the ceilings mentioned herein above.

- ii) Reimbursement of the medical expenses incurred for the treatment in India /abroad for self and family,
- iii) Leave Travel Concession - for himself and his family as per the rules of the Company,
- iv) Monthly/ Annual Club Fees, if any, paid by the Managing Director shall be reimbursed,
- v) Health and Personal Accident Insurance,
- vi) Provident Fund- Company's contribution towards Provident Fund at 12% of his salary or any other rate applicable from time to time.
- vii) Leave - entitled to one month's leave, as per the rules of the Company on full pay for every 11 months of service. Encashment of leave at the end of tenure will not be included in computation of ceiling on perquisites,

viii) Further, the Managing Director shall be provided with:

- one or more free telephones including mobile phones for his use anywhere in connection with the Company's business;

- one or more cars with one or more drivers and all expenses of maintenance, repairs and fuel, for his use anywhere in connection with the company's business;

and the cost to the company of the ownership and usage of such telephones and cars shall not be treated as a perquisite to the Managing Director

(Provision of Car for use of Company's business and telephone at residence will not be considered as perquisites),

Commission: The Managing Director shall also be paid in respect of each financial year such commission on the profits for that year computed in accordance with the provisions of Sec 197 and 198 of the Companies Act 2013, as may be determined by the Board of Directors.

The aggregate remuneration to the Managing Director, in any financial year during this term of his office, comprising the salary, the perquisites and the Commission as mentioned above shall not exceed 5% of the profits for that financial year computed in accordance with Sections 197 and 198 of the Companies Act, 2013 and the Rules made there under as applicable.

However, in the event of any loss or inadequacy of profits computed in accordance with the above said provisions of the Companies Act 2013, in any financial year during his tenure, the Company shall pay the remuneration to Sri E.Sathyanarayana by way of the above said salary, and perquisites, subject to the limits specified in Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

Company's contribution to Provident Fund payable at the end of the tenure to the extent these either singly or together are not taxable under the Income-tax Act shall not be included in the computation of perquisites for the purposes of the aforesaid minimum remuneration.”

“**RESOLVED FURTHER THAT** the individual components of the above remuneration be decided and revised as may be agreed to by the Board and Sri E.Sathyanarayana.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to this Resolution and delegate to any Director(s) or any other Officer(s) of the Company for obtaining necessary permissions and approvals, if any, in this connection from any authorities.”

5) To consider Intercorporate Loan and Advances upto Rupees Fifty Lakhs to M/s. Sree Dinakar Fabrics Private Limited.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 185, 186 of the Companies Act, 2013 (the ‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force) and subject to other applicable laws and such other approvals, consents, sanctions and permissions as may be required in that behalf and in terms of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors to advance any loan including any loan represented by a book debt to M/s. Sree Dinakar Fabrics Private Limited upto an aggregate sum of Rs.50,00,000/- (Rupees Fifty Lakhs only) in one or more tranches, in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans be utilized by the borrowing company for its principal business activities;

RESOLVED FURTHER THAT Sri E.Sathyanarayana, Managing Director and CEO of the Company be and is hereby authorised to take all necessary steps relating to grant of Intercorporate loan and Advances to M/s. Sree Dinakar Fabrics Private Limited. and to make sign and execute on behalf of the Company, such deeds, documents, undertakings and all other necessary papers as may be required to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same.

/By order of the Board//
Sree Satyanarayana Spinning Mills Ltd.

Registered Office:
Venkatarayapuram,

TANUKU – 534 215.
Date: 1st June, 2024

E Sathyanarayana
Managing Director and Chief Executive Officer
(DIN: 01285696)

Notes:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of this notice.
- 2) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf 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 10% of the total share capital of the Company. Proxy Form is enclosed. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable;
- 3) As per the provision of Section 91 of the Companies Act, 2013, The Register of Members and the Share Transfer books of the Company will remain closed from **29-08-2024 to 05-09-2024** (both days inclusive)
- 4) The dividend recommended by Directors if approved at the Meeting, will be paid to the Shareholders whose names are on the Register of Members **as on 29-08-2024**.

In respect of the shares held in Demat Mode, the above dividend will be paid on the basis of beneficial ownership as at end of business hours of **28-08-2024** as per the details furnished by the Depositories for this purpose.

5) TDS on Dividend:

Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of Shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source from the dividend paid to shareholders at the rate of 10%.

A resident individual Shareholder having PAN and entitled to receive dividend amount exceeding Rs.5,000/- and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by post or email to sssmills.tanuku@gmail.com **on or before 30th August, 2024**.

Shareholders are requested to note that in case their PAN is not registered with the DP/Company, the tax will be deducted at a higher rate of 20%.

- 6) **Transfer to IEPF:** Pursuant to Sec.124 and 125 of the Companies Act, 2013, all the unclaimed dividends shall be transferred to the "Investor Education and Protection Fund" (IEPF) of the Central Government after a period of 7 years from the date of declaration. Shareholders, who have not encashed their dividend warrants for the years 2020-21, 2021-22 and 2022-23 are requested to write to the Registrars and Share Transfer Agents, M/s. XL Softech Systems Ltd., 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad 500 034 for claiming the dividend.

The Company has uploaded the information in respect of the unclaimed amounts lying with the Company under "investor relations" on the website of the Company viz. www.sssmills.com. The Shareholders can also visit the website of IEPF viz. www.iepf.gov.in for the information in respect of the unclaimed dividends.

Members who have not en-cashed the dividend warrants so far in respect of the aforesaid periods are requested to send their claims if any to the Company/ Authorized Share transfer agent immediately. Once the amount is transferred by the Company to IEPF, no claim thereof shall lie against the Company.

- 7) **In compliance with the MCA Circulars dated 5th May 2020 and 13th January 2021, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.sssmills.com. A physical copy of the Notice together with the Annual Report shall be sent to the members in permitted mode, who have requested physical copies.**

Request to Shareholders:

- 8) Pursuant to Rule 18 of Companies (Management and Administration) Rule, 2014, Members, those who have not got their E-mail IDs recorded are **requested to register their E-mail address and changes therein by sending their e-mail IDs to sssmills.tanuku@gmail.com** in respect of physical shares and with Depository Participants in respect of dematerialized shares for receipt of all the notices and information from the Company. Shareholders are also requested to notify their change of address if any to Company.
- 9) Pursuant to the provisions of Section 72 of the Companies Act, 2013, **Members may file nomination forms in respect of their physical shareholdings.** Any Member wishing to avail this facility may submit to the **Company's** Registrar & Share Transfer Agent in the prescribed statutory form along with a copy of the Pan Card of the nominee.
- 10) SEBI has mandated that the transfer of securities held in physical form, except in case of transmission or **transposition**, shall not be processed by the listed entities / Registrar and Share Transfer Agents with effect from 1st April 2019. Therefore, Members holding share(s) in physical form are **requested to immediately dematerialize their shareholding in the Company.**

The company's share transfer work and dematerialization of shares are done by Registrar and Share Transfer Agents - M/s. XL Softech Systems Ltd., 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500 034. Members who are holding shares in the same name in more than one folio may please advise the Registrar and Share Transfer Agents for consolidating into a single folio.

- 11) The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the **bank account details furnished by the depositories for depositing dividends.** Accordingly, the dividend will be credited through National Electronic Clearing Service (NECS) to investors wherever NECS and bank details are available. In the absence of NECS facilities, the Company will print the bank account details, if available, on the payment instrument for the distribution of dividends.

The Securities and Exchange Board of India (SEBI) has mandated the **submission of Permanent Account Number (PAN) by every participant** in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their Demat account(s). Members holding shares in physical form can submit their PAN details to the company.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of resolutions at Item No. 4 & 5

Item No.4:

The present term of Sri E. Sathyanarayana, Managing Director and Chief Executive Officer will expire by 30th September, 2024. Sri E. Sathyanarayana had been appointed as Managing Director from 1st October, 1987. It is considered desirable and beneficial for the Company and also in the best interest of the Company to re-appoint him as Managing Director and Chief Executive Officer for a further period of 5 (Five) years from 1st October, 2024.

In view of his experience and expertise knowledge and in pursuance of Section 196(3) read with Schedule V of the Companies Act, 2013, the Board of Directors recommends the continuance of the employment of Sri E.Sathyanarayana as the Managing Director and Chief Executive Officer beyond the age of 70 years till the expiry of his term of office. The Board therefore recommends the special resolution set out at Item No.4 of the Notice.

It is proposed to seek the members' approval for the re-appointment and fixing the remuneration payable to Sri E.Sathyanarayana as Managing Director and Chief Executive Officer in terms of the applicable provisions of the Act.

Sri E.Sathyanarayana and his relatives who are members of the company are deemed to be interested in the resolution set out at Item No.4 of the Notice,

Save and except of the above, none of the other Directors, Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No.5:

M/s. Sree Dinakar Fabrics Private Limited. requested for intercorporate Loan upto Fifty Lakhs as per requirements vide their letter dated 24th May, 2024 for purchasing Machines to increase their doubling unit capacity to meet the additional doubled yarn requirement of Sree Satyanarayana Spinning Mills Ltd.

It is considered and beneficial to grant intercorporate loan to meet the additional doubled yarn requirement of Sree Satyanarayana Spinning Mills Ltd. The Board therefore recommends the special resolution set out at Item No.5 of the Notice.

As per section 185 of the Companies Act, 2013, a company may advance any loan including any loan represented by a book-debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested, subject to the condition that (a) a special resolution is passed by the Company in general meeting and (b) the loans are utilized by the borrowing Company for its principal business activities.

Board of Directors of the company, at its meeting held on 1st June, 2024, recommends to extend intercorporate loan / advance to the maximum amount of Rs.50,00,000/- (Rupees Fifty Lakhs only) in one or more tranches to Sree Dinakar Fabrics Private Limited, a Private Limited company in which directors are interested for the purpose of purchasing Machines to increase their doubling unit capacity.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as a Special Resolution.

Except Mr. Chintha Joga Rao, all other Directors and / or Key Managerial Personnel of the Company or their respective relatives are deemed to be concerned or interested, financially or otherwise in the said resolution.

/By order of the Board//
Sree Satyanarayana Spinning Mills Ltd.

Registered Office:
Venkatarayapuram,

TANUKU – 534 215.
Date: 1st June, 2024

E Sathyanarayana
Managing Director and Chief Executive Officer
(DIN: 01285696)

SREE SATYANARAYANA SPINNING MILLS LTD

(U18101AP1962PLC000919)

Regd Off: Venkatarayapuram, Tanuku – 534 215, West Godavari Dist. Andhra Pradesh

Member’s Folio Number _____

No. of Shares held _____

ATTENDANCE SLIP

(To be handed over at the Entrance of the Meeting Hall)

I hereby record my presence at the Annual General Meeting of the Company being held on Thursday, 5th day of September, 2024 at 10.00 A.M. at Venkatarayapuram, Tanuku – 534 215, West Godavari Dist., Andhra Pradesh.

Name of the Attending Member (in Block Letters): _____

Name of the Proxy: _____

(To be filled in if the proxy attends instead of the member)

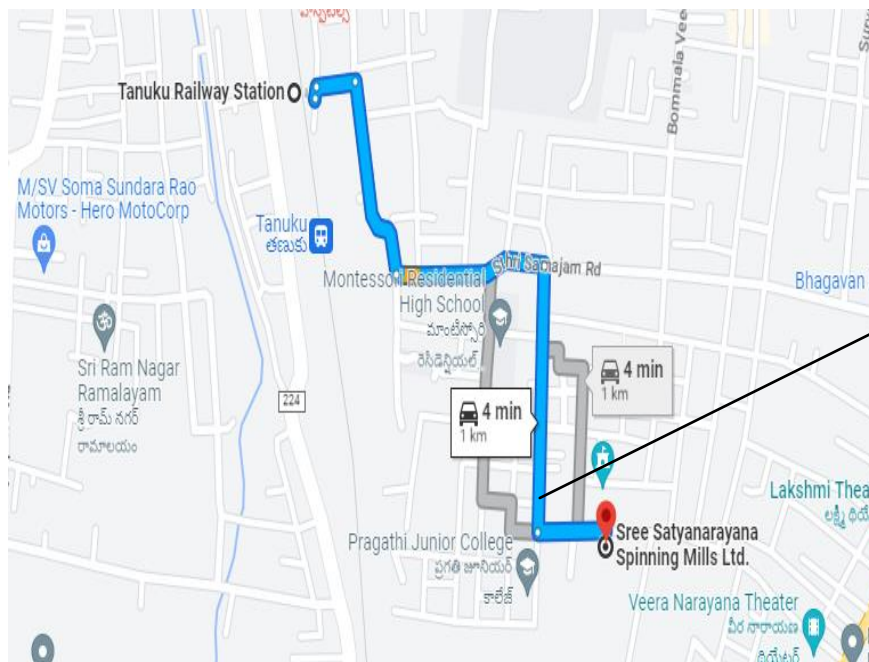
Signature of the Member/Proxy: _____

*To be signed at the time of handing over this slip

Note:

Shareholders/Proxy holders are requested to bring the attendance slip with them duly filled in when they come to the meeting and hand it over at the gate after affixing the signature on it.

Route Map for attending AGM



AGM Venue:
 VENKATA RAYAPURAM,
 TANUKU – 534 215, WEST
 GODAVARI DISTRICT,
 ANDHRA PRADESH.



SREE SATYANARAYANA SPINNING MILLS LTD.

Regd. Office: Venkatarayapuram, Tanuku – 534215

CIN: U18101AP1962PLC000919 :: Ph : 08819-224166

e-Mail: sssmills.tanuku@gmail.com, WWW : http://www.sssmills.com

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]

I/We being the member(s) of shares of the above named Company hereby appoint:

(1) Name..... Address:

E-mail ID: Signature or failing him

(2) Name..... Address:

E-mail ID: Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **61st Annual General Meeting** of the Company to be held **on Thursday, 5th September, 2024 at 10.00 A.M** at the Registered Office of the Company situated at Venkatarayapuram, Tanuku and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	RESOLUTION	Optional	
		For	Against
1.	Adoption of Financial Statements for the year ended 31st March, 2024		
2.	To declare dividend on equity shares for the financial year 2023-24		
3.	Re-appointment of Smt. E.Rajeswari(DIN: 01720295), as Director who retires by rotation		
Special Resolution:			
4.	Re-appointment of Sri E.Sathyanarayana, (DIN: 01285696) Managing Director and Chief Executive Officer of the Company.		
5.	To consider Intercorporate Loan and Advances upto Rupees Fifty Lakhs to M/s. Sree Dinakar Fabrics Private Limited.		

Signed this..... day of2024

Signature of Shareholders

Signature of Proxy holder(s)

Affix
Revenue
Stamp
Rs.1/-

Note:

1. 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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the **61st Annual General Meeting**.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.