



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) - 2483105; **Fax No:** (0230) - 2483275

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

NOTICE 27TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of Pranavaditya Spinning Mills Limited will be held on Monday, 21st August, 2017 at 11.00 a.m. at Hotel Vrishali Executive, Conference Hall, 1st Floor, 39 A/2, Tarabai Park, District Kolhapur – 416 003, Maharashtra to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the 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, offers himself for re-appointment.
3. **To appoint Statutory Auditors of the Company and fix their remuneration**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), M/s. Suresh Kumar Mittal & Co, Chartered Accountants (Firm Registration No. 500063N), be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors, M/s. B. K. Shroff & Co., Chartered Accountants for a term of five years to hold office from the conclusion of 27th Annual General Meeting till the conclusion of the 32nd Annual General Meeting, subject to ratification by the members at every Annual General Meeting at such remuneration plus applicable taxes and out of pocket expenses as may be decided by the Board of Directors of the Company based on the recommendation of Audit Committee.”

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, whereby a document may be served on any member by the Company by sending it to him/her by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member, fees in advance equivalent to the estimated actual expenses of delivery of the document(s), pursuant to any request made by the member for delivery of such document(s) to him/her, through a particular mode of services mentioned above provided such request along with requisite fees has been duly received by the Company at least one week in advance of the dispatch of documents by the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the aforesaid matter.”

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

**Amruta Avasare
Company Secretary**

Date : 11th May, 2017
Place : Mumbai

PRANAVADITYA SPINNING MILLS LIMITED

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the Business under Item Nos. 3 and 4 of the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 19th August, 2017 to Monday, 21st August, 2017 (both days inclusive) in connection with the Annual General Meeting.
4. 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 under Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote at the Annual General Meeting.
5. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard – 2 on General Meetings, relevant details of the Director seeking re-appointment are provided in the Annexure to this Notice.
6. 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 Form SH -13 to the Registrar and Transfer Agent of the Company. Members holding shares in demat form may contact their respective Depository Participant ("DP") for recording of nomination.
7. In case of joint members attending the Annual General Meeting ("AGM"), 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, in case first holder has not done e-voting.
8. Members holding shares:
 - a) in electronic/demat form are advised to inform the particulars of their bank account, change of address and E-mail address to their respective Depository Participant ("DP") only. The Company or its Registrar and Share Transfer Agent ('RTA') i.e. Bigshare Services Private Limited 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 address to the RTA.
9. Members, whether holding shares in electronic/physical mode, are requested to quote their DP ID & Client ID or Folio No. for all correspondence with the Company / RTA.
10. 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.
11. To support green initiative and to disseminate all the communications promptly, members who have not registered their E-mail address are requested to register the same with the DP / RTA in respect of shares held in electronic/physical mode respectively for receiving all the communications including Annual Reports, Notices, etc, by email. Email addresses made available by the DP/RTA will be treated as registered email address for serving notices/documents.

12. Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of folios and send relevant original share certificates to the Company's RTA for doing the needful.
13. 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 their PAN to their respective DP. Members holding shares in physical form are requested to submit their PAN details to the Company / RTA.
14. Members are requested to note that in case of transfer of shares held in physical form, submission of self-attested photocopy of PAN card of the transferee(s) as well as transferor(s) is mandatory along with the Transfer Deed(s) and Original Share Certificate(s) at the time of lodgement of transfer of shares.
15. Members holding equity shares of the Company in physical form are requested to dematerialize the same at the earliest.
16. Electronic copy of the Annual Report for Financial Year 2016-17 and Notice of the 27th AGM of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email addresses are registered with the Company/DP for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for Financial Year 2016-17 and Notice of the 27th AGM of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through permitted mode. The Notice of 27th AGM and Annual Report for FY 2016-17 will be available on website of Company www.pranavaditya.com.
17. Copies of any documents referred to in the Notice and Explanatory Statement are available for inspection at the Registered Office of the Company on all days except Saturdays, Sundays or Public holidays between 2.00 p.m. to 4.00 p.m upto the date of the AGM and also at the AGM.
18. Route Map to reach the venue of the 27th AGM is given at the end of this Notice.

E-voting:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Securities and 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 National Securities Depository Limited ("NSDL") for all members of the Company to enable them to cast their votes electronically, on all resolutions mentioned in the Notice of the 27th Annual General Meeting ("AGM") of the Company.

General Instructions:

- a) It is clarified that it is not mandatory for a member to cast vote using e-voting facility. The facility for voting, through poll paper shall also be made available at the venue of the 27th AGM. The members attending the AGM, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.
- b) The voting rights of members shall be in proportion to the shares held by them, of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 14th August, 2017.
- c) The remote e-voting period begins on Thursday, 17th August, 2017 at 9.00 a.m. (IST) and ends on Sunday, 20th August, 2017 at 5.00 p.m. (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 14th August, 2017 may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting after 5.00 p.m. (IST) on Sunday, 20th August, 2017.
- d) Mr. Shrenik Nagaonkar, Partner of M/s. PPS & Associates, Practicing Company Secretaries (Membership No.: F7067; CP No: 11682), has been appointed as a Scrutinizer to scrutinize the remote e-voting process and voting through poll paper at the venue of AGM in a fair and transparent manner.
- e) The Scrutinizer shall submit his consolidated report to the Chairman within 48 hours from the conclusion of the AGM.
- f) The result declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.pranavaditya.com and on the website of NSDL and shall simultaneously be communicated to BSE Limited.

Process and manner for members opting to vote through remote e-voting:

- A. Members whose email address is registered with the Company/Depository Participants(s) shall receive an email from NSDL. Following steps shall be followed for remote e-voting:
- (i) Open email and open PDF file viz; "Pranavaditya.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that this password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Pranavaditya.pdf". Such shareholders shall use their existing password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on "Shareholder – Login"
 - (iv) Put your user ID and password as initial password/PIN noted in step (i) above . Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting will open. Click on remote e-voting: "Active Voting Cycles:".
 - (vii) Select "EVEN" (Electronic Voting Event Number) of "Pranavaditya Spinning Mills Limited".
 - (viii) Now you are ready for remote e-voting as "Cast Vote page" opens.
 - (ix) On the voting page, cast your vote by selecting an appropriate option "For or Against" and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to shrenik.nagaonkar@ppscs.in with a copy marked to evoting@nsdl.co.in
- B. For members whose email addresses are not registered with the Company/Depository Participants(s) or requesting physical copy shall receive physical copy of notice :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the 27th AGM :

EVEN (Electronic Voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) above, to cast vote.
- C. Members who are already registered with NSDL for remote e-voting can use their existing user ID and password/PIN for casting their vote. However, if you have forgotten your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800-222-990
- Note: In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID+Client ID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- D. Members can also update their mobile number and e-mail address in the user profile details of the folio which may be used for sending future communication(s).
- E. 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. 14th August, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investors@pranavaditya.com.
- F. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for members available at the "Downloads Section" of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Though not mandatory, this statement is provided for reference.

M/s. B. K. Shroff & Co, Chartered Accountants (Firm Registration No. 302166E) were appointed as the Statutory Auditors of the Company from the conclusion of the 24th Annual General Meeting ("AGM") held on 23rd August, 2014 till the conclusion of the 27th AGM. In terms of said appointment, M/s. B. K. Shroff & Co. retire as Statutory Auditors of the Company at the conclusion of this Annual General Meeting.

As per the provisions of Section 139 of the Companies Act, 2013 ("the Act"), no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. A transit period of three years from the date of commencement of the Act was given to comply with this requirement.

In view of the above provisions and pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on 11th May, 2017 proposed the appointment of M/s. Suresh Kumar Mittal & Co, Chartered Accountants (Firm Registration No. 500063N) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this 27th AGM till the conclusion of the 32nd AGM of the Company, subject to ratification by members at every AGM.

M/s. Suresh Kumar Mittal & Co, Chartered Accountants, have consented to their appointment as the Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with the provisions of Section 139 read with Section 141 of the Act.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the resolution set forth in Item No. 3 of the Notice for approval of the members of the Company.

ITEM NO. 4

As per the provisions of Section 20 of the Companies Act, 2013, a member may request for any document through a particular mode of service, for which the member shall pay such fees as may be determined by the Company in Annual General Meeting. Since the cost of providing documents may vary according to the mode of service, weight and destination etc, it is proposed that the Company shall charge fees in advance from the member equivalent to the estimated actual expenses of delivery of documents, in case any member has requested for delivery of document by particular mode of service.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 of the Notice for approval of the members of the Company as a Special Resolution.

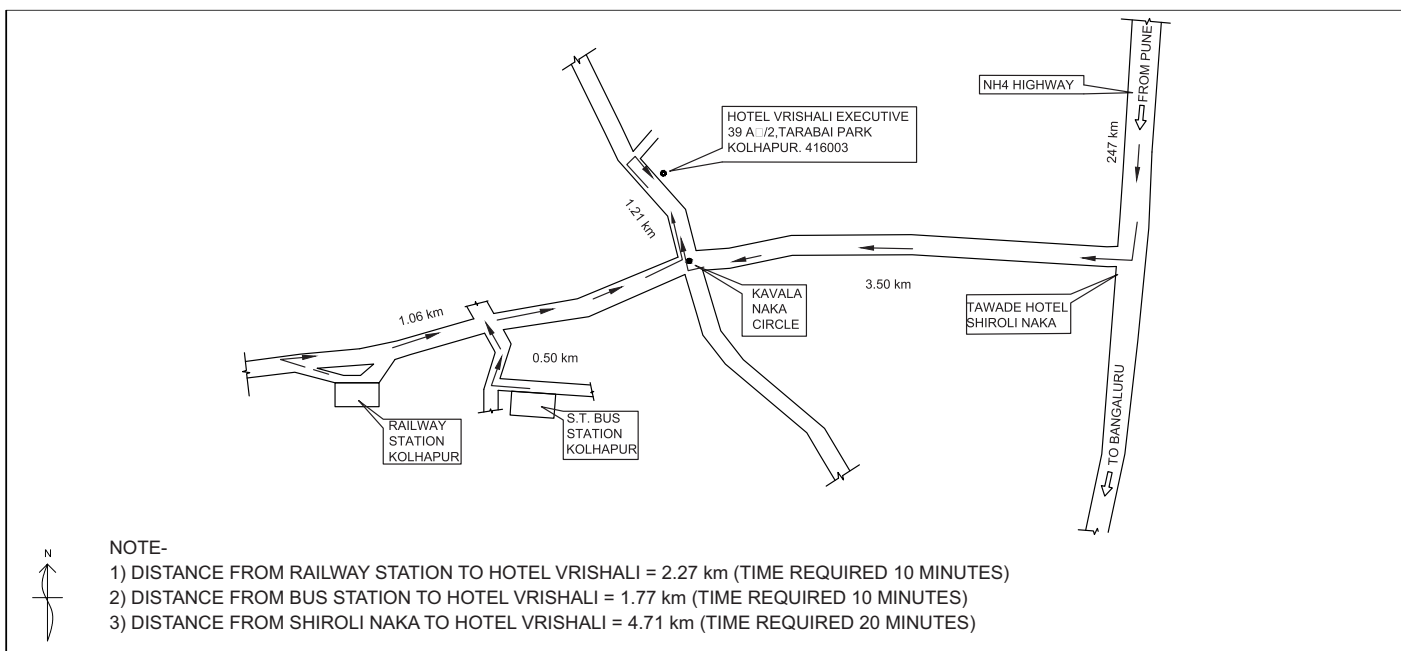
Annexure to AGM Notice

Information as required under Regulation 36(3) of Listing Regulations and Secretarial Standard – 2 on General Meetings about Mr. Kamal Mitra, Director liable to retire by rotation and recommended for the re-appointment

Name of the Director	Mr. Kamal Mitra
Age	64 years
Director Identification Number (DIN)	01839261
Category	Non-Executive & Non-Independent
Date of first appointment on the Board	29.09.2007
Qualifications, Brief Resume and nature of expertise in functional area	Mr. Kamal Mitra, holds a Bachelor Degree in Textile Engineering and has more than 35 years of experience in the Textile Industry.
Terms and conditions of re-appointment	Mr. Kamal Mitra is a Non-Executive and Non-Independent Director, liable to retire by rotation.
Details of remuneration sought to be paid and remuneration last drawn	Mr. Kamal Mitra will continue to receive sitting fees of ₹ 5000/- for attending meeting of the Board and Committees of the Company. During the Financial Year 2016-17, sitting fees of ₹ 55,000/-, was paid to Mr. Kamal Mitra for attending Board and Committee meetings of the Company. Except sitting fees, Mr. Kamal Mitra do not draw any remuneration from the Company.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No Inter-se relationship with any other Director or Key Managerial Personnel of the Company. The Company does not have a Manager.
Number of Board Meetings attended during the year	During the year 2016-17, Five (5) Board meetings were held and Mr. Kamal Mitra attended all the meetings.
Directorships held in other public Companies, including listed Companies [excluding foreign and private Companies]	Indo Count Industries Limited
Memberships / Chairmanships of Audit and Stakeholders Relationship Committees of other Public Companies	NIL
Number of shares held in the Company as on 31st March, 2017	10 Equity Shares of ₹ 10/- each

Route Map to the 27th AGM Venue

Venue: Hotel Vrishali Executive, Conference Hall, 1st Floor, 39A/2, Tarabai Park, District Kolhapur – 416 003, Maharashtra





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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:

Regd. Folio No / DP ID - Client 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 27th Annual General Meeting of the Company to be held on Monday, 21st August, 2017 at 11.00 a.m. at Hotel Vrishali Executive, Conference Hall, 1st Floor, 39 A/2, Tarabai Park, District Kolhapur – 416 003, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	For*	Against*
	Ordinary Business		
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March, 2017 together with the 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 at this Annual General Meeting and being eligible has offered himself for re-appointment		
3	To appoint Statutory Auditors of the Company in place of Retiring Auditors and fix their remuneration		
	Special Business		
4	To determine charges for service of documents in a particular mode to the members on their request		

*Optional

Signed this day of 2017

Affix Revenue Stamp ₹ 1/-

.....
Signature of Member

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

Note: This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting i.e before 11.00 a.m. on 19th August, 2017.



PRANAVADIYA SPINNING MILLS LIMITED

CIN: L17119PN1990PLC058139

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Tel No: (0230) - 2483105; **Fax No:** (0230) - 2483275

Website: www.pranavadiya.com; **Email:** investors@pranavadiya.com

ATTENDANCE SLIP

27th Annual General Meeting on Monday, 21st August, 2017 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 27th Annual General Meeting of the Company held on Monday, 21st August, 2017 at 11.00 a.m. at Hotel Vrishali Executive, Conference Hall, 1st Floor, 39A/2, Tarabai Park, District Kolhapur – 416 003, Maharashtra.

Name of the Member / Proxy

Signature of Member / Proxy

Notes :

1. Only Member/Proxyholder can attend at the meeting.
2. Please fill up the details in this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.

Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	USER ID	Password / PIN

Please read the instructions on e-voting printed in the Notice of 27th Annual General Meeting. The Voting Period starts from 9.00 a.m. (IST) on Thursday, 17th August, 2017 and ends at 5.00 p.m. (IST) on Sunday, 20th August, 2017. The voting module shall be disabled by NSDL for voting thereafter.