



PRANAVADITYA

PRANAVADITYA SPINNING MILLS LIMITED

TRANSCRIPT OF THE 31<sup>ST</sup> ANNUAL GENERAL MEETING

Day : Friday  
Date/ Time : August 13, 2021/ 12:00 Noon (IST)  
Venue : Through Video-conferencing facility

**12.00 Noon – Mrs. Amruta Avasare – Company Secretary**

Good Afternoon to everyone. I, Mrs. Amruta Avasare, Company Secretary, attending this meeting from Mumbai office, request Chairman Mr. S K Agrawal Sir to start with the welcome address and the meeting. Over to you Sir.

**Mr. Sushilkumar Agrawal – Chairman**

Good Afternoon to all shareholders. Trust all of you are safe and taking care of yourself and family. It is a pleasure to connect with all of you again on the occasion of 31<sup>st</sup> Annual General Meeting of the Company.

Myself, Mr. Sushilkumar Agrawal, Chairman of Board, Audit Committee & Stakeholders Relationship Committee, attending meeting from Bombay.

I welcome all of you to the 31<sup>st</sup> AGM of the Company. It is 12.00 Noon and the requisite quorum for the meeting is present. I call the meeting to order.

Due to continuing COVID-19 Pandemic and adhering to the social distancing norms, this AGM is being held for this year as well through Video Conferencing in accordance with the circulars issued by MCA and SEBI. Participation of members through video conferencing is being reckoned for the purpose of the quorum as per the applicable circulars issued by MCA and SEBI.

Before we start the main proceedings of the Meeting, I also welcome all the Directors present for this AGM.

I now request directors to introduce themselves. Every Director to introduce themselves when their name appears on the screen.

I start with Mr. Anil Kumar Jain please –

**Mr. Anil Kumar Jain** - I am Anil Kumar Jain, I am Non-Executive Non-Independent Director of Pranavadiya Spinning Mills Limited attending meeting from my office. Nobody in my room. Thanks.

**Mr. Sushilkumar Agrawal** – Dr. Ashok Desai

**Dr. Ashok Desai** – I am Dr. Ashok Desai, Independent Director and Chairman of Nomination and Remuneration Committee participating in this AGM from my residence at Thane.



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**Mr. Sushilkumar Agrawal** – Kala Agarwal Madam

**Ms. Kala Agarwal** – Good Afternoon all, I am Kala Agarwal, Independent Director of the Company. I am attending the meeting from my office in Mumbai. No unauthorised person have access to my room.

**Mr. Sushilkumar Agrawal** – L. Viswanathan

**Mr. L. Viswanathan** - I am L. Viswanathan, Independent Director of Pranavaditya attending the meeting from my residence at Mumbai. No person other than me is in room.

**Mr. Sushilkumar Agrawal** – Kamal Mitra

**Mr. Kamal Mitra** - Good Afternoon everybody. This is Kamal Mitra. I am attending this meeting from my office at Kolhapur. Nobody have access to my room. Thank you very much.

**Mr. Sushilkumar Agrawal** - I would also like to inform you that Mr Ashok Halasangi, CEO, Mr. K. Muralidharan, CFO and Mrs. Amruta Avasare, Company Secretary are also attending the meeting.

**K. Muralidharan** – Good afternoon to all. I am K. Muralidharan - CFO of Pranavaditya Spinning Mills Limited attending the meeting from my office in Mumbai. It is pleasure to participate in this meeting.

**Amruta Avasare** – Sir, Mr. Ashok Halasangi.

**Mr. Sushilkumar Agrawal** – Sorry, I missed Mr. Ashok Halasangi.

**Mr. Ashok Halasangi** - Good Afternoon everybody, I am Ashok Halasangi, CEO of the Company. I am attending the meeting from Kolhapur. Nobody in my room and Thank you very much.

**Mr. Sushilkumar Agrawal** – The partner of M/s. Suresh Kumar Mittal & Co., Statutory Auditors and Mr. Vikas Chomal, Scrutinizer are also attending this meeting.

I now request the Company Secretary to provide general guidance to the members regarding participating and voting in this meeting. Over to you CS.

**Mrs. Amruta Avasare – Company Secretary**

Thank you Sir. Members may note that this AGM is being held through video conferencing in accordance with the applicable circulars issued by MCA and SEBI. The Company has complied with all the provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable circulars of MCA & SEBI in holding this AGM through Video conferencing. The AGM is being conducted through the e-voting platform provided by NSDL. The facility of joining this meeting through VC is available to the members on first come first serve basis. All members who have joined this meeting are placed on mute by Host to avoid background disturbances and for seamless participation. The company had given facility to members to send their questions & queries in advance on the email id as given in the notice. The Members can also ask the questions concurrently through the chat box facility provided herein.

Members may please note that the company had provided remote e-voting facility to all members through NSDL platform. The e-voting facility was available from Tuesday, August 10, 2021 at 9.00 a.m. (IST) to Thursday, August 12, 2021 at 5.00 p.m. (IST). Members who have not casted their vote and who are participating in this meeting have an opportunity to cast their vote during this meeting



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through the e-voting system provided by NSDL. You may please refer to the Notice of AGM for e-voting during the AGM. E-voting will also remain open for 15 minutes after the closure of AGM.

Mr. Vikas R. Chomal, Practicing Company Secretary is the scrutinizer for remote e-voting process and e-voting at AGM. The combined result of remote e-voting & e-voting at AGM along with the scrutinizer's report will be uploaded on the website of the company as well as on the website of NSDL and the stock exchange (BSE Limited) within 48 hours from the conclusion of this AGM.

I now request Chairman Sir to now address to the shareholders.

### **Mr. Sushilkumar Agrawal - Chairman**

The notice dated April 23, 2021 convening the 31<sup>st</sup> Annual General Meeting of the Company is already circulated to all the members and I take the Notice convening the meeting as read.

I wish to inform you that the Statutory Auditors and Secretarial Auditors have not made any qualifications, reservations, adverse remarks and disclaimer in the Audit Reports for year ended 31<sup>st</sup> March, 2021, therefore, with your permission, I, take the Statutory Auditors' Report and Secretarial Audit Report as read.

I would now like to brief you on the Company's performance during the year 2020-21

Dear Shareholders

During the Financial Year 2020-21, the outbreak of Novel Coronavirus (COVID-19) pandemic, developed into a global crisis. This led to declaration of the lockdowns by the governments in the countries all over the world and industries were not operating full-fledged. This aggravated the problems of spinning industry. The manufacturing plant of your Company at Kolhapur was temporarily closed from March 23, 2020 to May 5, 2020 as per Central/ State Government directions. The plant resumed partial operations from May 6, 2020 with limited workforce and in single shift. Further, due to COVID -19 pandemic and social distancing norms, labour attendance was poor.

During the year, with the view of labour rationalization and other external factors, your Company also signed VRS/Separation scheme agreement with the workers Union. Due to separation of all the workers under the VRS/Separation Scheme, the production in the Company was stopped from August, 2020.

Due to abovementioned factors, the operational and financial performance of your Company was adversely affected during the year 2020-21. The revenue from operations of the Company declined from Rs. 6941.13 lakhs to Rs. 520.08 lakhs for the year ended 31<sup>st</sup> March, 2021. The Company incurred Net Loss of Rs. 590.86 lakhs during the year. However, your Company continues to be a debt-free Company. Further, the Company has also obtained the approval of shareholders for Lease of space and machinery.

In order to achieve simplified corporate structure and for better value creation for the shareholders of the Company, during the year, the Board approved scheme of amalgamation of the Company with Indo Count Industries Limited, Holding Company. The Company has received No-objection from Stock Exchange and SEBI. Further, the Company has also filed application with Hon'ble National Company Law Tribunal, Mumbai for obtaining its approval. The amalgamation shall be effective upon filing of the order of NCLT with Registrar of Companies. Upon the Scheme becoming effective, the Business



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(along with all assets and liabilities thereof) of the Company shall be transferred and vested with the Holding Company on a going concern basis. As a consideration for the amalgamation, the Holding Company will issue its equity shares to the shareholders of the Company as on record date in a share exchange ratio of 2:15 i.e. 2 fully paid up equity shares of Indo Count Industries Limited (ICIL) would be issued to the Equity Shareholders of the company, for every 15 (Fifteen) equity shares held by them.

I would like to extend my sincere thanks to all the employees, central and state government, stakeholders, shareholders for their support to the Company. I also thank all fellow directors on the Board for their guidance during the year.

As I conclude, I would like to place on record appreciation for all the efforts taken by the COVID warriors for fighting the pandemic. I urge everyone of you to stay safe and take care.

I now request Company Secretary to read the resolutions. Over to you.

**Amruta Avasare** – Thank you Sir, I would now take up the resolutions which are placed in the notice of AGM.

### **ITEM NO. 1 – Ordinary Resolution**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended March 31, 2021, including the Audited Balance Sheet as at March 31, 2021 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon.

### **ITEM NO. 2 – Ordinary Resolution**

To appoint a Director in place of Mr. Kamal Mitra (DIN: 01839261), who retires by rotation and being eligible, seeks the re-appointment.

The resolutions set forth in the meeting shall be deemed to have been passed at the meeting subject to receipt of requisite number of votes.

Over to your Sir Chairman.

### **Mr. Sushilkumar Agrawal - Chairman**

I thank the shareholders who have joined this meeting.

There being no other item, I close the proceedings of meeting. The e-voting facility will remain open for next 15 minutes from the closure of meeting. I authorize Company Secretary to complete necessary formalities in that part.



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STAY SAFE, HEALTHY AND TAKE CARE.  
THANK YOU.

**Amruta Avasare** – There are no questions in the chat box sir, so just wanted to inform.

**Pooja Mandave (Moderator)** – One of the Shareholder Ms. Binal Kumar Agarwal want to know the 3 years plan of the Company.

**S. K. Agrawal** – Murali please go ahead.

**K. Muralidharan** – I will be answering the question of the shareholder. I, Muralidharan, CFO of the Company. The company was not in a position to continue its operations so the Board of Directors have decided to amalgamate the Company with its holding company. We are going through the legal process this point of time, hence no plan has been drawn for the Company as of now. The Assets of the Company, specifically the plant and machinery and infrastructure of the Company will be leased to the holding company, and the holding company will take the decision to operate the leased assets as it pleases. Therefore, at this point of time there are no specific plans. However, going forward if the holding company feels that these Assets will be useful for their operations, any such developments relating to the same will be duly informed to the shareholders through the stock exchange. Thank You.

**Amruta Avasare** – Pooja, are there any more questions in the chat box?

**Pooja Mandave (Moderator)** – No questions Madam.

**Amruta Avasare** – There are no questions, E voting to be started.

12.16 p.m. (IST) - Time clock started for e-voting for 15 minutes.

After 15 minutes at 12.31 p.m. (IST) the proceedings of the meeting including e-voting were concluded.

**Thank you.**

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