

PRAKASH WOOLLEN MILLS LIMITED

18TH KM STONE, DELHI MORADABAD ROAD, NH-24, VILLAGE AMHERA, DISTT. J. P. NAGAR, (U.P.)-244102

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF PRAKASH WOOLLEN MILLS LIMITED SHALL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 18TH KM STONE, DELHI MORADABAD ROAD, NH-24, VILLAGE AMHERA, DISTT. J. P. NAGAR - 244102 ON 11TH DAY OF DECEMBER, 2013, AT 11:30 A.M. TO TRANSACT THE FOLLOWING BUSINESS(S) AS SPECIAL BUSINESS:

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

RE-ISSUE OF FORFEITED SHARES

"RESOLVED THAT pursuant to the provisions contained in the Companies Act, 1956, Articles of Association of the Company and listing agreement entered into with the stock exchange where the equity shares of the company are listed and in accordance with the existing guidelines, rules and regulations of SEBI including SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and subject to the approvals, consents, permission and/or sanctions, as may be prescribed by any one or more or all of them in granting such approvals, consents permissions and/or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms 'shall be deemed to include committee duly constituted by the Board of Directors or any committee which the Board of Directors may hereafter constitute, to exercise one or more of its power, including the powers conferred by this resolution), consent of the company be and is hereby accorded and board is hereby authorized to re-issue 9,13,900 equity shares forfeited by the company on 24th June, 1998 at a re-issue price of Rs. 11/- each which is not less than the difference between the price arrived at as per the guidelines for Preferential Allotment of shares and the amount already paid on those shares by the defaulting member, to such persons, belonging to promoters (including PAC's) and/or non promoters on such terms and conditions, as the Board may deem fit in one or more tranches.

RESOLVED FURTHER THAT the relevant date for the purpose of calculating the price of Equity shares under chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009 shall be 11th November, 2013.

RESOLVED FURTHER THAT the equity shares to be re-issued shall rank pari-passu with the existing equity shares of the company in all respect.

RESOLVED FURTHER THAT for the purpose of the issue of the equity shares and listing thereof with the stock exchange(s), the Board of Directors (or the duly constituted committee) be and is hereby authorized to do and perform all such deeds, matter and things as it may, in its absolute discretion, deem necessary, expedient desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing, allotting and utilizing the issue proceeds of the equity shares of the company, as in the absolute discretion, deem fit and proper."

By and on behalf of the Board
For PrakashWoollen Mills Limited

Place: Village-Amhera (Amroha)
Date: November 11, 2013

(Vijay Kumar Gupta)
Managing Director
DIN No. 00335325

NOTES:

- A. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON(S) AS THE PROXY TO ATTEND ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- B. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956, IN RESPECT OF BUSINESSES IS ANNEXED HEREWITH.**

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

9,13,900 equity shares of Rs. 10/- each are lying as forfeited. It is proposed to re-issue the same to the promoters (including PAC's) and/or non promoters as the Board in its absolute discretion may deem fit, from time to time in one or more tranches. As per Article 49 of the Articles of Association of the company your board can reissue the said shares in its absolute discretion. However, being a listed company forfeited shares can be re-issued as per requirements of listing agreement. Clause 23 of the listing agreement states that forfeited shares should be issued to the existing shareholders in proportion to their holdings, unless the shareholders in the general meeting decide otherwise. As the board may decide to reissue the above shares or any part thereof to the persons/body corporate who may or may not be the existing shareholders of the company, therefore, shareholders approval is being obtained by way of Special Resolution.

Further, as per requirements of the Bombay Stock Exchange, company is to comply with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, to the extent these are applicable on re-issue of forfeited shares.

In terms of the Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, Issue Price of the shares comes out to be Rs. 11/-. The relevant date for the purpose of calculating the price of Equity shares under chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009 is 11th November, 2013)

The aforementioned re-issue shall be subject to lock-in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for the time being in force.

None of the Directors of the Company are in any way concerned or interested in the resolution except to the extent of the shares to be allotted to them, their relatives, associates and PAC's in the ordinary course of business.

The Board of Directors of the Company recommend passing of the resolution.

By and on behalf of the Board
For Prakash Woollen Mills Limited

Place: Village-Amhera (Amroha)
Date: November 11, 2013

(Vijay Kumar Gupta)
Managing Director
DIN No. 00335325

PRAKASH WOOLLEN MILLS LIMITED

Regd. Office : 18TH KM STONE, DELHI MORADABAD ROAD, NH-24, VILLAGE AMHERA, DISTT. J. P. NAGAR, (U.P.)-244102

PROXY FORM

DP ID : _____

Client ID: _____

Folio No : _____

No. of Shares: _____

I/We of
being a member of **Prakash Woollen Mills Limited**
hereby appoint
of
or failing him of

as my/our proxy to vote on my/our behalf at the Extra Ordinary General Meeting of the Company to be held at the Registered Office of the Company at 18th KM Stone, Delhi-Moradabad Road, NH-24, Village Amhera, Distt. J.P. Nagar (U.P.) - 244102 on Wednesday, the 11th December, 2013 at 11:30 A.M. or at any adjournment thereof.

Affix
Rupee One
Revenue
Stamp

Signed this day of 2013

- Note : (1) The proxy must be deposited at the Registered Office of the Company not less than Forty Eight hours before the time of holding the aforesaid meeting.
(2) Proxy need not be a member of the Company.



TEAR HERE



PRAKASH WOOLLEN MILLS LIMITED

18TH KM STONE, DELHI MORADABAD ROAD, NH-24, VILLAGE AMHERA, DISTT. J. P. NAGAR, (U.P.)-244102

ATTENDANCE SLIP

PLEASE FILL IN THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

PARTICULARS OF THE SHAREHOLDER / PROXY

DP ID : _____

Client ID: _____

Folio No : _____

No. of Shares: _____

Name :

Address :

I here by record my presence at Extra Ordinary General Meeting of the Company to be held at the Registered Office of the Company at 18th KM Stone, Delhi-Moradabad Road, NH-24, Village Amhera, Distt. J.P. Nagar (U.P.) - 244102 on Wednesday, the 11th December, 2013 at 11:30 A.M.

(SIGNATURE OF THE SHAREHOLDER / PROXY)

PRAKASH WOOLLEN MILLS LIMITED

DISTT. J. P. NAGAR, (U.P.)-244102

NH-24, VILLAGE AMHERA,

18TH KM STONE, DELHI MORADABAD ROAD,

PRAKASH WOOLLEN MILLS LIMITED

If Undelivered please return to :

BOOK-POST

100% Cotton
100% Wool