



Pranavaditya Spinning Mills Limited

CIN: L17119PN1990PLC058139

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

e-mail: investors@pranavaditya.com

NOTICE

Notice is hereby given that the 25th Annual General Meeting (**AGM**) of the members of Pranavaditya Spinning Mills Limited will be held on Saturday, 22nd August, 2015 at 11.00 a.m., at the Registered Office of the Company, to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the year ended 31st March 2015 and reports of the Board of Directors and Auditors, thereon.
2. To appoint a Director in place of Mr. Kamal Mitra (DIN: 01839261), who retires by rotation and, being eligible, seeks re-appointment.
3. To ratify appointment of Auditors of the Company to hold office from the conclusion of 25th AGM till the conclusion of 26th AGM and to fix their remuneration.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as 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 as recommended by the Audit Committee, and pursuant to the resolution passed by the members at the 24th AGM held on 23rd August, 2014, the appointment of M/s. B. K. Shroff & Co., Chartered Accountants (ICAI Registration No. 302166E), as the Statutory Auditors, to hold office from the conclusion of the 25th AGM till the conclusion of the 26th AGM, be and is hereby ratified.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to fix the remuneration payable to the Statutory Auditors.”

SPECIAL BUSINESS

4. To appoint Ms. Preeti Sheth (DIN: 00202080) as an Independent Director.

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2015, Ms. Preeti Sheth (DIN: 00202080), who was appointed as an Additional Director by the Board on 11th November 2014 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose Ms. Preeti Sheth as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director to hold office for five consecutive years, for a term up to 15th August 2020, not liable to retire by rotation.”

By Order of the Board of Directors

Date : 9th May, 2015
Place : Mumbai

Abhishek Thareja
Company Secretary & Compliance Officer
ACS No.18766

Notes:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 (Act) with respect to special business under Item No. 4 of the Notice, is annexed hereto.
2. The relevant details as required under clause 49 of the Listing Agreement of persons seeking appointment/ re-appointment as Directors are annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
4. 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 carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
5. The Company has fixed 17th August, 2015 as the '**Cut-off Date**'. The voting rights of the members shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. 17th August, 2015, only.
6. The Company has appointed Mr. C.V. Kulkarni, Practicing Company Secretaries, as the Scrutinizer for conducting the voting process in a fair and transparent manner.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 18th August, 2015 to Saturday, 22nd August, 2015, (both days inclusive).
8. Members/Proxies/Authorised representative are requested to bring their attendance slip along with their copy of Annual Report to the Meeting. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Bigshare Services Pvt. Limited (R & T Agent) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to R & T Agent.
10. 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 electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Bigshare Services Pvt. Limited.
11. The documents referred to in the Notice / Explanatory Statement, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the AGM.
12. The Notice of the AGM alongwith Annual Report of 2014-15 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless a Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copy of the Annual Report is being sent by the permitted mode.
13. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management.
14. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or R & T Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
15. **Nomination facility:**
As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he / she may submit the same in Form No. SH-14. Members holding shares in physical form are requested to submit the forms to the Company. Members holding shares in electronic form must submit the forms to their respective Depository Participants.

16. **Updation of Members' Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company and Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

17. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.

18. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

19. NRI Members are requested to inform the Company immediately of:-

- (i) Change in their residential status and address in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- (ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

20. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the R & T Agent /Depositories.

21. **Voting options, process and manner of voting:**

Voting Options

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amended Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the 25th Annual General Meeting (AGM) with an option to vote:

- A. Voting through electronic means using the Central Depository Services Limited (CDSL) platform;
- B. Voting through Ballot;
- C. Voting at the AGM.

Shareholder can choose any one of the above options i.e. either through e-voting or by ballot or by voting at the AGM, to cast his vote. If a member casts votes by, by more than one modes, then voting done through e-voting shall prevail.

Voting Process

The Company has appointed Mr. C.V. Kulkarni, Practicing Company Secretaries, as the Scrutinizer for conducting the voting process in a fair and transparent manner.

The Company has fixed 17th August, 2015 as the '**Cut-off Date**'. The voting rights of the members shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. 17th August, 2015, only.

The Company has appointed Mr. C.V. Kulkarni, Practicing Company Secretaries, as the Scrutinizer for conducting the voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after conclusion of General Meeting, will not later than three days from the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit forthwith to the Chairman or person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.

Manner of Voting:

A. Voting through electronic means

The Company has provided e-voting facility to the members using the Central Depository Services Limited (**CDSL**) platform. All business to be transacted at the annual general meeting can be transacted through the electronic voting system.

The instructions for shareholders voting electronically are as under:

In case of members receiving e-mail:

- (i) Log on to e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form or Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (Serial No. on the Address sticker/Postal Ballot Form/Email) in the PAN field. • 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. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Date of Birth	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant of Pranavaditya Spinning Mills Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

• They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- (xviii) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details:

Mr. Wenceslaus Furtado

Deputy Manager, CDSL

17th Floor, PJ Towers, Dalal Street, Fort, Mumbai-400 001.

Email: wenceslausf@cdslindia.com, Tel: 022-22723333/8588

In case of members receiving the physical copy:

- (a) Please follow all steps from Sl. No.(i) to Sl. No. (xviii) above to cast vote.
(b) The e-voting period begins on 19th August 2015 at 9.00 a.m. and ends on 21st August 2015 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 17th August 2015, may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently

B. Voting through Ballot

The Company is providing the facility to vote by ballot to those shareholders, who do not have access to e-voting facility. Members have the option to request for a physical copy of Ballot Form by sending an e-mail to the Company Secretary at 'investors@pranavaditya.com' or the Scrutinizer at 'cvkulkarnics@gmail.com' by mentioning their Folio No./DP ID and Client ID No. However, the duly completed Ballot Forms should reach the Scrutinizer not later than Friday, 21st August, 2015 (5.00 p.m. IST). Ballot forms received after this date shall not be considered.

C. Voting at AGM:

The members who have not casted their votes either electronically or through Ballot Form, can exercise their voting rights at the AGM. The members who have already cast their vote through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013

Item No. 4

Ms. Preeti Sheth (DIN: 00202080) was appointed as an Additional Director in the category of Independent Directors on 11th November, 2014. The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing her candidature for the office of Director. Ms. Preeti Sheth is Director in four other Companies as under:

Sl. No.	Names of the Companies / bodies corporate/ firms/ association of individuals	Position
1.	Sheth Investment & Trading Company Private Limited	Director
2.	Manharlal M. Talakchand Exports Private Limited	Director
3.	Preeva Trading Company Private Limited	Director
4.	Cotex Trading Company Private Limited	Director

Ms. Preeti Sheth specialises in Textile designing and has been associated with family business for more than three decades. Ms. Sheth is president of the All India Exports' Chamber, Mumbai, and Member of committee of Administration of the Cotton Textiles Exports Promotion Council.

Directors are of the view that the Company would benefit from her rich experience in the Textile field and having her on Board as an Independent Director. Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item No. 4 of the Notice for appointment of Ms. Sheth as an Independent Director, not liable to retire by rotation.

Ms. Sheth has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act. Except Ms. Sheth, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

Details of directors seeking appointment / re-appointment at the forthcoming AGM of the Company pursuant to Clause 49 of the Listing Agreement

Name of the Director	Mr. Kamal Mitra	Ms. Preeti Sheth
DIN	01839261	00202080
Age	62 years	57 years
Date of Appointment on the Board	9 th September, 2007	11 th November, 2014
Brief Resume and nature of expertise in functional areas	Mr. Mitra has more than 35 years of experience in the Textile Industry. He has been associated with the Company since last 8 years. He is responsible for the entire manufacturing operations of the Company.	Ms. Sheth has been associated with family business for more than three decades. She has been associated with the Company since November last year as Independent Director. Ms. Sheth is president of the All India Exports' Chamber, Mumbai, and Member of committee of Administration of the Cotton Textiles Exports Promotion Council. The Company benefits from her rich experience in the Textile field.
Qualification	Bachelor Degree in Textile Engineering	Graduate in Business Management
Directorships held in other public Companies [excluding foreign and private Companies]	Indo Count Industries Limited	-
Memberships / Chairmanships of Committees of other Public Companies	Indo Count Industries Limited : Share Transfer Committee – Member	-
Number of shares held in the Company	10	-

Updation of email ID

Kindly ensure to update your fresh Email ID with the Company/Depositories if you have changed the same.



Pranavaditya Spinning Mills Limited

CIN: L17119PN1990PLC058139

Registered Office: Office No. 2, Plot No. 266, Village Alte, Kumbhoj Road,
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e-mail: investors@pranavaditya.com

Attendance Slip

25th Annual General Meeting

(To be handed over at the entrance of the Meeting hall)

I/We hereby record my/our presence at the 25th ANNUAL GENERAL MEETING of the Company, 22nd August, 2015 at 11:00 a.m. at Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, District Kolhapur – 416 109, Maharashtra.

Name of the Member (in BLOCK LETTERS) _____

DP ID : _____ Client ID : _____

Folio No. : _____ No. of Shares Held: _____

Name of the Proxy (in BLOCK LETTERS) _____
(To be filled in if the valid proxy has been duly lodged with the Company)

Signature of Member/Proxy _____



Pranavaditya Spinning Mills Limited

CIN: L17119PN1990PLC058139

Registered Office: Office No. 2, Plot No. 266, Village Alte, Kumbhoj Road,
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e-mail: investors@pranavaditya.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014 - Form No. MGT-11]

Name of the member (s) :

Registered address :

E-mail Id:

Client Id/ Regd. Folio No :

DP ID :

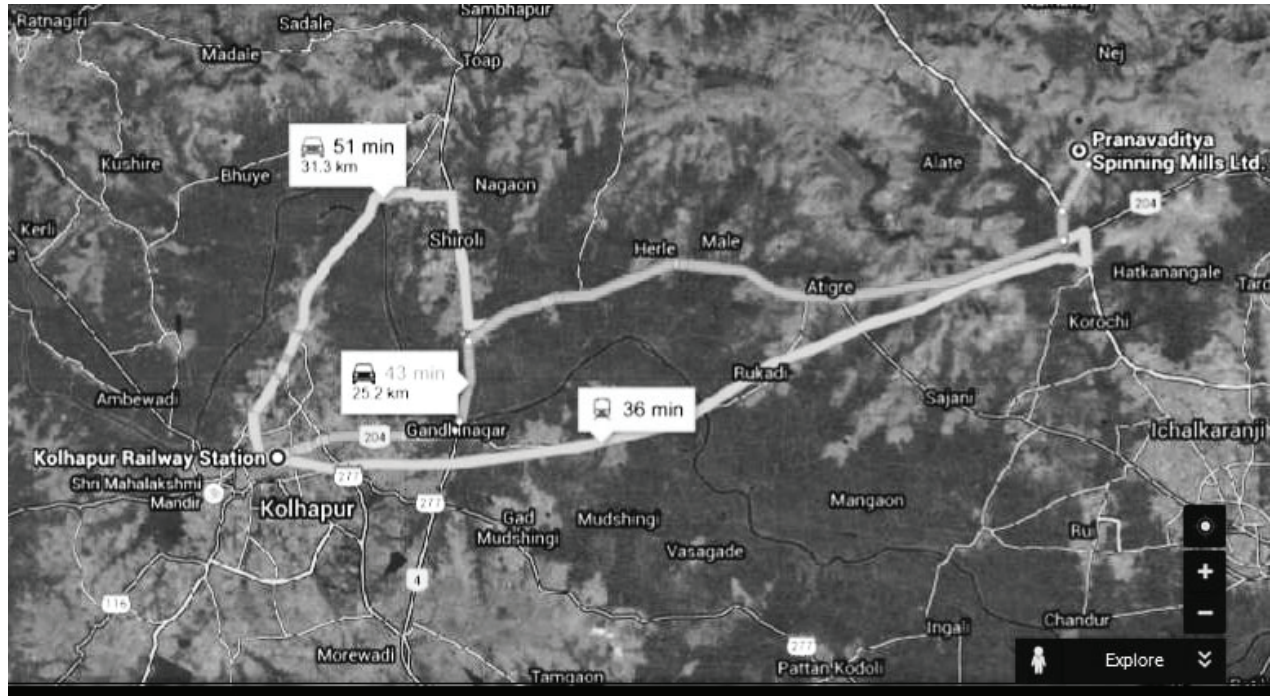
I/We, being the holder(s) ofshares of Pranavaditya Spinning Mills Limited hereby appoint

1. Name: Address :
E-mail Id:Signature:....., or failing him

2. Name: Address :
E-mail Id:Signature:....., or failing him

Please see overleaf

Route map to the venue



3. Name: Address :
 E-mail Id: Signature:....., or failing him
 as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual general meeting of the Company to be held on Saturday, 22nd August, 2015 at 11:00 a.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (optional see Note 2) Please mention No. of shares		
		For	Against	Abstain
Ordinary bussiness				
1.	Adoption of the Annual Financial Statements and Reports of the Company			
2.	Re-Appointment of Mr. Kamal Mitra as Director of the Company			
3.	Appointment of M/s. B. K. Shroff & Co. as Statutory Auditors			
Special bussiness				
4.	Appointment of Ms. Preeti Sheth as an Independent Director			

Signed this.....day of..... 2015

Signature of shareholder.....

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

Affix
15 paise
Revenue
Stamp

- Notes:**
1. This form, in order to be effective, should be duly stamped, completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 2. It is optional to indicate your preference. if you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.