



PRAKASH WOOLLEN MILLS LTD.

Manufacturers, Exporters & Importers of High Class Mink Blankets

Regd. Office & Works :
18th KM Stone, Delhi Moradabad Road, NH-24, Vill. Amhera, P. O. Chaudherpur, Distt. Amroha - 244 102 U.P.
CIN: L17113UP1979PLC004804 • Tel:0591- 2223008, 2223018, 6452322 • Fax : 0591-2223009

H. O. & Mailing Address :
430, Civil Lines, Kanth Road, Moradabad - 244001 U.P. (India) • Mob. : 9837007288
E-mail : info@prakashwoollen.com • Website: www.prakashwoollen.com

PWM/ 386/2015-2016
Date: 6th June, 2015

To,
The Manager
Department of Corporate Relationship
Bombay Stock Exchange Limited
25 P. J. Towers, Dalal Street
Mumbai -400 001

Scrip Code: 531437
Scrip ID: PRWOLEN

Sub: Postal Ballot Notice

Dear Sir,

Please find attached the Postal Ballot Notice and Postal Ballot Form. The Postal Ballot Notice seeking approval of shareholders pertaining to Change in the Object Clause, Change in the Name of the Company with consequential amendments to the Memorandum and Articles of Association of the Company, Approval under section 180 (1) (c)- Borrowing Powers, Approval under section 180 (1) (a)- Mortgaging/ Charging Of Immovable/ Movable Properties of the Company is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 29th May, 2015.

This is for your information and records.

Thanking you.

With Regards,

For Prakash Woollen Mills Limited

Shivangi Agarwal
Company Secretary & Compliance Officer

PRAKASH WOOLLEN MILLS LIMITED

Regd. Off.- 18th Km Stone, Delhi Moradabad Road,
NH-24, Vill-Amhera, Distt. J. P. Nagar-244102

CIN: L17113UP1979PLC004804

Ph. No.: 0591-2223008/18; Fax: 0591-2223009

Website: www.prakashwoollen.com

E-mail: compliance@prakashwoollen.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Clause 35B of the Equity Listing Agreement and other applicable laws and regulations, that the resolutions appended below, in relation to:

- (i) Change in the Object Clause
- (ii) Change in the Name of the Company with consequential amendments to the Memorandum and Articles of Association of the Company
- (iii) Approval under section 180 (1) (c)- Borrowing Powers
- (iv) Approval under section 180 (1) (a)- Mortgaging/ Charging of Immovable/ Movable Properties of the Company

are proposed to be passed by the Members through postal ballot / electronic voting (e-voting). The proposed resolutions, along with the explanatory statement setting out the material facts and reasons thereto, are appended below and a Postal Ballot Form is enclosed for your consideration.

The Board of Directors of the Company has appointed Mr. R. S. Bhatia, a Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17:00 Hours (IST) on July 6, 2015 (Monday). Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot (including e-voting) shall be declared on July 10, 2015 (Friday) and communicated to the Stock Exchanges, the Depository and the Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.prakashwoollen.com.

Item no. 1 – Change in the Object Clause of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, and subject to such approvals as may be necessary or required, the Clause III of the Memorandum of Association of the Company relating to its Objects be and is hereby altered in the following manner:

- (i) By substituting the sub-clauses 1 to sub-clauses 7 with the following new sub-clauses 1 and 2 in Clause III (a):
 - “1. To carry on the business of manufacturing, processing, job working, buying, selling, importing, exporting and dealing in textiles, cotton, silk, art silk, rayon, nylon, synthetic fibers, staple fibers, polyester, worsted, wool, hemp and other fiber materials, yarn, cloth, linen, rayon made ups and other goods or merchandise whether textile felted, netted or looped.
 - 2. To carry on the business of importers, exporters, buyers, sellers, dealers and as agents, stockists, distributors and suppliers of all kinds of readymade garments, coverings, coated fabrics, textiles, hosiery and silk or merchandise of every kind and description and other production goods, articles and things as are made from or with cotton, nylon, silk, polyester, acrylics, wool, jute and other such kinds of fiber by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof. ”
- (ii) By re-naming the object clause III (b), i.e. Objects incidental or ancillary to the attainment of the Main Objects of the Memorandum of Association to **“Matters which are necessary for furtherance of the objects specified in clause III (a)”**
- (iii) By substituting the sub-clause 12 with the following new sub-clause 12 in object clause III (b):

12. "To draw, make, accept, endorse, negotiate, issue and execute cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments in connection with the business of the company subject to Section 73 of The Companies Act, 2013, in connection with the business of the company."

(iv) By deleting the existing clause III (c) i.e. other object clause.

RESOLVED FURTHER THAT Provisions of Companies Act 2013 shall be applicable in place of Provisions of Companies Act 1956 necessary changes have been made in this regard in clause III(b)(6), and in Clause V of Memorandum of Association to make it in the line of Companies Act 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Vijay Kumar Gupta, Whole Time Director & CFO and Mr. Daya Kishan Gupta, Whole Time Director of the Company be and are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Uttar Pradesh and Uttarakhand."

Item no. 2 – Change in Name of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 13(2), Section 14(1) and all other applicable provisions, if any, 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) and subject to approval of Central Government, Registrar of Companies and all other statutory approvals as may be required in this matter, consent of the Shareholders of the Company be and is hereby granted for changing the name of the Company from 'Prakash Woollen Mills Limited' to 'Prakash Woollen & Synthetic Mills Limited' or any other name as may be approved by the Registrar of Companies, Uttar Pradesh and Uttarakhand."

RESOLVED FURTHER THAT Clause 1 of the Memorandum of Association of the Company be substituted by the following:

The Name of the company is "**Prakash Woollen & Synthetic Mills Limited**".

RESOLVED FURTHER THAT Clause 1 of the Articles of Association of the company be substituted by the following:

"Prakash Woollen & Synthetic Mills Limited is established with Limited Liability in accordance with and subject to the provisions of the Indian Companies Act, 1956, but none of the Regulations contained in the Table marked Fin Schedule I to the Companies Act 2013, shall be applicable to the Company except of as the said Act or any modification there otherwise expressly provides."

RESOLVED FURTHER THAT Clause 2 (vi) of the Articles of Association of the company be substituted by the following:

"The Company' or 'This Company' means **Prakash Woollen & Synthetic Mills Limited** established as aforesaid."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Vijay Kumar Gupta, Whole Time Director & CFO and Mr. Daya Kishan Gupta, Whole Time Director of the Company be and are hereby authorised on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies, Uttar Pradesh and Uttarakhand."

Item no. 3 – Borrowing Powers

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

"RESOLVED THAT pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby accords its consent to the Board of Directors for Borrowing any sums of money from time to time from any one or more persons, firms, Bodies corporate, banks or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether movable or stock-in trade (including raw material, stores, spare parts and components in stock and or in transit) and work-in-progress or all or any of the undertakings of the Company notwithstanding that the monies to be borrowed together with the monies already borrowed by the company (apart from temporary loans obtained from the Company's bankers in the ordinary course of Business) will or 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, but, so, however, that the, total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 50 Crore (Rupees Fifty Crore only)."

Item no. 4 –Mortgaging/ Charging Of Immovable/ Movable Properties of the Company

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

"RESOLVED THAT in supersession of the Ordinary Resolution passed earlier and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter may be referred to as "the Board" which terms shall be deemed to include any Committee of Directors duly constituted by the Board to exercise its 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 of the Company, both present and future, and in

such form and manner and with such rankings as to priority and for such time and on such terms as the Board of Directors may determine in favour of banks, financial institutions, investing agencies, firms, bodies corporate, multilateral agencies, foreign institutional investors, foreign financial institutions, mutual funds and/or from any other persons or combination thereof (hereafter known as lenders) to secure the borrowings of the Company availed/to be availed by way of cash credit, advance, deposits, loan, term loan, overdraft, packing-credit, letter of credit, release/issuance of delivery order, pre-shipment credit, post-shipment credit, payment undertaking, guarantee facility, bills purchase, bills discount, buyer's credit facility, debentures, external commercial borrowing, issuing foreign currency convertible bonds, and/or any other credit facilities by whatever name called, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), together with interest at the respective agreed rates, additional rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, all other cost, charges and expenses and all other moneys payable in terms of loans agreements or any other document entered into to be entered into between the Company and the lenders in respect of such loans/borrowings.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorised to sign and execute such documents/deeds/writings or other papers as may be necessary and to do all such acts, deeds, matters and things as it may, in its sole discretion, deem necessary, proper, desirable, expedient or incidental for the purpose and to settle any question, difficulty or doubt that may arise in giving effect to this resolution."

**By Order of the Board of Directors
For Prakash Woollen Mills Limited**

**(Vijay Kumar Gupta)
Whole Time Director & CFO
DIN No. : 00335325**

**Place: Vill. Amhera(Amroha)
Date :30th May, 2015**

Notes

1. The statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposals set out above is annexed herewith.
2. The Board has appointed Mr. R. S. Bhatia, a practicing Company Secretary, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 29th May, 2015. Accordingly, the Members whose names appear on the Register of Members / List of Beneficial Owners (received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 29th May, 2015 will be considered for the purpose of voting.
4. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 29th May, 2015.
5. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Hindi newspaper, each with wide circulation in J.P. Nagar, where the registered office of the Company is situated, and published on the Company website.
6. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those Members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form).
For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage-prepaid self-addressed Business Reply Envelope.
7. In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.
8. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are annexed to this Notice.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to *investors@prakashwoollen.com*. The Registrar and Transfer Agent of the Company / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
10. A Member cannot exercise his/her vote by proxy on postal ballot.

11. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:00 Hours (IST)) on July 6, 2015 (Monday). The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope.
12. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17:00 Hours (IST) on July 6, 2015 (Monday) to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.
13. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
14. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
15. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny of the postal ballots (including e-voting). The result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before July 10, 2015 (Friday), at the registered office of the Company and will also be displayed on the website of the Company (www.prakashwoollen.com), besides being communicated to the Stock Exchanges, the Depository and the Registrar and Share Transfer Agents on the said date.
16. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
17. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
18. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till July 6, 2015 (Monday).

Voting through electronic means

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on June 8, 2015 (Monday) (10:00 Hours (IST)) and ends on July 6, 2015 (Monday) (17:00 Hours (IST)). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of May 29, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio number/member ID in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the **PRAKASH WOOLLEN MILLS LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Item nos. 1, & 2

The Company is pursuing growth opportunities in various fields of business and considers new business proposals which have good future prospects and potentials to increase the shareholders' return.

To facilitate such initiatives and bringing the object clause in line with the section 4(1)(c) of the Companies Act 2013, alteration is proposed in the Objects Clause in the Memorandum of Association as set out in the resolution at Item No. 1 of the Notice. These Objects may conveniently and advantageously be combined with the existing businesses of the Company.

Accordingly, the Board of Directors propose to alter Clause III of the Objects clause of the Memorandum of Association of the Company as set out in the resolution at Item No. 1.

The aforesaid alteration, if approved by the shareholders shall be registered by the Registrar of Companies, Uttar Pradesh and Uttarakhandas per the provisions of the Act with such modifications as be advised by him.

Pursuant to the change in the main object of the Company, We have to make the Changes in the Name of the Company to incorporate the new activity as per Chapter II (Incorporation of Company and Matters Incidental Thereto) Rule 2.5 it is not in consonance with the principal objects of the company as set out in the memorandum of association; **Provided that every name need not be necessarily indicative of the objects of the company, but when there is some indication of objects in the name, then it shall be in conformity with the objects mentioned in the memorandum; and) If any company has changed its activities which are not reflected in its name, it shall change its name in line with its activities within a period of six months from the change of activities after complying with all the provisions as applicable to change of name.**

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. 1 & 2 of the Notice except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set out at Item No. 1 & 2 of the Notice for approval by the shareholders.

Item nos. 3 & 4

Under the provisions of Section 180(1)(c) & 180(1)(a) of the Act, which were made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 (1) (d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. up to September 11, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the paid up capital and free reserves of the Company that why the resolutions are.

Similarly, for securing the above borrowings, the Company may need to create Charge/Mortgage over all or any of the movable and/or immovable properties of the Company, both present and future, wherever situated in favour of lenders/trustee(s)/agent(s) in addition to charge/mortgage already created in favour of lenders.

The mortgage and/or charge by the Company on its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders/agent(s)/trustee(s) may be regarded as disposal of the Company undertaking(s) within the meaning of section 180 (1)(a) of the Companies Act, 2013.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180 (1)(c) and 180 (1)(a) and other applicable provisions of the Companies Act 2013 as set out at Item No. 3 and 4 of the Notice. The Board recommends the resolutions for approval by the members of the Company.

The Board recommends the Special Resolution set out at Item No. 3 & 4 of the Notice for approval by the shareholders.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

**By Order of the Board of Directors
For Prakash Woollen Mills Limited**

**Place: Vill. Amhera(Amroha)
Date: 30th May, 2015**

**(Vijay Kumar Gupta)
Whole Time Director & CFO
DIN No. : 00335325**

PRAKASH WOOLLEN MILLS LIMITED

Regd. Off.- 18th Km Stone, Delhi Moradabad Road,
NH-24, Vill-Amhera, Distt. J. P. Nagar-244102
CIN: L17113UP1979PLC004804
Ph. No.: 0591-2223008/18; Fax: 0591-2223009
Website: www.prakashwoollen.com
E-mail: compliance@prakashwoollen.com

POSTAL BALLOT FORM

1. Name(s) & Registered Address of the Sole/First Named Member :
2. Name(s) of the Joint Holders(s), If Any :
3. Registered Folio No./DP ID No./Client ID No* :
(* Applicable to investors holding shares in demat form)
4. Number of Equity Share(s) held :
5. I/We hereby exercise my/our vote(s) in respect of the following Special Resolution(s) to be passed through postal ballot e-voting, by conveying my /our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Item No.	Description of Resolutions	No. of Equity shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Change in the Object Clause of the Company.			
2	Change in Name of the Company from 'Prakash Woollen Mills Limited' to 'Prakash Woollen & Synthetic Mills Limited'.			
3	Approval under Section 180 (1) (c)- Borrowings Powers of Board			
4	Approval under Section 180 (1) (a)- Power of Board of Mortgaging/ Charging of Immovable/ Movable Properties of the Company			

Place :

Date:

Signature of the Member

Notes: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

- 1) A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / registered / speed post at the expense of the member will also be accepted.
- 2) For detailed instructions on e-voting, please refer to the notes appended to the Postal Ballot Notice.
- 3) The scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Postal Ballot Notice.

Process and manner for Members opting to vote by using the Postal Ballot Form:

- 1) The Form should be complete and signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder.
- 2) In case the shares are held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution /Authorization.
- 3) Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark the column provided in the Postal Ballot Form.
- 4) The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on 29thMay, 2015 as per the Register of Members of the Company.
- 5) A Member may request for a duplicate Postal Ballot Form, if so required and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.7 below.
- 6) The votes of a member will be considered invalid on any of the following grounds:
 - a. if the member's signature does not tally;
 - b. if the member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds the total number of shares held;
 - c. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
- 7) Duly completed Postal Ballot Forms should reach the Scrutinizer at 5.00 p.m. on July 6, 2015. If any Postal Ballot Form is received after this date, it will be strictly treated as if reply from such member has not been received.
- 8) The results declared along with Scrutinizer's Report, shall be communicated to the Bombay Stock Exchange Limited, where the shares of the Company are listed.
- 9) The result of the Postal Ballot/ E-voting will also be posted on the website of the Company www.prakashwoollen.com.