

R.S.Bhatia
M.A., F.C.S.
Company Secretary in Practice

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Service Category:-Company Secretary in Practice

FORM No. MGT-13
Report of Scrutinizer(s)

(Pursuant to the Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To
The Chairman ,
Prakash Woolen Mills Limited,
18th Km Stone, Delhi Moradabad Road,
Delhi Moradabad Road Nh-24, Village Amhera,
Distt J P Nagar,
Uttar Pradesh- 244102

Dear Sir,

1. The Board of Directors of the Company has appointed me as a Scrutinizer for conducting the postal ballot and e-voting process, through resolution passed at their meeting held on 30.05.2015.
2. I submit my report as under:
 - 2.1 The Company has completed on 06.06.2015 the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/ list of beneficiaries as on 29.05.2015, through electronically to those members who had given their e-mail ids and physically to rest of the members.
 - 2.2 Particulars of all the postal ballot forms received physically from the Members have been entered in a register separately maintained for the purpose and details of the e-voting made



- by the members were obtained as provided by Central Depository Services Limited (CDSL) with whom the Company has made arrangement for providing e-voting platform.
- 2.3 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes, before commencing the scrutiny of such postal ballot forms.
 - 2.4 The postal ballot forms were duly opened on 07.07.2015 in my presence, scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/ list of beneficiaries as on 29.05.2015.
 - 2.5 All the postal ballot forms and e-voting(s) received upto the close of working hours on 06.07.2015, the last date and time fixed by the company for receipt of the forms exercising voting through e-voting platform provided by CDSL were considered for my scrutiny.
 - 2.6 Envelopes containing postal ballot forms received after 06.07.2015, have not been considered.
 - 2.7 I did not find any defaced or mutilated ballot paper.

3 A summary of the postal ballot forms received is given below:

Resoluti on No.	Mode	Ballot Receive d	Total shares	Favour		Against		Invalid	
				Ballots	Votes	Ballots	Votes	Ballots	Votes
1.	Physical	9	605	7	605	NIL	NIL	2	Not Voted
2.	Physical	9	605	7	605	NIL	NIL	2	Not Voted
3.	Physical	9	605	7	605	NIL	NIL	2	Not Voted
4.	Physical	9	605	7	605	NIL	NIL	2	Not Voted



4 A summary of the e-voting as made available by CDSL (by using my password provided by CDSL) is as under :

Resolution No.	Mode	Ballot Received	Total shares	Favour		Against		Invalid	
				Ballots	Votes	Ballots	Votes	Ballots	Votes
1.	Electronically	59	7518175	59	7518175	NIL	NIL	NIL	NIL
2.	Electronically	59	7518175	59	7518175	NIL	NIL	NIL	NIL
3.	Electronically	59	7518175	59	7518175	NIL	NIL	NIL	NIL
4.	Electronically	59	7518175	59	7518175	NIL	NIL	NIL	NIL

5. Based on the above the combined & summary is as under :-

Resolution 1:

Change in Object Clause of the Company

(i) Voted in the **favour** of resolution:

Number of members Casted Vote either Physically or through E-Voting	No of votes cast by them	% of total number of valid votes cast
66	7518780	100%



(ii) Voted against the resolution:

Number of members Casted Vote either Physically or through E-Voting	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of members Casted Vote either Physically or through E-Voting	Total number of votes cast by them
NIL	NIL

(iv) As votes cast in favour are 100% of the total votes casts therefore, I recommend that the resolution for Change in Object Clause of the Company as mentioned at Item No. 1 of the Postal Ballot notice, be declared as passed with over whelming majority. You may accordingly declare the result.

Resolution 2:

Change in Name of the Company

(i) Voted in the favour of resolution:

Number of members Casted Vote either Physically or through E-Voting	No of votes cast by them	% of total number of valid votes cast
66	7518780	100%

(ii) Voted against the resolution:

Number of members Casted Vote either Physically or through E-Voting	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Invalid votes:**

Number of members Casted Vote either Physically or through E-Voting	Total number of votes cast by them
NIL	NIL

(iv) As votes cast in favour are 100% of the total votes casts therefore, I recommend that the resolution for Change in Name of the Company as mentioned at Item No. 2 of the Postal Ballot notice, be declared as passed with over whelming majority. You may accordingly declare the result.

Resolution 3:

Borrowing Powers of the Board

(i) Voted in the **favour** of resolution:

Number of members Casted Vote either Physically or through E-Voting	No of votes cast by them	% of total number of valid votes cast
66	7518780	100%

(ii) Voted **against** the resolution:

Number of members Casted Vote either Physically or through E-Voting	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid votes:**

Number of members Casted Vote either Physically or through E-Voting	Total number of votes cast by them
NIL	NIL

(iv) As votes cast in favour are 100% of the total votes casts therefore, I recommend that the resolution for approving the power of the Board to borrow the money as mentioned at Item No. 3 of the Postal Ballot notice, be declared as passed with over whelming majority. You may accordingly declare the result.



Resolution 4:

Creation of Charges on the Movable and Immovable Properties of the Company, both present and future, in respect of Borrowings

(i) Voted in the favour of resolution:

Number of members Casted Vote either Physically or through E-Voting	No of votes cast by them	% of total number of valid votes cast
66	7518780	100%

(ii) Voted against the resolution:

Number of members Casted Vote either Physically or through E-Voting	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of members Casted Vote either Physically or through E-Voting	Total number of votes cast by them
NIL	NIL

(iv) As votes cast in favour are 100% of the total votes casts therefore, I recommend that the resolution for approving the power of the Board to create charges on the Movable and Immovable Properties of the Company, both present and future, in respect of Borrowings as mentioned at Item No. 4 of the Postal Ballot notice, be declared as passed with over whelming majority. You may accordingly declare the result.



6. I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to Mr. Jai Kishan Gupta, Chairman of the company authorized by the Board to supervise the postal ballot process.

Thanking You,


(R.S. BHATIA)

Place: New Delhi

Date: 09.07.2015