

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

J-17, (Basement) Lajpat Nagar III,
New Delhi-110024
Ph. 011-41078605
Mob: 9811113545
Pan No. AAFFB5130M
Service Tax No. AAFFB5130MST001
Email: bhatia_r_s@hotmail.com
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

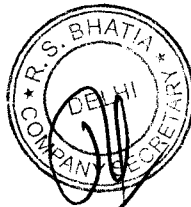
The Chairman
Prakash Woollen Mills Limited
Delhi Moradabad Road,
NH-24,
Village Amhera,
Distt. J. P. Nagar- 244102

Dear Sir,

I, R.S. BHATIA, appointed as scrutinizer(s) for the purpose of poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity shareholders of Prakash Woollen Mills Limited.

Held on Thursday, the 25th day of September, 2014 at 11.00 a.m. at the registered office of the Company at 18th Km Stone, Delhi Moradabad Road, NH-24, Village Amhera, Distt. J. P. Nagar- 244102, to submit the following report:

1. After the time fixed for closing of the poll by the Chairman, One(1)- ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained with the Registrar and transfer agents of the Company and the authorization/proxies lodged with the Company.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated an invalid and kept separately.
4. The result of the poll is as under:



(A) As an Ordinary Resolution- Item No. 1

To consider and adopt the Audited Statement of Profit & Loss for the year ended 31st March, 2014 and the Balance Sheet as on that date and the reports of Directors and Auditors thereon.

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	15	553300	33	6737293	100%
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL
	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL

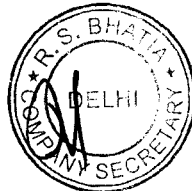
(B) As an Ordinary Resolution- Item No. 2

To appoint a Director in place of Mr. Vijay Kumar Gupta (DIN: 00335325), who retires by rotation and, being eligible, offers himself for re-appointment.

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	15	553300	33	6737293	100%
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL
	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL

(C) As an Ordinary Resolution- Item No. 3

To Appoint Messrs A. Anand & Co., Chartered Accountants as Statutory Auditors of the



company and fix their Remuneration.

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	15	553300	33	6737293	100%
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL
	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL

(D) As an Ordinary Resolution- Item No. 4

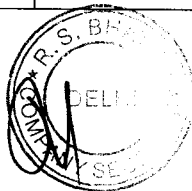
Approval of remuneration of the cost auditors for the Financial Year ending 31st march 2015.

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	15	553300	33	6737293	100%
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL
	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL

(E) As a Special Resolution- Item No. 5

Borrowing Powers of The Board

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour	15	553300	33	6737293	100%



of the resolution					
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL
	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL

(F) As a Special Resolution- Item No. 6

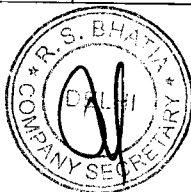
Creation of Charges on the Movable and Immovable Properties of the Company, both present and future, in respect of Borrowings.

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	15	553300	33	6737293	100%
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL
	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL

(G) As an Ordinary Resolution- Item No. 7

Appointment of Vijay Anand Rastogi as an Additional director.

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	15	553300	33	6737293	100%
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL
	Total No. of members (in person	Total number of Votes cast			



	or by proxy) whose votes were declared invalid	by them			
(iii) Invalid Votes			NIL	NIL	NIL

(H) As an Ordinary Resolution- Item No. 8

Appointment of Mr. Pramod Kumar Agarwal an Independent Director.

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	15	553300	33	6737293	100%
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL
	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL

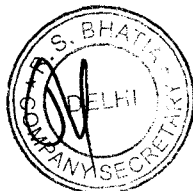
(I) As an Ordinary Resolution- Item No. 9

Appointment of Mr. Mahendra Kumar Agarwal an Independent Director.

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	15	553300	33	6737293	100%
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL
	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL

(J) As an Ordinary Resolution- Item No. 10

Appointment of Dr. Satish Kumar Rajan as an Independent Director.



	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	15	553300	33	6737293	100%
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL
	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL

(K) As a Special Resolution- Item No. 11

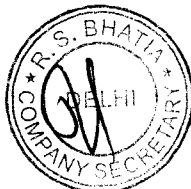
Re-appointment of Mr. Vijay Kumar Gupta (DIN: 00335325) as a Whole-Time Director and CFO.

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	15	553300	33	6737293	100%
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL
	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL

(L) As a Special Resolution- Item No. 12

Re-appointment of Mr. Jai Kishan Gupta (DIN: 00337659) as Managing Director.

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	15	553300	32	6319333	100%
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL



	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL

(M) As a Special Resolution- Item No. 13

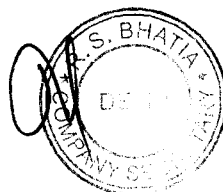
Re-appointment of Mr. DayaKishan Gupta (DIN: 00337659) as Whole time Director.

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	15	553300	33	6737293	100%
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL
	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL

(N) As a Special Resolution- Item No. 14

Re-appointment of Mr. Ved Prakash Gupta (DIN: 00337659) as Whole time Director.

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	15	553300	33	6737293	100%
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL
	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL




(O) As an Special Resolution- Item No. 15.

Adoption of new Articles of Association of the Company.

	Number of members Present And Voting (in Person or by proxy)	No. of Votes Cast by them	Number of Members voted Electronically	No. of Votes Cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	15	553300	33	6737293	100%
(ii) Voted against the resolution	NIL	NIL	NIL	NIL	NIL
	Total No. of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them			
(iii) Invalid Votes			NIL	NIL	NIL

5. A compact Disc Containing a List of Equity shareholders who Voted "For" & " Against" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other records were sealed and handed over to the company Secretary/ Director authorized by the Board for safe keeping.
7. *The combined result of votes (electronic & physical) is annexed as Annexure 1 with this report.*
8. All of the above mentioned resolutions have passed with requisite majority.

Thanking you,
Yours faithfully,


(R.S. BHATIA)

Place: New Delhi

Date:- 26/09/14

Witness 1



Witness 2

