

GEM SPINNERS INDIA LIMITED**CIN NO: L17111TN1990PLC019791****REG OFFICE: 14, MANGALAM VILLAGE, MADHURANTHAGAM TALUK,
KANCHIPURAM, TAMILNADU - 603 107****CORPORATE OFFICE: 78, CATHEDRAL ROAD,
CHENNAI – 600 086****Website – www.gemspin.com****Email – gemspinnersindialimited.com****POSTAL BALLOT NOTICE****[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies
(Management and Administration) Rules, 2014]**

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act'), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as 'the Rules'), Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 02/2022, 3/2022 and 11/2022 issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), Secretarial Standards on General Meetings ("SS -2") and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification and re-enactment thereof, for the time being in force, as amended from time to time), that the resolutions as set out in this notice are proposed to be passed by the Members of the Corporation ("Members") through Postal Ballot by way of electronic voting (remote e-voting) process.

The proposed resolutions and explanatory statement pursuant to Section 102 of the Act read with the Rules and the MCA Circulars are appended below for consideration by the Members.

Special Business :**Appointment of Statutory Auditors Due To Casual Vacancy**

To consider the appointment of M/s.Vivekanandan Associates, Chartered Accountants having Firm Registration No.005268S, as Statutory Auditors of the Company, to fill the casual vacancy caused due to resignation of M/s. K.Arunkumar & Associates, Chartered Accountants, Firm Registration No.016215S and if thought fit, to give assent/dissent to the following resolution, with or without modification(s), as an **Ordinary Resolution**.

"RESOLVED THAT, pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, and rules framed thereunder Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other law for the time

being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and upon recommendations of the Audit Committee and the Board of Directors, M/s.Vivekanandan Associates, Chartered Accountants, Firm Registration Number 005268S, with the Institute of Chartered Accountants of India (ICAI), having a "Peer Review" Certificate issued by the Peer Review Board of ICAI, be and is hereby appointed as Statutory Auditors of the Company for the current financial year 2022 – 2023, W.E.F. May 31, 2023 to fill the casual vacancy caused by the resignation of M/s.K.Arunkumar & Associates, Chartered Accountants, having Firm Registration No 016215S (The Existing Statutory Auditors till 30th May 2023) and to hold office until the conclusion of the ensuing (33rd) Annual General Meeting of the Company at such remuneration of Rs.85,000/- plus applicable taxes and reimbursement of out-of-pocket expenses as the Board of Directors may fix in consultation with them."

"RESOLVED FURTHER That, the Board of Directors of the Company be and are hereby authorized to finalize their terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with prevailing rules and regulations made in this regard including their terms of appointment as per the provisions of Clause 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

"RESOLVED FURTHER THAT, the Board of directors of the company, including any committee thereof, be and is hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable or expedient to give effect to above resolution.

"RESOLVED FURTHER THAT, all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolution are hereby approved, ratified and confirmed in all respects."

By and on behalf of the Board of Directors

For Gem Spinners India Limited

Sd/-

A.Vani

Company Secretary

Place: Chennai

Date: 17.06.2023

Notes:

1. The Explanatory Statement pertaining to the proposed resolution setting out the material facts and reasons thereof, as required under Section 102 and 110 of the Act 2013, read with Rules made thereunder is given hereunder.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on the close of working hours on Friday, June 16th 2023 (the “cut off date”) and whose e-mail addresses are registered with the Central Depository Services (India) Limited (the “CDSL”) through their Depository Participants (the “DP”) in respect of electronic holdings and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. Cameo Corporate Services Limited (the “RTA”). Members who have not registered their e-mail addresses are requested to register the same with the DP/RTA for sending future communication(s) in electronic form.
3. The physical copy of the Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot and Members are required to communicate their assent/dissent through remote e-Voting system only.
4. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.gemspin.com and may also be accessed from the relevant section of the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and also available on the website of the CDSL (agency for providing the remote e-Voting facility) i.e., www.evotingindia.com.
5. The date of completion of dispatch of notices/e-mails shall be announced through an advertisement in the newspapers.
6. The voting rights of Members shall be in proportion to their share in the total paid -up equity share capital of the Company. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholder as on the cut-off date. A person who is not a shareholder on the cut-off date shall treat this notice for information purpose only.
7. The vote in this postal ballot cannot be exercised through proxy.
8. The Company has appointed M/s. Lakshmmi Subramanian and Associates, Practicing Company Secretaries, Chennai, to act as the Scrutinizer, for conducting the postal ballot/e-Voting process in a fair and transparent manner.
9. The Scrutinizer will submit their report to the Chairman or a person authorized by him in writing who shall counter sign the same, after the completion of scrutiny of postal ballot /

e-Voting but not later than 48 hours from the date of conclusion of Postal Ballot process, and the result of Postal Ballot (including voting through electronic means) will be placed on the Company's website at www.gemspin.com. The results will simultaneously be communicated to the Stock Exchange and CDSL.

10. The Scrutinizer's decision on the validity of the postal ballot / eVoting shall be final.
11. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the end date of the e-Voting i.e. Wednesday, July 19th, 2023. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Company.
12. All the material documents referred to in this Postal Ballot Notice will be made available for inspection by the Members at the Registered office of the Company during business hours on all working days except Saturday and Sunday, from the date of dispatch of this Postal Ballot Notice until the last date for receipt of votes by Postal Ballot / e -Voting i.e. Wednesday, July 19th, 2023.
13. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at kandhimathi@cameoindia.com.
14. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023 and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 14, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars Cameo Corporate Services Limited at kandhimathi@cameoindia.com. In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

Instructions for E – Voting

In line with the Ministry of Corporate Affairs ("MCA") Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. The physical copy of the Postal Ballot Notice along with Postal Ballot form

and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.gemspin.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and also on the website of CDSL at www.evoting.cdsl.com

E-Voting Facility

In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice on the website of CDSL at www.evoting.cdsl.com

- i. The e-voting period commences from June 20th 2023 (9.00 a.m. IST) and ends on July 19, 2023, (5.00 p.m IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- ii. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid -up equity share capital of the Company as on the Cut-off Date i.e. June 16th 2023.
- iii. Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. June 16th, 2023, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through the e-voting.

iv. Instructions to Members for e-voting are as under:**Type of shareholders & Login Method****Individual Shareholders holding securities in Demat mode with CDSL**

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi.

2. After successful login the Easi / Easiest user will be able to see the e - Voting option for eligible companies where the e - voting is in progress as per the information provided by company. On clicking the e - voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.

4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin>. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 - 23058738 and 022 - 23058542 / 43.

A. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- a) The shareholders should log on to the e-voting website www.evotingindia.com
- b) Click on "Shareholders" module.
- c) Now enter your User ID
 - For CDSL: 16 digits beneficiary ID;
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

f) If you are a first time user, follow the steps given below and fill the appropriate boxes:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details Or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- After entering the details appropriately, click on “Submit” tab
- Shareholders 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.
- For Members holding shares in physical form, details can be used only for e-Voting on the resolutions contained in this Notice.
- Click on the EVSN for “Gem Spinners India Limited” to vote M/s. Gem Spinners India Limited.
- 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.
- Click on the “**Resolutions File Link**” if you wish to view the entire Resolution details.
- After selecting the option 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.

- Once you “**Confirm**” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- If a demat account holder has forgotten the login password, enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

1. Additional instructions for Non-Individual Shareholders and Custodians

- Non-Individual Shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- Corporates and Custodians already registered with CDSL shall use their existing login details.
- After registering online, a scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to helpdesk.evoting@cdslindia.com.
- The admin login details shall be sent by CDSL. After receiving the details, create a compliance user. The compliance user would be able to link to the account(s) for which they wish to vote on.
- The list of accounts linked in the compliance user shall 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.

2. If you have any grievances, queries or issues regarding Postal Ballot / 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

3. In case of any grievances or queries or information, you may also send an e-mail to the Company at accounts@gemspin.com / gemspinnersindialimited@gmail.com.

**Process for Those Shareholders Whose Email Id / Mobile No. Are Not Registered With
The Company / Depositories:**

For Physical Shareholders:

Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

For Demat Shareholders:

Please update your email id & mobile no. with your respective Depository Participant (DP).

For Individual Demat Shareholders:

Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e -Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022 - 23058738 and 022 - 23058542 / 43. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022 - 23058542 / 43.

By and on behalf of the Board of Directors

For Gem Spinners India Limited

Sd/-

A.Vani

Company Secretary

ACS.24328

Place: Chennai

Date: 17.06.2023

Annexure to the Notice Explanatory Statement Pursuant To section 102 Read with Section 110 of the Companies Act, 2013

Appointment of M/s. Vivekanandan Associates, Chartered Accountants having firm registration no. 005268S, as the Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. K.Arunkumar & Associates, Chartered Accountants.

As the Members are aware, at the 32nd Annual General Meeting (AGM) of the Company held on September 23, 2022, M/s. K.Arunkumar & Associates, Chartered Accountants having Firm Registration No. 016215S, were re-appointed as Statutory Auditors of the Company for a second tenure of five years (i.e. from FY 2022 - 2023 to FY 2026 - 2027) from the conclusion of 32nd AGM until the conclusion of 37th AGM.

M/s K.Arunkumar & Associates, Statutory Auditors, vide letter dated May 30, 2023, submitted their resignation to the Board through Audit Committee given the reason that the Peer Review Certificate shall not be obtained by them and they are unable to continue as Statutory Auditors of the Company with effect from the same date as per the required auditing standards, legal requirements and related guidelines

Owing to the exceptional circumstances and helplessness of the Statutory Auditors 'firm, the Board, based on the recommendations of the Audit Committee, with reluctance, accepted the resignation of M/s. K.Arunkumar & Associates., Chartered Accountants. Pursuant to the provisions of Sections 139 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, the Board of Directors of the Company, based on the recommendations of the Audit Committee, approved the appointment of M/s. Vivekanandan Associates, Chartered Accountants having Firm Registration No. 005268S, till the conclusion of the next 33rd AGM, in its Board Meeting held on May 30, 2023. The Statutory Auditors, being eligible under Section 139 (1) and other applicable provisions of the Act, had consented to act as the Statutory Auditors of the Company and had also confirmed that their appointment shall be within the limits prescribed under the Act.

The Brief Profile of New Statutory Auditors' Firm is as under:

M/s. Vivekanandan Associates, Chartered Accountants having Firm Registration No: 005268S is a partnership firm registered with the Institute of Chartered Accountants of India (ICAI) and hold a valid Peer Review Certificate issued by The Institute of Chartered Accountants of India. The firm, has diverse experience with expertise in statutory audit and also undertaken various kinds of audit such as bank audit, management audit and tax audit and also represented their clients before various Regulatory Authorities. M/s.Vivekanandan Associates have given their consent and eligibility certificate, pursuant to Section 141 of the Companies Act, 2013.

M/s. Vivekanandan Associates has agreed to complete FY 2022 - 2023 and they will hold their office till the conclusion of 33rd AGM to be held in calendar year 2023.

The proposed remuneration to be paid to M/s. Vivekanandan Associates, Chartered Accountants for conducting statutory audit of the Company for the financial year ending 2022 - 2023 is Rs.85,000/- (Exclusive of applicable taxes and out of pocket expenses, if any). There are no material changes in the fees payable to new Statutory Auditors from that paid to the outgoing Statutory Auditors. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of said appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

Pursuant to Section 139(8) of the Act, appointment of statutory auditors due to casual vacancy shall be approved by the Members of the Company within three months of the recommendation by the Board. Hence, this Resolution is being proposed to the Members for their consideration and approval.

The said appointment of M/s Vivekanandan Associates shall be pursuant to applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and terms as contained in SEBI Circular No. CIR/CFD/CMD/1/114/2019 dated October 18, 2019.

All the relevant material documents shall be open for inspection at the Registered Office of the Company on all working days, except Saturday and Sunday, between 11.00 A.M. to 1.00 P.M.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the proposed resolution.

The Board recommends this resolution set out in the notice for approval of the Members to be passed as an Ordinary Resolution.

By and on behalf of the Board of Directors

For Gem Spinners India Ltd

Sd/-

A.Vani

Company Secretary

ACS.

Place: Chennai

Date: 17.06.2023