



# Pranavaditya Spinning Mills Limited

CIN: L17119PN1990PLC058139

**Registered Office:** Office No. 2, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale,  
District Kolhapur-416109, Maharashtra

**Tel No:** (0230)-3292933, **Fax No:** (0230)-2483275

**Website:** www.pranavaditya.com; **E-mail:** investors@pranavaditya.com

## NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting (AGM) of the members of Pranavaditya Spinning Mills Limited will be held on Tuesday, 26<sup>th</sup> July, 2016 at 11.00 a.m., at Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, District Kolhapur 416 109, Maharashtra to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company including Balance Sheet as at 31<sup>st</sup> March, 2016, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anil Kumar Jain (DIN:00086106), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To ratify appointment of Auditors of the Company to hold office from the conclusion of 26<sup>th</sup> AGM till the conclusion of 27<sup>th</sup> AGM and to fix their remuneration.

To consider and if thought fit, to pass, with or without modification(s), the following resolution an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and any other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 including any statutory amendment(s) thereof and as recommended by the Audit Committee, the appointment of M/s. B. K. Shroff & Co., Chartered Accountants (ICAI Registration No. 302166E), as the Statutory Auditors of the Company, to hold office from the conclusion of the Twenty Sixth Annual General Meeting till the conclusion of the Twenty Seventh Annual General Meeting, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to fix the remuneration payable to the Statutory Auditors as recommended by the Audit Committee.”

**By Order of the Board of Directors  
For Pranavaditya Spinning Mills Limited**

**Amruta Avasare  
Company Secretary**

### Registered Office:

Office No. 2, Plot No. 266, Village Alte,  
Kumbhoj Road, Taluka Hatkanangale,  
District Kolhapur 416 109, Maharashtra.

Date: 8<sup>th</sup> June, 2016

Place: Mumbai

**Notes:**

1. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 19<sup>th</sup> July, 2016, to Tuesday, 26<sup>th</sup> July, 2016 (both days inclusive).
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY / PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, should be duly completed, stamped and signed, must be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate Members intending to send their authorized representatives are requested to send to the Company a duly certified copy of the Resolution passed by the Board of Directors authorizing their representatives to attend and vote at the Annual General Meeting.
4. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, information of Director seeking re-appointment is provided in the Annexure to this Notice.
5. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit details to the Registrar and Transfer Agent of the Company, in the prescribed Form SH -13. Members holding shares in demat form may contact their respective DP for recording of nomination.
6. In case of joint holders attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote.
7. Members holding shares:
  - a) in electronic (Demat) form are advised to inform the particulars of their bank account, change of address and E-mail ID to their respective DP only. The Company or its Registrar and Share Transfer Agent ('RTA') i.e. Bigshare Services Pvt. Ltd cannot act on any request received directly from the Members holding shares in demat mode for changes in any bank mandates or other particulars etc., and such instructions are required to be given directly by the Members to their DP.
  - b) in physical form are advised to inform the particulars of their bank account, change of address and E-mail ID to RTA.
8. Members, whether holding shares in electronic or physical mode, are requested to quote their DP ID & Client ID or Folio No. for all correspondences with the Company / RTA.
9. NRI Members are requested to:
  - a) change their residential status on return to India permanently.
  - b) furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier.
10. To protect the environment and disseminate all the communication promptly, Members who have not registered their E-mail ID so far are requested to register the same with the DP / RTA for receiving all the communications including Annual Reports, Notices, etc.
11. Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of Folios and send relevant Share Certificates to the Company's RTA for doing the needful.
12. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in dematerialized form are therefore requested to submit the PAN to their respective DP. Members holding shares in physical form can submit their PAN details to the Company / RTA.
13. Members are requested to note that in case of transfer of shares held in physical form, submission of photocopy of PAN card of the transferee(s) along with the Transfer Deeds and Share Certificate(s) at the time of lodgement of transfer of share is mandatory.

14. The Annual Report for the year ended 31<sup>st</sup> March, 2016 and Notice convening AGM is available on the Company's website [www.pranavaditya.com](http://www.pranavaditya.com)
15. Route Map to the venue of AGM is Annexed.
16. Copies of any documents referred to in the Notice or Explanatory Statement are available for inspection at the Company's registered office on all days except Saturdays, Sundays or Public holidays between 2.00 p.m. to 4.00 p.m.

#### **E-voting:**

Pursuant of section 108 of the Companies Act, 2013 read with Rules 20 of Companies (Management and Administration) Rules, 2015, and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 26<sup>th</sup> Annual General Meeting of the Company.

It is clarified that it is not mandatory for a member to cast vote using e-voting facility.

The facility for voting, through ballot / polling paper shall also be made available at the venue of the 26<sup>th</sup> AGM. The Members attending the Meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the Meeting. The members who have already cast their vote through remote e-voting may attend the Meeting but shall not be entitled to cast their vote again at the AGM.

The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on cut off date i.e. Tuesday, 19<sup>th</sup> July, 2016.

C. V. Kulkarni, Practising Company Secretary (Membership No.: 3342; CP No: 2792) (Address: Flat No.2, B-Wing, Suyash Apartments, 769 / 770, Sadashiv Peth, Barrister Gadgil Street, Pune - 411 030) has been appointed as Scrutinizer for conducting the e-voting process in the fair and transparent manner.

The Scrutinizer shall submit his report, to the Chairman, on the votes cast in favour or against, if any within 48 hours from the conclusion of the meeting.

The result declared along with the Scrutinizer's report shall be placed on the website of the Company [www.pranavaditya.com](http://www.pranavaditya.com) and shall simultaneously be communicated to BSE Limited.

Members are requested to follow the instructions below to cast their vote electronically:-

- i) The remote e-voting period begins on Friday, 22<sup>nd</sup> July, 2016 at 9.00 a.m. (IST) and ends on Monday, 25<sup>th</sup> July, 2016 at 5.00 p.m. (IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 19<sup>th</sup> July, 2016 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on Monday, 25<sup>th</sup> July, 2016.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Meeting venue.
- iii) The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com)
- iv) Click on "SHAREHOLDERS" tab to cast your vote.
- v) Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) 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.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

viii) If you are a first time user, follow the steps given below:

	<b>For Members holding shares in Demat Form or Physical Form</b>
<b>PAN*</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company / Depository Participants are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the attendance slip) in the PAN field.</li> <li>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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details OR Date of Birth</b>	<p>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.</p> <p>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 as mentioned in instruction (iv).</p>

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) 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.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for Pranavadiya Spinning Mills Limited on which you choose to vote.
- xiii) 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.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii) If you as a Demat account holder have forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**xix) Note for Non – Individual Shareholders and Custodians :**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Tuesday, 19<sup>th</sup> July, 2016, may follow the same instructions as mentioned above for e-Voting or send a request at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or at [investors@pranavaditya.com](mailto:investors@pranavaditya.com). However, if such member is already registered with CDSL for remote e-voting then he/she/it can use his/her/its existing user ID and password for casting the vote. The facility to reset the forgotten password is also provided by CDSL. The same can be done by using "Forgot user Details/Password" option avail on [www.evotingindia.com](http://www.evotingindia.com).

xxi) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

xxii) Notice of the AGM is also displayed at [www.pranavaditya.com](http://www.pranavaditya.com) or at [www.evotingindia.com](http://www.evotingindia.com)

In case a member receives physical copy of the Notice [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

1. a) User ID and initial password –This is provided at the bottom of the attendance slip for the Annual General Meeting (which is being sent along with this Notice)  
 b) Please follow all steps from sl. no. (i) to sl. no. (xxi) above to cast vote.
2. Member can opt for only one mode of voting i.e. either through e-voting or by Ballot / Poll Paper at AGM. If a member casts votes by both modes, then voting done through e-voting shall prevail.
3. Once the vote on a resolution is cast by a member, the Member shall not be allowed to change it subsequently or cast the vote again.
4. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at CDSL website [www.evotingindia.com](http://www.evotingindia.com).

### Annexure to AGM Notice

Additional Information on Director recommended for re-appointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015

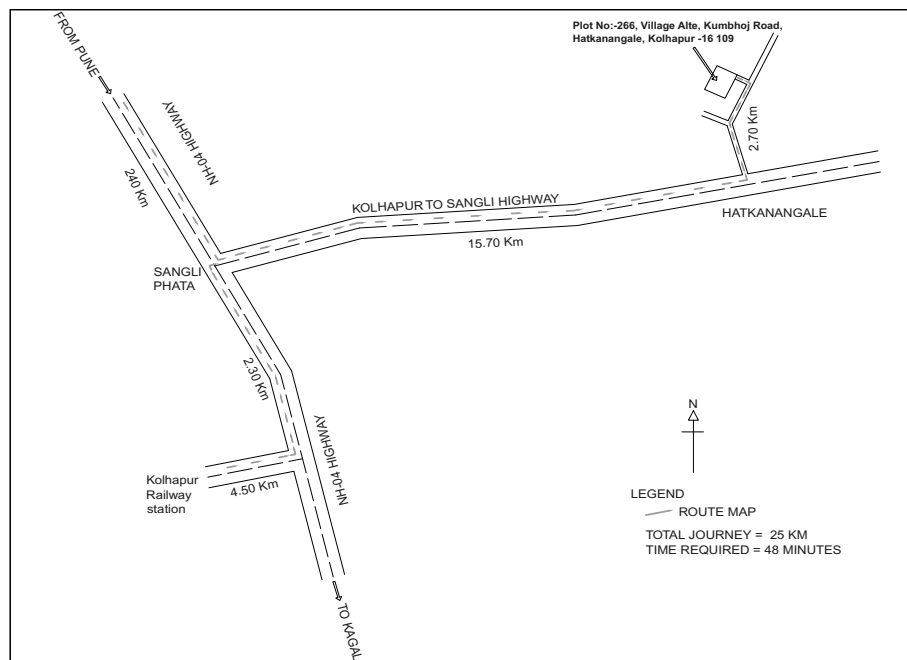
#### Re-appointment of Mr. Anil Kumar Jain

Name of the Director	Mr. Anil Kumar Jain
DIN	00086106
Age	63 years
Date of Appointment on the Board	31 <sup>st</sup> July, 2007
Brief Resume and nature of expertise in functional areas	<p>Mr. Anil Kumar Jain, a B.Com (Hon.) from St. Xavier's College, Kolkata has acquired more than 40 years experience in the industry. He started his career from 1975 and had held various key positions in the family business. He was instrumental in turning around BIFR / Sick Units by introducing innovative technology and export culture.</p> <p>In the year 1988 he has promoted Indo Count Industries Ltd., a 100% Export Oriented Yarn Unit. Subsequently, in the year 2006, post-quota regime, he could also establish a state of art Home Textile unit, fully integrated to manufacture 36 million meter fabric annually.</p>
Directorships held in other public Companies [excluding foreign and private Companies]	<p>1. Indo Count Industries Limited</p> <p>2. Margo Finance Limited</p>
Memberships / Chairmanships of Audit and Stakeholders Relationship Committees of other Public Companies -	<p>Indo Count Industries Ltd:</p> <p>a) Stakeholders' Relationship Committee – Member</p>
Number of shares held in the Company as on 31 <sup>st</sup> March, 2016	75 Equity Shares of Rs.10/- each

#### ROUTE MAP TO THE 26<sup>th</sup> AGM VENUE

**Venue :** Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, District Kolhapur 416 109, Maharashtra

**Distance from Kolhapur Railway Station :** 25 km **Distance from Hatkanangale Bus Stand :** 2.70 km



**PRANAVADITYA SPINNING MILLS LIMITED**

**CIN: L17119PN1990PLC058139**

**Registered Office:** Office No. 2, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale,  
Dist. Kolhapur-416 109, Maharashtra

**Website:** [www.pranavaditya.com](http://www.pranavaditya.com) ; **Email :** [investors@pranavaditya.com](mailto:investors@pranavaditya.com)

**PROXY FORM- MGT-11**

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

Name of the member (s) :
Registered address :
E-mail Id:
Client Id/ Regd. Folio No :
DP ID :

I/We, being the member (s) of ..... shares of Pranavaditya Spinning Mills Limited, hereby appoint

1. Name: ..... Address : .....  
E-mail Id: ..... Signature: ....., or failing him
2. Name: ..... Address : .....  
E-mail Id: ..... Signature: ....., or failing him
3. 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 26<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, 26<sup>th</sup> July, 2016 at 11:00 a.m. at Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur-416 109, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	For*	Against*
	<b>Ordinary Business</b>		
1.	Adoption of Annual Audited Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2016 and reports of the Board of Directors and Auditors, thereon		
2.	To appoint a Director in place of Mr. Anil Kumar Jain (DIN: 00086106), who retires by rotation at this AGM and being eligible has offered himself for re-appointment.		
3.	To ratify the appointment of M/s B. K. Shroff & Co. as Statutory Auditors to hold office from the conclusion of Twenty Sixth Annual General Meeting till the conclusion of Twenty Seventh Annual General Meeting and to fix their remuneration		

**\*Optional**

Signed this ..... day of ..... 2016

.....  
Signature of Member

.....  
Signature of Proxy holder(s)

Affix Revenue Stamp Re. 1/-
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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.

**PRANAVADITYA SPINNING MILLS LIMITED**

**CIN: L17119PN1990PLC058139**

**Registered Office:** Office No. 2, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale,  
Dist. Kolhapur-416 109, Maharashtra

**Website:** [www.pranavaditya.com](http://www.pranavaditya.com) ; **Email :** [investors@pranavaditya.com](mailto:investors@pranavaditya.com)

**ATTENDANCE SLIP**

**26<sup>th</sup> Annual General Meeting on Tuesday, 26<sup>th</sup> July, 2016 at 11.00 a.m.**

Registered Folio No. / DP ID / Client ID :	
Name and Address of the Member :	
Name of Joint holder(s) :	
No. of Equity Shares held :	

I/We hereby record my/our presence at the 26<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 26<sup>th</sup> July, 2016 at 11:00 A.M. at Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur – 416 109, Maharashtra.

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Name of the Member / Proxy

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Signature of Member / Proxy

Note : PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

**Electronic Voting Particulars**

<b>Electronic Voting Sequence No.(EVSN)</b>	<b>USER ID</b>	<b>Sequence Number / Default PAN*</b>
<b>160628006</b>		

\*Only members who have not updated their PAN with the Company / Depository Participants shall use default PAN in the PAN field

Please read the instructions on e-voting printed in the Notice of 26<sup>th</sup> Annual General Meeting. The Voting Period starts from 9.00 a.m. on Friday, 22<sup>nd</sup> July, 2016 and ends at 5.00 p.m. on Monday, 25<sup>th</sup> July, 2016. The voting module shall be disabled by CDSL for voting thereafter.