

PASUPATI SPG & WVG MILLS LTD NOTICE

NOTICE IS HEREBY GIVEN THAT THE 35th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD AT THE REGISTERED OFFICE & WORKS OF THE COMPANY AT VILLAGE KAPRIWAS (DHARUHERA), DISTT. REWARI, HARYANA ON TUESDAY 29TH SEPTEMBER, 2015 AT 10.00 A.M TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditor thereon.
2. To appoint directors in place of Mrs. Vrinda Jain, who retires by rotation and being eligible, offers herself for reappointment.
3. Ratification of Appointment of Statutory Auditors: To consider and if thought fit, to pass with or without modifications, 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 and the Rules framed thereunder, as amended from time to time, the company hereby ratifies the appointment of M/s B.K. Shroff & Co, Chartered Accountants (Firm Registration No. 302166E)as the statutory auditors of the company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next AGM of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

ITEM-4

To approve the remuneration of the cost auditors for the financial year ending March 31, 2016 and in this regard 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 Section 148 the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2015 and Companies (Cost Records and Audit) Rules, 2015 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force}, the Company hereby ratifies the remuneration of `Rs.60,000/- plus service tax and actual out-of-pocket expenses payable to M/s. Avtar Singh & Co., Cost Accountants, who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2015-16.”

ITEM-5

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

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions and rules of the Companies Act, 2013, (including any statutory

modification(s) or re-enactment thereof for the time being in force) and Clause 49 of Listing agreement, the consent of the company, be and is hereby accorded to the related party contracts/transactions proposed to be entered between the company and M/s Shivani Textiles Ltd, a Public Ltd Company in which Shri Ramesh Kumar Jain, Mrs. Vrinda Jain and Shri Vidit Jain, Directors of the company, are holding more than 2% paid up share capital along with their relatives as per details given below: -

Nature of Contract	Amount (Lacs) Per Year	Name of Party in which Directors are interested
Purchase of died fabric	Rs. 200	Shivani Textiles Ltd
Sales of grey fabric	Rs. 200	Shivani Textiles Ltd
Job Work charges	Rs. 500	Shivani Textiles Ltd
Vehicle Hire Charges being paid to Shivani Textiles Ltd.	Rs. 10	Shivani Textiles Ltd

RESOLVED FUTHER THAT all the transactions as stated aforesaid shall be done at best competitive market prices.

RESOLVED FURTHER THAT pursuant to provisions of Section 188 and other applicable provisions and rules of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of Listing agreement, the consent of the company, be and is hereby accorded to the lease agreement(s) up to the value of Rs. 12,00,000/- per year, which may be entered by the company with any Director(s) or relatives of directors of the company or with any other Related Party / Parties”

ITEM-6

Creation of charges:- To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-

“RESOLVED that in supersession of earlier Resolutions passed at the previous Annual General Meeting of the Company in terms of Section 293 1(a) of the Companies Act, 1956 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with the power to take over the management and concern of the Company in certain events, to or in favour of all or any of the financial institutions/banks/insurance companies/other investing agencies/trustees for holders of debentures/bonds/other instruments which may be issued to and subscribed by all or any of the financial institutions/banks/insurance companies/other investing agencies or any other person(s)/bodies corporate by way of private placement or otherwise to secure Rupee/foreign currency loans, debentures, bonds or other instruments (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon at the respective agreed rates, additional interest, compound

interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the aforesaid parties or any of them under the Agreements/Arrangements entered into/ to be entered into by the Company in respect of the said Loans, shall not at any time exceed the limit of 200 crore (Rupees Two Hundred crore).

RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

ITEM-7

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Vinod Katyal as Whole Time Director of the Company for a period of five years w.e.f. **14th August** , 2015 up to **13th August** , 2020 (both days inclusive) liable to retire by rotation on the terms and conditions and remuneration set out hereunder:

Remuneration

- 1 Basic Salary at the scale of:- Rs.100,000-10000-150,000
- 2 Perquisites :-
 - i) Accommodation shall be provided by the company.
 - ii) Expenses pertaining to electricity and water charges of his residence will be borne/ reimbursed by the Company.
 - iii) Conveyance facilities: Company's car and driver for official use.
 - iv) Communication facilities:- Company shall provide mobile phone to Whole Time Director and his mobile bills will be borne by the Company.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profits for any financial year, the aforesaid remuneration payable to Mr. Vinod Katyal shall be the minimum remuneration payable to him in terms of the applicable provisions of Schedule V to the Companies Act,2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this resolution and also to revise the remuneration of Mr. Vinod Katyal within the limits stipulated in the Companies Act, 2013"

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
("the Act")

THE FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS MENTIONED IN THE ACCOMPANYING NOTICE:

ITEM-4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Avtar Singh & Co., Cost Accountants as Cost Auditor(s) of the Company for the year 2015-16. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2015, the remuneration payable to the Cost Auditor(s) has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the Directors / Key Managerial Personnel of the Company / 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 Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM 5

The Special Resolution as set out in item no 5 relates to approval of material related party transactions by members as required under Sec 188 of the Act and clause 49 of the listing agreement. As per clause 49 of listing agreement related party transaction said to be material if such transaction(s) to be entered into individually or taken together during a financial year exceeds ten percent of the annual turnover as per the previous audited financial statements of the company. Board of directors is expecting that in coming years transactions with Shivani Textiles Ltd (In which Mr. Ramesh Kumar Jain , Mrs. Vrinda Jain and Mr. Vidit Jain, Directors of the company, along with their relatives are holding more than 2% paid up share capital) , Mrs. Vrinda Jain (Director) , Mrs. Vandita Jain (Relative of Mr. Vidit Jain, Mrs. Vrinda Jain and Mr. Ramesh Kumar Jain) and with other Related Parties , may exceed ten percent of the annual turnover of the previous audited financial statements of the company. Hence, Board of Directors recommends the passing of the resolution at Item No- 5 of the Notice as special resolution.

Save and except Mr. Vidit Jain, Mrs. Vrinda Jain and Mr. Ramesh Kumar Jain (alongwith their relatives) , none of the other Director(s) / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM-6

The Members of the Company, at the Annual General Meeting held on 30th September , 1996, had accorded their approval by way of an Ordinary Resolution in terms of Sec 293 1(a) of the companies act 1956 to create charge/mortgage/hypothecation on the Company's assets, both present and future, in favour of the lenders/banks/trustees for the holders of debentures/bonds, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business) up to a limit of Rs. 200 Crores. Under the provisions of Section 180(1)(a) of the Companies Act 2013, the above powers now can be exercised by the Board only with the consent of the Members obtained by a Special Resolution .

Hence, Board of Directors recommends the passing of the resolution at Item No- 6 of the Notice as special resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

ITEM-7

The Board of Directors of the Company (the 'Board'), at its meeting held on 14-8-2015, appointed Mr. Vinod Katyal as Additional Director w.e.f. 14-8-2015. In terms of the provisions of Section 161(1) of the Act, Mr. Vinod Katyal would hold office up to the date of the ensuing Annual General Meeting. Now, it is proposed to seek the members' approval for the appointment of Mr. Vinod Katyal as Executive Director of the company for a period of 5 (five) years i.e. w.e.f. 14-8-2015 at the remuneration recommended by Nomination and Remuneration Committee and approved by the Board. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. A notice u/s 160 of the Companies Act, 2013 has been received from a member proposing Mr. Vinod Katyal as a candidate for the office of Whole Time Director of the Company.

Brief resume of Mr. Vinod Katyal, nature of his expertise in specific functional areas, names of companies in which he is holding directorships and memberships/chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Mr. Vinod Katyal is interested in the resolution set out at Item No. 7 of the Notice, which pertains to his appointment and payment of remuneration.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholder

REGISTERED OFFICE

Village Kapriwas
(Dharuhera), Distt. Rewari,
HARYANA

DATED: **14-8-2015**

BY ORDER OF THE BOARD
For PASUPATI SPG & WVG MILLS LTD.

REKHA SHARMA
COMPANY SECRETARY
(Membership No:-14021)

NOTES :

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 4 ,5 , 6 and 7 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors are also annexed.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself 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 meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. 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. 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.
3. Corporate members intending to send their authorised representative(s) to attend the Annual General Meeting are requested to send certified copy of the Board Resolution authorising such representative (s) to attend and vote on their behalf.
4. The Register of Members and Transfer Books of the Company will be closed from 22nd September, 2015 to 29th September, 2015, both days inclusive.
5. Copies of relevant documents can be inspected at the Registered Office of the Company on all working days from Monday to Friday during business hours up to date of meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. In terms of Section 72 of the Companies Act, 2013, the shareholders of the company may nominate a person on whom the shares held by him/her/them, shall vest in the event of his/her/their death. Shareholders desirous of availing this facility may submit nomination in Form SH-13.
8. Members are requested to update their valid email id with company's RTA or same can be done by sending a email at the company's investors email id:- rekhasharma@pasupatitextiles.com.
9. Members who hold shares in de-materialised form are requested to bring their client ID and DP ID numbers for facilitating identification for attendance at the meeting.

10. Members and Proxies are requested to produce the Attendance slip duly signed, at the entrance of the meeting venue.
11. The Ministry of Corporate Affairs (MCA) has vide its circular dated 29-4-2011 stated that service of notice/documents including Annual Report to the members can be made e-mail. To support this green initiative of MCA, members who have not yet registered their e-mail addresses are requested to do so (i) in respect of the electronic holdings through their concerned depository participants and (ii) in respect of physical holdings to Skyline Financial Services Pvt. Ltd (RTA).
12. Members may also note that the Notice of the 35th Annual General Meeting and Annual Report, for the year 2014-15 will also be available on the Company's website www.pasupatitextiles.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered office and New Delhi office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send request to the Company's investor email id: rekhasharma@pasupatitextiles.com.
13. In compliance of BIFR order dated 13.02.2012, the company has sent cheques to all the debenture holders towards full and final settlement of their dues. In case non-receipt of cheques by any debenture holder(s), they may please contact the company at the following address:

Pasupati Spinning & Weaving Mills Ltd
1501, Nirmal Tower
26, Barakhamba Road
New Delhi-110001
Phone: 011-47632200
e-mail: ajay.monga@pasupatitextiles.com; rekhasharma@pasupatitextiles.com

In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):

1. Open the e-mail and also open PDF file namely "SPG e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
2. Open the internet browser and type the following URL:
<https://www.evoting.nsdl.com>.
3. Click on Shareholder – Login.

4. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
5. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
6. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
7. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
8. Select "EVEN" (E-Voting Event Number) of Pasupati Spg. & Wvg. Mills Ltd. Now you are ready for e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
12. 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 shreyanshpjain@gmail.com with a copy marked to evoting@nsdl.co.in.
13. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

1. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
2. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. Other Instructions:

1. The e-voting period commences on **26th September, 2015 (9.00 a.m. IST) and ends on 28th September, 2015 (5 P.M).** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **of 18-9-2015**, may cast their vote electronically. The e-voting module

shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

2. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 18-9-2015.
3. Mr. Shreyansh Pratap Jain Practicing Company Secretary (C.P. No 9515, Membership No.25359) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
4. The Scrutinizer shall, after the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
5. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Shreyansh Pratap Jain ,Practicing Company Secretary, at the Registered Office of the Company not later than **28th September, 2015 (5.00 p.m. IST)**. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to rekhasharma@pasupatitextiles.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than **28th September, 2015 (5.00 p.m. IST)**. Ballot Form received after this date will be treated as invalid.
6. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
7. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pasupatitextiles.com and on the website of NSDL www.evoting.nsdl.com on **29th September, 2015** and communicated to the BSE Limited and DSE, where the shares of the Company are listed.

ANNEXURE

PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED:

NAME OF THE DIRECTOR	MRS. VRINDA JAIN	MR. VINOD KATYAL
Date of Birth	19.06.1959	8-12-1955
Date of Appointment	1-7-2014	14-08-2015
Qualification	Graduate	B.Tech (Textiles Technology)
Expertise in specific functional areas	Experience of 20 Years in Textiles Designing.	34 years in Textile Industry
Remuneration	Nil	As set out in the Resolution
Name of the other Companies in which he/she holds Directorship	Shailja Investments Ltd. Pasupati Olefin Ltd. Sulabh Impex Ltd. Sunsung Marketing Pvt. Ltd.	Nil
Memberships/ Chairmanships of committees of other companies	Nil	Nil
Number of shares held in the Company	714052	Nil