

Aditri Industries Limited
(Formerly Known as Anshu's Clothing Limited)
CIN: L36999GJ1995PLC025177

POSTAL BALLOT NOTICE

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, REGULATION 44 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND GENERAL CIRCULAR NO. 14/2020 DATED 8TH APRIL, 2020, 17/2020 DATED 13TH APRIL, 2020 AND 22/2020 DATED 15TH JUNE, 2020 ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS]

To,
The Members of the Company.

Notice is hereby given that pursuant to section 110 and other applicable provisions if any, of the companies Act, 2013 (hereinafter referred to as "the Act") read with Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020 and General Circular No. 22/2020 dated June 15, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and pursuant to applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended are proposed to be passed as ordinary resolution through Postal Ballot ("only through Remote E-voting").

The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons for proposing the same is annexed for your consideration and approval.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the CA 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolutions through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company, at its meeting held on Monday 7th December, 2020 has appointed Alpana Sethia, Practicing Company Secretary, Practice number 5098, as Scrutinizer for conducting the Postal Ballot ("only through Remote E-voting") in a fair and transparent manner. The remote e-voting period commences from 9.00 a.m. (IST) on Monday 14th December, 2020 and ends at 5.00 p.m. (IST) on Tuesday, 12th January, 2021. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) Wednesday 13th January, 2021 at the Registered office of the Company. The aforesaid result would be displayed at the Registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are

Aditri Industries Limited
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CIN: L36999GJ1995PLC025177

listed and displayed along with the scrutinizer's report on the company's website viz. www.aditriindustries.co.in

The resolution, if approved shall be deemed to have been passed on the last date specified by the Company for receipt of Votes i.e. Tuesday 12th January, 2020.

ITEM NO 1 --- SPECIAL BUSINESS:

RECLASSIFICATION OF PROMOTER/PROMOTER GROUP OF THE COMPANY:

“RESOLVED THAT pursuant to Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s) or modification(s) made thereto from time to time and any other laws and regulations as may be applicable from time to time, and subject to the necessary approvals of the Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the members of the Company be and is hereby accorded for re-classification of following entity/ person(s) from Promoter/Promoter group category to Public category, since the entity/person(s) are neither involved in the management of the Company nor exercise control over the affairs of the Company directly or indirectly and hold Nil % of the total voting rights in the Company and also none of the following entity/person(s) have entered into any shareholder's or other agreement with the Company nor they have any veto rights or special information rights or special rights as to voting power or control of the Company

Name of the Entity/Person	No. of Equity Shares held	% of total Equity Share Capital
Ravi Jagdish Bhandari	Nil	Nil
Ravi Bhandari HUF	Nil	Nil
Lolipop Fashions Private Limited	Nil	Nil

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution for Re-classification of Promoter/ Promoter Group to Public Shareholding, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard and to submit all the requisite applications, representations, filings etc. with the BSE Limited and Metropolitan Stock Exchange of India Limited and other regulatory authorities as may be required in this regard without requiring the Board to secure any further consent or approval of the members of the Company”

By Order of the Board of Directors
Aditri Industries Limited
Sd/-
Managing Director

Date: 07.12.2020
Place: Ahmedabad

Aditri Industries Limited
(Formerly Known as Anshu's Clothing Limited)
CIN: L36999GJ1995PLC025177

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business is annexed a this notice.
2. The Notice of postal ballot is being sent electronically (by e-mail to those members who have registered their e-mail IDs with the Company) to those members who have registered their e-mail IDs with their Depository Participants or with Company or with Company's Registrar and Share Transfer Agent (RTA) and whose names appear on the Register of Members / List of Beneficial Owners on Friday, 4th December, 2020. A copy of this Postal Ballot Notice is also available on the website of the Company at www.aditriindustries.co.in.
3. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, The Company will send this postal ballot notice in electronic form only. The hard copy of this Postal Ballot Notice along with postal ballot forms and pre- paid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
4. The voting period begins on Monday 14thDecember, 2020 at 9:00 a.m. and ends on Tuesday 12th January, 2021 at 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 of Friday, 4thDecember, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
5. **In case of shareholders have not registered their email address:**

The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject "AIL-Postal Ballot-Registration of e-mail Id's" to Registrar and Share Transfer Agent (RTA) of the Company, i.e., Cameo Corporate Services Limited at kalpana@cameoindia.com or to the Company at anshusclothing@gmail.com with name of registered shareholder(s), folio number(s)/DP Id/Client Id and Number of equity shares held from the email address they wish to register to enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-voting facility provided by NSDL.

In light of the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered with the Company's Registrar and Share Transfer Agent by following below mentioned procedure:

*On clicking the link, shareholder will be directed to <https://Investors.cameoindia.com>, where in he/she shall be required to enter his/her details and email ids. Once the e-mail address is registered with the RTA, the shareholder will be able to receive the Notice of this Postal Ballot in soft copy and also sending future corporate communications like notices and other corporate events electronically.

Aditri Industries Limited
(Formerly Known as Anshu's Clothing Limited)
CIN: L36999GJ1995PLC025177

It is clarified that for permanent registration of email address, the shareholders are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited, Subramanian Building No.1, Club House Road, Chennai 600 002 by following due procedure.

6. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
7. The Company has appointed Alpana Sethia, Practicing Company Secretary (CP No. 5098) to act as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman or any other authorized person after the completion of scrutiny and the results of voting will be announced by Chairman or by any Director or Company Secretary on or before Wednesday 13th January, 2021 and will also be displayed on Company website www.aditriindustries.co.in and will be communicated to Stock Exchanges as on said date. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
8. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for receipt of vote i.e. Tuesday 12th January, 2021.
9. The documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on any working days between Monday to Friday between 10.00 AM to 5.00 PM from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., Tuesday 12th January, 2021.

The instructions for the members for remote e-voting are as under:

The e-voting period commences on Monday 14th December, 2020 at 9:00 a.m. and ends on Tuesday 12th January, 2021 at 5:00 p.m.. During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting after Tuesday 12th January, 2021 at 5:00 p.m. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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.

Aditri Industries Limited
(Formerly Known as Anshu's Clothing Limited)
CIN: L36999GJ1995PLC025177

4. Your User ID details will be as per details given below :
 - 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 101456 then user ID is 101456001***).
5. Your password details 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 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, your 'initial password' is communicated to you on your postal address.
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.
 - 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.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.

Aditri Industries Limited
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CIN: L36999GJ1995PLC025177

4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 (**alpanasethia@gmail.com**) to 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.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on.: 1800 222 990.

Aditri Industries Limited
(Formerly Known as Anshu's Clothing Limited)
CIN: L36999GJ1995PLC025177

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
("THE ACT") SETTING OUT MATERIAL FACTS:**

Reclassification of Promoters of the Company from "Promoter/ Promoter group" category to "Public" Category:

Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides a mechanism regarding reclassification from "Promoter and Promoter Group" category to "Public" category. In terms of the said Regulation on 6th August, 2020, the Company received requests for reclassification from the following shareholders regarding their respective shareholding into the Company -

Name of the Entity/Person	No. of Equity Shares held	% of total Equity Share Capital
Ravi Jagdish Bhandari	Nil	Nil
Ravi Bhandari HUF	Nil	Nil
Lolipop Fashions Private Limited	Nil	Nil

On the basis of the requests received by the Company and pursuant to the provisions of Regulation 31A (3)(b) of the SEBI Listing Regulations, 2015, the aforesaid shareholders seeking reclassification have confirmed that:

- i. They together do not hold more than ten per cent of the total Voting Rights in the Company;
- ii. They do not exercise control over the affairs of the Company directly or indirectly;
- iii. They do not have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;
- iv. They do not represent on the board of directors (including not having a nominee director) of the Company;
- v. They do not act as a key managerial person in the Company;
- vi. They are not 'wilful defaulters' as per the Reserve Bank of India Guidelines;
- vii. They are not fugitive economic offenders.

Further, the aforesaid shareholders have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A(4) of the SEBI Listing Regulations, 2015 and other regulations as applicable to them in respect of the said reclassification.

The said requests for reclassification were considered and analyzed by the Board of Directors at its meeting held on 17th August, 2020, which require members' approval by way of an Ordinary Resolution and stock exchanges' approval subsequently.

Aditri Industries Limited
(Formerly Known as Anshu's Clothing Limited)
CIN: L36999GJ1995PLC025177

Accordingly, the Board recommends the resolution set out at Item No. 1 of the Notice, for the approval of the members by way of an Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company, or their respective relatives is in any way concerned or interested in the resolution set out at Item No.1 of the Notice of the Postal Ballot

By Order of the Board of Directors
Aditri Industries Limited
Sd/-
Managong Director

Date: 07.12.2020
Place: Ahmedabad