

**PASUPATI SPG & WVG MILLS LTD**  
**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 34<sup>th</sup> 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 MONDAY 29<sup>TH</sup> SEPTEMBER, 2014 AT 10.00 A.M TO TRANSACT THE FOLLOWING BUSINESS:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited balance sheet as at 31<sup>st</sup> March 2014 and profit & loss statement for the year ended on that date and the reports of directors and auditors thereon.
2. To appoint directors in place of Mr. Vidit Jain, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint auditors and fix their remuneration 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s B.K. Shroff & Co, Chartered Accountants (Firm Registration No. 302166E), be and is hereby re-appointed as the Auditors of the company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the thirty sixth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS**

**ITEM-4**

**To appoint Mrs. Vrinda Jain (Din: -06641054 ) as director of the company 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 the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs.Vrinda Jain (DIN:06641504), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as Director of the Company, liable to retire by rotation.”

**ITEM-5**

**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 re-appointment of Mr. Vidit Jain as Whole Time Director of the Company for a period of five years w.e.f. 1-4-2015 up to March 31, 2020 (both days inclusive).

**RESOLVED FURTHER THAT** Mr. Vidit Jain being paid remuneration as set out hereunder w.e.f. 1.4.2014 to March 31, 2020 (both days inclusive).

a) Basic Salary at the scale of:- Rs. 70000-10000-120000.

b) Perquisites:-

i) Expenses pertaining to electricity, gas and water charges of his residence will be borne/reimbursed by the Company.

ii) Medical Expenses:- All expenses on Medical including hospitalization, diagnostic checks, periodic health checks will be borne by the Company at actual.

iii) Personal Accident Insurance:-Reimbursement of personal accident insurance premium subject to a maximum of Rs. 15,000 per annum.

iv) Conveyance facilities:- Company's car and driver for official use.

v) Communication facilities:-Company shall provide telephone, telefax and other communication facilities at the Whole Time Director's residence. The mobile bills of the Whole Time Director will be borne by the Company.

vi) Club Fees: Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

vii) Leave Travel Concession:-Two journeys in a block of four years alongwith his family members on actual basis.

viii) Terminal Benefits:

(a) Company's contribution to provident fund at the applicable rates.

(b) Gratuity in accordance with the rules of the Company.

(c) Encashment of leave at the end of the tenure as per Company's rules.

**RESOLVED FURTHER THAT** in the event of there being loss or inadequacy of profits for any financial year, the aforesaid remuneration payable to Mr. Vidit Jain 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 ceiling on remuneration shall not include the terminal benefits.

**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. Vidit Jain within the limits stipulated in the Companies Act, 2013”

#### **ITEM-6**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a ordinary 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. Ram Karan Bhardwaj as Whole Time Director of the Company for a period of five years w.e.f. 1<sup>st</sup> August, 2014 up to July 31, 2019 (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. Ram Karan Bhardwaj 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. Ram Karan Bhardwaj within the limits stipulated in the Companies Act, 2013”

### **ITEM-7**

**To appoint Mr. Praveen Paliwal (Din: 02529141) as an independent director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and **Clause 49 of the Listing Agreement**, Mr. Praveen Paliwal be and is hereby re-appointed as Independent Director of the company for a period of 5 (Five) consecutive years **with effect** from September 11, 2014 up to September 10, 2019. (both days inclusive)”

### **ITEM-8**

**To appoint Mr. Ghanshyam Das Gupta (Din: 03599365 ) as an independent director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and **Clause 49 of the Listing Agreement**, Mr. Ghanshyam Das Gupta be and is hereby appointed as Independent Director of the company for a period of 5 (Five) consecutive years **with effect** from 11<sup>th</sup> September , 2014 up to September 10, 2019 (both days inclusive)”

**ITEM-9**

**To appoint Mr. Ashwani Kumar Rathore (Din: 01347415) as an independent director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and **Clause 49 of the Listing Agreement**, Mr. Ashwani Kumar Rathore be and is hereby appointed as Independent Director of the company for a period of 5 (Five) consecutive years **with effect** from 11<sup>th</sup> September , 2014 up to September 10, 2019 (both days inclusive)”

**ITEM-10**

**To appoint Mr. Anil Gupta (Din: 00283431) as an independent director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and **Clause 49 of the Listing Agreement**, Mr. Anil Gupta who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as Independent Director of the company for a period of 5 (Five) consecutive years **with effect** from 1st July , 2014 up to June 30, 2019 (both days inclusive)”

**ITEM-11**

**To approve the remuneration of the cost auditors for the financial year ending March 31, 2015 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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to

time, 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 2014-15.”

#### **ITEM-12**

**To adopt new set of Articles of Association of the company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to these resolutions.”

#### **ITEM-13**

**To adopt new set of Memorandum of Association of the company containing regulations in conformity with the companies act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a special resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the amended set of Memorandum of Association submitted to this meeting be and are hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to these resolutions.”

#### **ITEM-14**

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

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members at the Annual General Meeting of the Company held on 30th September ,1996 in terms of provisions of Companies Act, 1956, consent of the Company be and is hereby accorded pursuant to Section 180 (1) (c) of the Companies Act, 2013 and any other applicable provisions thereof (including any statutory modification(s) or re-enactment(s) thereof and any rules thereunder for the time being in force), to the Board of Directors of the Company for borrowing, from time to time, as they may think fit,

any sum or sums of money which, together with the moneys already borrowed by the Company (apart from temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the aggregate of the moneys borrowed and to be borrowed and outstanding at any time shall not exceed Rs. 200.00 Crores (Rupees two hundred Crores only).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this Resolution."

**ITEM-15**

**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 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
Purchases	Rs. 125	Shivani Textiles Ltd
Sales	Rs. 125	Shivani Textiles Ltd
Job Work	Rs. 350	Shivani Textiles Ltd
Vehicle Hire Charges being paid to Shivani Textiles Ltd.	Rs.8.50	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 Mrs. Vrinda Jain (Director and Relative of Mr. Vidit Jain and Mr. Ramesh Kumar Jain), Mrs. Vandita Jain (Relative of Mr. Vidit Jain, Ramesh Kumar Jain & Mrs. Vrinda Jain) or with any other Related Party / Parties"

**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**

As per the provisions of Section 149(1) of the Act and amended Clause 49 of the Listing Agreement, the Company should have at least one woman director.

Keeping in view the above legal requirements, the Board of Directors appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company Mrs. Vrinda Jain as an Additional Director of the Company with effect from 1<sup>st</sup> July 2014. In terms of the provisions of Section 161(1) of the Act, Mrs. Vrinda Jain would hold office up to the date of the ensuing Annual General Meeting.

A notice has been received from a member proposing Mrs. Vrinda Jain as a candidate for the office of Director of the Company.

Mrs. Vrinda Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. She holds 714052 (7.65% ) equity shares in the Company.

Brief resume of Mrs. Vrinda Jain, nature of her expertise in specific functional areas, names of companies in which she 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.

None of the Directors **except** Mr. Vidit Jain, Mr. Ramesh Kumar Jain and Mrs. Vrinda Jain (Alongwith Their Relatives) / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolutions set out at Item No 4 of the Notice for approval by the shareholders.

**ITEM--5**

The Board of Directors of the Company (the 'Board'), at its meeting held on May, 27 2014, has, subject to the approval of members, re-appointed Mr. Vidit Jain as Whole Time Director, for a period of 5 (five) years from the expiry of his present term, (which is expiring on March 31, 2015), at the remuneration recommended by Nomination and Remuneration Committee of the Board and approved by the Board. It is proposed to seek the members' approval for the re-appointment and payment of remuneration to Mr. Vidit Jain as Whole Time Director on the terms as set out in resolution. Mr. Vidit Jain satisfy all the conditions as set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Brief resume of Mr. Vidit Jain , 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.

Save and except Mr. Vidit Jain, Mrs. Vrinda Jain and Mr. Ramesh Kumar Jain (Alongwith Their Relatives) none of the other 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. 5 of the Notice, which pertains to his re-appointment and payment of remuneration

The Board recommends the Ordinary Resolution set out at Item Nos. 5 of the Notice for approval by the shareholders.

#### **ITEM -6**

The Board of Directors of the Company (the 'Board'), at its meeting held on May, 27 2014, appointed Mr. Ram Karan Bhardwaj as Additional Director w.e.f. 1-8-2014. In terms of the provisions of Section 161(1) of the Act, Mr. Ram Karan Bhardwaj 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. Ram Karan Bhardwaj as Executive Director of the company for a period of 5 (five) years i.e. w.e.f. 1-7-2014 at the remuneration recommended by Nomination and Remuneration Committee of the Board 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. Ram Karan Bhardwaj as a candidate for the office of Whole Time Director of the Company.

Brief resume of Mr. Ram Karan Bhardwaj, 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. Ram Karan Bhardwaj is interested in the resolution set out at Item No. 6 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 Nos. 6 of the Notice for approval by the shareholder

#### **ITEM-7**

Mr. Praveen Paliwal was appointed as an Independent Director with effect from 18-05-2009. As per Section 149 (10) & (11) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of the Company and as per explanation to Sub Sections 10 and 11 of Section 149 of the Act, any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term under those Sub Sections. As per revised Clause 49 II (B) (3) of the Listing Agreement pursuant to SEBI circular dated April 17, 2014 (effective from October 1, 2014), a person who has served as an Independent Director for five years or more in a Company as on October 1, 2014 shall be eligible for appointment on completion of present term for one more term of up to five years only with the approval of members by means of special resolution. As Mr. Praveen Paliwal has completed his 5 year term now Board of directors recommends his appointment for another term of five years. The Company has received declarations from Mr. Praveen Paliwal that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board Mr. Praveen Paliwal fulfill the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement. Brief resume of Mr. Praveen Paliwal independent director, nature of his expertise in specific functional



areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. A notice has been received from a member proposing Mr. Praveen Paliwal as a candidate for the office of Independent Director of the Company. In terms of provision of Section 149(13) of the Act, Mr. Praveen Paliwal shall not be liable to retire by rotation. Copy of the draft letter for appointment of Mr. Praveen Paliwal setting out the terms and conditions of his appointment is available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Praveen Paliwal as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Praveen Paliwal as an Independent Director, for the approval by the shareholders of the Company

**None of the Directors except** Mr. Praveen Paliwal / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

#### **ITEM NO 8, 9 & 10**

**In compliance** with the provisions of section 149 of the Act, and Clause 49 of the listing agreement, the appointment or reappointment of Independent Directors is now being placed before the Members for their approval. Keeping in view the legal requirements, the Board of Directors recommends the Resolutions as set out at Item No 8, 9 & 10 of the Notice for approval by the shareholders. The Company has also received declarations from all proposed appointees that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board all the proposed appointee(s) fulfills the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement

Brief resume of Mr. Ghanshyam Das Gupta, Mr. Ashwani Kumar Rathore and Mr. Anil Gupta, nature of their expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. Copy of the draft letter for appointment of all Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

A notice has been received from member(s) proposing Mr. Ghanshyam Das Gupta, Mr. Anil Gupta and Mr. Ashwani Kumar Rathore as candidates for the office of Independent Directors of the Company. In terms of provision of Section 149(13) of the Act, Independent Directors shall not be liable to retire by rotation.

The Board considers that continued association of Mr. Ghanshyam Das Gupta and Mr. Ashwani Kumar Rathore would be of immense benefit to the Company and it is desirable to continue to avail their services as an Independent Directors. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ghanshyam Das Gupta, Mr. Ashwani Kumar Rathore and Mr. Anil Gupta as an Independent Directors, for the approval by the shareholders of the Company

None of the Directors except Mr. Ghanshyam Das Gupta, Mr. Ashwani Kumar Rathore and Mr. Anil Gupta, /Key Managerial Personnel of the Company/, their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

#### **ITEM 11**

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 2014-15. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, 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. 11 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

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. 11 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the shareholders.

#### **ITEM-12-13**

The existing AoA/MoA are based on the Companies Act, 1956 and several regulations in the existing AoA/ MoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA/MoA are no longer in conformity with the New Companies Act, 2013. Hence, it is considered expedient to wholly replace the existing AoA by a new set of Articles and amend MoA to some extent which shall be in conformity with the new companies Act, 2013. The proposed new draft AoA/MoA are being uploaded on the Company's website for perusal by the shareholders. The draft AOA/ MOA shall be available for inspection during the meeting and can be inspected by members during the business hours at the registered office of the company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 12& 13 of the Notice.

The Board recommends the Special Resolution set out at Item No.12 & 13 of the Notice for approval by the shareholders.

#### **ITEM-14**

The Members of the Company, at the Annual General Meeting held on 30th September , 1996, had accorded by way of an Ordinary Resolution, their approval to the Board of Directors of the Company for borrowing monies on behalf of the Company, from time to time, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) not exceeding Rs.200.00 Crores. However, after the applicability of the provisions of Section 180(1) (c) of the Companies Act, 2013, a company can borrow monies exceeding the aggregate of its paid up capital and free reserves (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) with the approval of Members of the Company by way of a Special Resolution only. The Board accordingly recommends the Special Resolution as mentioned at item no. 14 of this Notice for your approval.

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. 14 of the Notice.

**ITEM -15**

The Special Resolution as set out in item no 15 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 with previous transactions during a financial year, exceeds five percent of the annual turnover or twenty percent of the net worth of the company as per the last audited financial statements of the company, whichever is higher. Board of directors is expecting that in coming years related party 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 five percent of the annual turnover or twenty percent of the net worth of the company as per the last audited financial statements of the company. Hence, Board of Directors recommends the passing of the resolution at Item No- 15 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.

**REGISTERED OFFICE**

Village Kapriwas  
(Dharuhera), Distt. Rewari,  
HARYANA

DATED: 27-5-2014

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

**REKHA SHARMA**  
**COMPANY SECRETARY**

## **NOTES :**

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 4-15 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 3<sup>rd</sup> September, 2014 to 11<sup>th</sup> September, 2014, 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.
12. Members may also note that the Notice of the 34<sup>th</sup> Annual General Meeting and Annual Report, 2014 will also be available on the Company's website [www.pasupatitextiles.com](http://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](mailto:ajay.monga@pasupatitextiles.com); [rekhasharma@pasupatitextiles.com](mailto: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](http://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 23<sup>rd</sup> September, 2014 (9.00 a.m. IST) and ends on 25<sup>th</sup> September, 2014 (6 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 1<sup>st</sup> August, 2014, 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 1-8-2014 August, 2014.
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, within a period not exceeding three working days from 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 25th September, 2014 (6.00 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 25th September, 2014 (6.00 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](http://www.pasupatitextiles.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two days of the passing of the resolutions at the AGM of the Company on 30<sup>th</sup> September, 2014 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:**

<b>NAME OF THE DIRECTOR</b>	<b>MR. VIDIT JAIN</b>		<b>MRS. VRINDA JAIN</b>	<b>MR. ANIL GUPTA</b>	<b>MR. RAM KARAN BHARDWAJ</b>
Date of Birth	13.09.1979		19.06.1959	9-9-1950	01-06-1955
Date of Appointment	1-4-2010 Reappointment (w.e.f 1-4-2015)		1-7-2014	1-7-2014	1-8-2014
Qualification	B.Sc. in Economics from University of Pennsylvania (USA)		Graduate	Graduate ( Textile Technology) Doctorate of Science in Management (USA)	Graduate B.Tech
Expertise in specific functional areas	Industrial and business experience of 13 years in Textile Industry.		Experience of 20 Years in Textiles Designing.	40 Years of Experience in Textiles Industry	34 Years Experience in Textile Industry.
Remuneration	Remuneration Last Drawn Rs. 50,000/- P.M plus perquisites	Proposed remuneration Rs. 70,000/- P.M plus perquisites	Nil	NIL	Proposed Remuneration Rs.100,000/- P.M Plus Perquisites
Name of the other Companies in which he/she holds Directorship	Pasupati Fincap Ltd. Shailja Investments Ltd. Sulabh Impex Ltd. Pasupati Olefin Ltd.		Shailja Investments Ltd. Pasupati Olefin Ltd. Sulabh Impex Ltd. Sunsung Marketing Pvt. Ltd.	Rohan Tyres Pvt Ltd Pee Cee Cosma Sope Ltd Shanti Krishna Tyres Tubes Pvt Ltd Bengal Chemicals Pharmaceuticals Ltd Nepa Ltd J.K.Cotton Ltd	Shiva Speciality Yarns Ltd
Memberships/ Chairmanships of committees of other companies	<b>Pasupati Fincap Ltd.:</b>  - Audit Committee (Member)		Nil	Nepa Ltd (Audit Committee (Member))	Nil



	- Stakeholders Relationship Committee (Member)		Bengal Chemical & Pharmaceutical (Audit Committee Member) Pee Cee Cosma Sope Ltd. (Remuneration Committee Member)	
Number of shares held in the Company	134076	714052	Nil	Nil

<b>NAME OF THE DIRECTOR</b>	<b>MR. PRAVEEN PALIWAL</b>	<b>MR. ASHWANI KUMAR RATHORE</b>	<b>MR. GHANSHYAM DAS GUPTA</b>
Date of Birth	02.07.1964	30.06.1978	28.06.1944
Date of Appointment	18.05.2009	25.02.2012	21.07.2011
Qualification	Graduate	Graduate and L.L.B	Fellow Member of ICAI & ICSI.
Expertise in specific functional areas	Business Experience of about 17 Years	Professional Experience of 10 Years.	Practising Chartered Accountant for 40 Years.
Remuneration	NIL	NIL	NIL
Name of the other Companies in which he holds Directorship	NIL	Shyam Oversas Pvt. Ltd. Vignesh Fashion Pvt. Ltd. Harshit Creations Pvt. Ltd	Nil
Memberships/ Chairmanships of committees of other companies	NIL	NIL	NIL
Number of shares held in the Company	NIL	NIL	NIL