



PRANAVADITYA
A TQM Company

PRANAVADITYA SPINNING MILLS LIMITED

CORPORATE OFFICE :
301, 'ARCADIA',
3RD FLR., NCPA MARG,
NARIMAN POINT,
MUMBAI - 400 021.
TEL.: (91-22) 4341 9500
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27th July, 2016

BSE Limited
Department of Corporate Services
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code : **531172**

Sir,

Sub: **Annual Report 2015-16**

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report of Pranavaditya Spinning Mills Limited ("Company") for the financial year 2015-16 duly adopted by the members of the Company at the Annual General Meeting of the Company held on 26th July, 2016.

We are once again enclosing Notice of Annual General Meeting and Corrigendum to the Notice for change of venue.

Thanking You,

Yours truly,

For **PRANAVADITYA SPINNING MILLS LIMITED**

AMRUTA AVASARE
COMPANY SECRETARY

Encl: A/a



Annual Report 2015-16



PRANAVADITYA SPINNING MILLS LIMITED



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Corporate Information

Board of Directors

Mr. S. K. Agrawal - Chairman
Mr. Anil Kumar Jain
Mr. Kamal Mitra
Mr. P. N. Shah
Mr. R. Anand
Ms. Preeti Sheth

Company Secretary & Compliance Officer

Mrs. Amruta Avasare (w.e.f 9th February, 2016)

Auditors

M/s. B. K. Shroff & Co.
Chartered Accountants
1st Floor, Flat No. 4,
3/7-B, Asaf Ali Road,
New Delhi - 110 002

Corporate Office

301, Arcadia, 3rd Floor,
Nariman Point,
Mumbai - 400 021.

Registered Office

Office No. 2, Plot No. 266,
Village Alte, Kumbhoj Road,
Taluka: Hatkanagale,
District: Kolhapur - 416 109,
Maharashtra.

Registrar & Share Transfer Agent

Bigshare Services Pvt. Ltd.
E-2-3, Ansa Industrial Estate,
Saki Vihar Road,
Saki Naka, Andheri (East)
Mumbai - 400 072

Banker

Union Bank Of India



Dear Members,

Your Directors have pleasure in presenting the 26th Annual Report on the business and operations of your Company together with the Audited Financial Statements and the Auditors' Report for the financial year ended 31st March, 2016.

(₹ In lac, except EPS)

Particulars	2015-16	2014-15
Total Revenue	6082.44	6584.82
EBIDTA	101.28	204.28
Less : Interest	17.57	29.96
Less : Depreciation	65.13	56.60
Profit before Tax	18.57	117.73
Tax Expense	11.49	34.85
Net Profit	7.08	82.88
EPS (Rs.)	0.04	0.43
Cash Profit	74.96	150.77
Appropriations		
Net Profit for the year	7.08	82.88
Add: Balance in Profit & Loss Account	506.85	426.69
Sub-total	513.93	509.57
Less: Adjustment on account of depreciation	-	(2.71)
Balance carried to Profit & Loss Account	513.93	506.86

Operational and Financial Performance Overview

During the financial year under review, the Company achieved total revenue of ₹ 6082.44 Lacs as compared to ₹ 6584.82 Lacs in the previous year. EBIDTA reduced from ₹ 204.28 Lacs to ₹ 101.28 Lacs as compared to previous year. Net profit for the year under review decreased from ₹ 82.88 Lacs to ₹ 7.08 Lacs as compared to the previous year.

Performance for the year under review was affected as the Spinning Industry faced many challenges due to economic slowdown. Yarn prices remained low on account of reduced demand in both export as well as domestic markets. The policy changes by Chinese Government on usage of their cotton reserves and reduction of import of cotton made a major impact on cotton yarn exports and hence on yarn price.

Management Discussion and Analysis

Industry structure and developments

India is one of the world's largest producers of textiles. Abundant availability of raw materials such as cotton, man-made fibers, wool, silk and jute as well as skilled workforce have made the country a sourcing hub. It is the world's second largest exporter of textiles and clothing in the world. India accounts 63 per cent of the market share of textiles and garments.

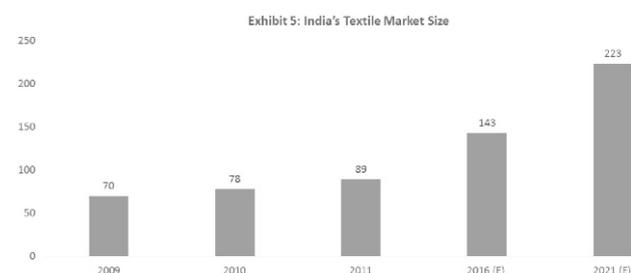
The Indian Textile Industry:

India's Textile Scenario:

Indian textile industry is one of the key sectors of the economy in terms of contribution to the economic activity, employment generation, external trade and foreign exchange earnings. In value terms, the industry constitutes about 14 per cent of the manufacturing sector, 5 percent of the GDP and 12 per cent of India's total export earnings. It generated direct and indirect

employment for 105 million people, 2nd largest after agriculture.

Globally, India is the 2nd largest producer of textiles and garments with the leading position occupied by China. It is likely to overtake China in terms of size by 2022-23. Unlike China, India has a predominantly cotton based textile industry. The MMF textiles and clothing exports accounted for 80 per cent and cotton textiles for 20 per cent in China, while in case of India cotton textile and garments contributed a much higher percentage.



[In Billions of US dollars; E – Estimate]

Source: A Brief Report on Textile Industry in India, July 2015, Corporate Catalyst (India) Pvt. Ltd.

In FY 2015-16, in line with the overall decline in exports from India, exports from the sector are expected to decline to about US\$ 40 billion as compared to US\$ 41.4 billion in FY 2014-15. However, government has taken certain measures in FY 2015-16 to improve the competitiveness of Indian textile exports.

As per the recent data from OTEXA, total textile and apparel imports to USA have grown at a rate of 7.0% in volume terms in 2015 vs. 2014, whereas imports from India have grown by 7.2% for the same period. In the same period, imports of 'Made Ups/Misc' to US increased at a higher rate of 8.3% with India's contribution going up from 22.6% to 23.8%, with growth of 12.3%. China, which is the largest exporter to US for Textiles &



Apparels, in the same period grew its exports of 'Made Ups/ Misc' by 2.6% only.

Cotton Scenario:

India is expected to be the largest cotton producer in the world at the end of the cotton marketing year 2015-16, which starts from August 1. It will be closely followed by China and United States in the 2nd and 3rd place respectively. Together, the three countries produce nearly 2/3rd of world's total cotton production. In FY 2015-16, the world's total cotton production is expected to fall by 15.9% to 100.22 million bales.

All major cotton producing countries were expected to show a Y-o-Y decline in production in FY 2015-16 due to inclement weather, especially in Pakistan, India and United States. In China, withdrawal of government support and major reduction in price realizations, led to a 22.7% decline in area under cultivation. This figure, i.e. decline in land area under cotton cultivation, for India was 7.1%. Hence, production in India has been estimated to decline by 9.2% to 26.8 million bales. However, all other top 5 producers except Brazil, would see a decline of more than 15% in FY 2015-16.

Opportunities and threats

India is one of the most efficient and competitive spinning industries of the world. India is the second largest textile manufacturing infrastructure in the world after China. Indian Textile Industry accounts for about 24% of the world's spindle capacity and 8% of global rotor capacity, Production of spun yarn registered impressive growth during the last 12 years and cotton yarn accounted for over 2/3rd of production throughout the period. Consumption of yarn and its exports also increased during the period. China reducing its spinning activities, India will have a growing opportunity in the global markets in this segment in the coming years. Yarn exports, therefore, need to be encouraged.

Cotton is one of the principle crops of the country and is the major raw material for domestic textile industry. It provides sustenance to millions of farmers and also the workers involved in cotton industry, right from processing to trading of cotton. The Indian textile industry consumes a diverse range of fibres and yarn, but is predominantly cotton based. Indian Textile Industry has an overwhelming presence in the economic life of the country.

According to the Ministry of Textiles, the domestic textile and apparel industry in India is estimated to reach US\$ 141 bn by 2021 from US\$ 58 bn in 2011. Apparel exports from India are expected to increase to US\$ 82 bn by 2021 from US\$ 31 bn in 2011. Total cloth production in India is expected to grow to 112 bn square meters by FY 2017 from 62 bn square meters in FY 2011.

Risks and concerns

Raw Cotton, an agricultural product, is the key raw material used for the manufacture of cotton yarn. Almost 65% of area under cotton cultivation is rain-fed and hence is dependent on vagaries of monsoon. Adequate availability of raw cotton at right prices is crucial for the Company. Any disruption in the supply and/or changes in the cost structure would affect the profitability of the Company. Any adverse measures in terms of tariff and non-tariff barriers, even in a comparative sense with respect to competing countries, affected by the Company's target markets are likely to pose a serious threat to its business.

Outlook

Indian Textile Industry has a good opportunity as share of exports of textiles from China is going down. Indian Textile Industry can expect good growth in domestic consumption. The likely stability in the cotton prices and adequate availability of cotton will be beneficial for the industry. Moreover, with expected stability in the cotton prices, limited possibility of change in China's policy on import of cotton and cotton yarn in the near term with import of cotton yarn remaining duty free and continued dependence of China on imports to meet its requirement, the yarn export volumes are likely to sustain which will support the capacity utilization and thereby the profit margin of the spinning mills in coming years.

However, the above assumption is contingent upon export demand sustaining, given the high export dependence of the domestic spinning industry. Any decline in the export demand will immediately result in shift of the export supply to the domestic market, which will impact the utilization levels and profit margins of the spinning mills.

Dividend

In order to conserve the resources, the Board of Directors of the Company has not recommended any dividend on equity shares of the Company for the financial year under review.

Segment

The Company is engaged only in one segment i.e. Textile Segment.

Directors and Key Managerial Personnel (KMP)

Pursuant to the provisions of Section 152 of Companies Act 2013, Mr. Anil Kumar Jain (DIN: 00086106) Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. The Board recommends his re-appointment. As required under provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") and Companies Act, 2013, brief profile and other details of Mr. Anil Kumar Jain are provided in the Notice of Annual General Meeting.

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and Regulation 16 (1) (b) of SEBI (LODR) Regulations, 2015.

During the year under review, Mr. Abhishek Thareja resigned from the position of Company Secretary and Compliance Officer of the Company w.e.f 14th August, 2015. Further, Mrs. Amruta Avasare was appointed as the Company Secretary and Compliance Officer of the Company w.e.f 9th February, 2016. Mr. Ashok G. Halasangi was the Compliance Officer of the Company during the period of vacancy in the position of Company Secretary.

As on 31st March, 2016, pursuant to Section 203 of the Companies Act, 2013, Mr. Ashok G. Halasangi, Chief Executive Officer, Mr. R. Sundaram, Chief Financial Officer and Mrs. Amruta Avasare, Company Secretary are Key Managerial Personnel (KMP) of the Company.



Number of Board Meetings

During the year under review, 5 Board Meetings were held viz on 9th May, 2015, 30th June, 2015, 31st July, 2015, 20th October, 2015 and 6th February, 2016, the details of which are given in the Corporate Governance Report.

Directors' Responsibility Statement

In terms of Section 134 (3) (c) of the Companies Act, 2013, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, state that:

- a. in the preparation of the Annual Financial Statements for the year ended 31st March, 2016, the applicable Accounting Standards have been followed along with proper explanations relating to material departures, if any;
- b. such accounting policies have been selected and applied consistently and judgements and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit of the Company for the year ended on that date;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Annual Financial Statements have been prepared on a going concern basis;
- e. proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f. systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Audit Committee

As on 31st March, 2016, the Audit Committee comprises of Mr. S. K. Agrawal (Chairman), Mr. P. N. Shah, Mr. R. Anand and Mr. Kamal Mitra. All the recommendations made by the Audit Committee were accepted by the Board.

Company's policy on appointment and remuneration of Directors

The Company has been following well laid down policy on appointment and remuneration of Directors, KMP and Senior Management personnel.

The appointment of Directors is made pursuant to the recommendation of Nomination and Remuneration Committee (NRC).

The remuneration of Non-Executive Directors comprises of sitting fees in accordance with the provisions of Companies Act, 2013 and reimbursement of expenses incurred in connection with attending the Board Meetings, Committee Meetings, General Meetings and in relation to the business of the

Company.

A brief extract of the Remuneration Policy on appointment and remuneration of Directors, KMP and Senior Management is provided in the Corporate Governance Report.

Performance Evaluation of Directors

Criteria of performance evaluation of the Board of Directors including Independent Directors are laid down by Nomination and Remuneration Committee of the Company. Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of the entire Board, Committees and all the Directors based on the parameters specified in the Corporate Governance Report. The parameters of performance evaluation were circulated to the Directors in the form of questionnaire.

Vigil Mechanism / Whistle Blower Policy

Pursuant to the provisions of Section 177 (10) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015, the Company has established a vigil mechanism / Whistle Blower Policy. The details of vigil mechanism are provided in the Corporate Governance Report. The Vigil Mechanism / Whistle Blower Policy may be accessed on the Company's website at www.pranavadiya.com.

Obligation of Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

In order to prevent sexual harassment of women at workplace, the Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up an Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to look into complaints relating to sexual harassment at workplace of any woman employee. During the year under review, the Company has not received any complaint under the said policy.

Statutory Auditors

At the Annual General Meeting of the Company held on 23rd August, 2014, M/s. B. K. Shroff & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company for a period of 3 years to hold office from the conclusion of the 24th Annual General Meeting till the conclusion of the 27th Annual General Meeting of the Company, subject to ratification by the members at each Annual General Meeting.

The Audit Committee and the Board of Directors of the Company have recommended to the members of the Company, ratification of appointment of M/s. B. K. Shroff & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the 27th Annual General Meeting of the Company. The Company has received a letter from B. K. Shroff & Co. confirming that they are eligible for ratification of their appointment.

Auditors' Report

The Auditors' Report on Standalone financial statements forms



part of the Annual Report. The Auditors' Report does not contain any qualification, reservation, adverse remark, disclaimer or emphasis of matter. Notes to the Financial Statements are self-explanatory and do not call for any further comments.

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143 (12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment for the time being in force).

Internal Audit

M/s. Suresh Kumar Mittal & Co., Chartered Accountants are appointed as Internal Auditors of the Company and their report is reviewed by the Audit Committee from time to time.

Related Party Transactions

All Related Party Transactions entered during the financial year under review were on an arm's length basis and in the ordinary course of business. Note No. 27 to the Financial Statements contains details of Related Party Transactions. No Related Party Transaction was in conflict with the interest of the Company. No materially significant Related Party Transaction was made by the Company with the Key Managerial Personnel. As prescribed by Section 134 (3) (h) of the Companies Act, 2013 and Rule 8 (2) of the Companies (Accounts) Rules, 2014, particulars of contracts / arrangements with Related Parties are given in Form AOC-2, annexed as "Annexure 1" to this Report.

The policy on Related Party Transactions has been uploaded on the Company's website and can be accessed at <http://www.pranavadiya.com/admin/uploads/pdf/PSML%20Policy%20on%20Related%20Party%20Transactions.pdf>

Extract of Annual Return

Pursuant to Section 92(3) of the Companies Act, 2013, Extract of the Annual Return of the Company in Form MGT-9 is annexed as "Annexure 2" to this Report.

Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed S. Anantha Rama Subramanian, Proprietor of S. Anantha & Co., Practising Company Secretaries to conduct Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report issued by him is annexed herewith as 'Annexure 3'. The Secretarial Audit Report does not contain any qualification, reservation, disclaimer or adverse remark.

Corporate Governance

In terms of SEBI (LODR) Regulations, 2015, a Corporate Governance Report along with Statutory Auditor's Certificate confirming its compliance is provided separately and forms integral part of this Report.

Particulars of Loans given, Investments made, Guarantees given and Securities provided

During the year under review, pursuant to Section 186 of the Companies Act, 2013, no Loans were given nor any Guarantees

or securities were provided. Details of investments made by the Company are provided in Note No. 10 to the Financial Statements.

Human Resources

Your Company has always provided a congenial atmosphere for work to its employees. Your Company is an equal opportunity employer and offers opportunities to all without regard to their caste, religion, colour, marital status and sex. During the year under review, industrial relations remain cordial.

Particulars of Employees and other related disclosures

During the year 2015-16, there are no employees who draw remuneration in excess of the limits prescribed under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Disclosure pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in "Annexure 4" to this Report.

Conservation of Energy, Technology Absorption & Foreign Exchange Earnings & Outgo

Information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo required under Section 134 (3) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is given in "Annexure 5" forming part of this Report.

Internal control systems and their adequacy

The Company maintains adequate internal control system and procedures commensurate with its size and nature of operations. The internal control systems are designed to provide a reasonable assurance over reliability in financial reporting, ensure appropriate authorisation of transactions, safeguarding the assets of the Company and prevent misuse / losses and legal compliances.

The Internal Audit reports are periodically reviewed by the Management and the Audit Committee and necessary improvements are undertaken, if required.

Risk Management

The Company has in place Risk Management System which takes care of risk identification, assessment and mitigation. There are no risks which, in the opinion of the Board, threaten the existence of the Company.

Deposits

During the year under review, no deposits were accepted by the Company under Chapter V of the Companies Act, 2013.

Significant or Material orders passed by Regulators / Courts

During the year under review, no significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.



General

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Cost Audit
2. Corporate Social Responsibility
3. Issue of equity shares with differential rights as to dividend, voting or otherwise or issue of Sweat Equity Shares.
4. The Company does not have any subsidiaries or joint ventures or associate companies as defined under Companies Act, 2013.

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2015-16 and the date of this report.

Acknowledgments

Our growth has been made possible because of our culture of professionalism, integrity and continuous evolution.

Your Directors take this opportunity to thank Central and State Governments, our customers, suppliers, investors and bankers for their consistent support and co-operation to the Company. We place on record our appreciation for the contribution made by employees at all levels.

For On behalf of Board of Directors

S. K. AGRAWAL
CHAIRMAN
DIN: 00400892

Dated: 8th June, 2016
Place: Mumbai



FORM AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso is given below :

1. No contracts or arrangements or transactions were entered into by the Company with related parties during the year ended 31st March, 2016, which were not at arm's length basis.
2. Details of contracts or arrangements or transactions at arm's length basis during the year ended 31st March, 2016:

Sr. No.	Name of the related party	Nature of Relationship	Nature of contracts / arrangements / transaction	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value (₹ In Lacs)	Amount paid as advances, if any
1	Indo Count Industries Limited	Holding Company	Purchase of Cotton	Ongoing	84.78	Nil
			Sale of Yarn	Ongoing	27.21	Nil

Note:

Salient features of the contracts / arrangements : The Price for the sale of the product of the Company shall be negotiated and agreed to by both parties based on estimated total costs and risk and returns considering prevalent market conditions.

For and on behalf of Board of Directors

Dated: 8th June, 2016
Place: Mumbai

S. K. AGRAWAL
CHAIRMAN
DIN: 00400892

**EXTRACT OF ANNUAL RETURN**

Form No. MGT-9

as on the financial year ended on 31st March, 2016**[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]****I. Registration & other details**

CIN	L17119PN1990PLC058139
Registration Date	12/09/1990
Name of the Company	Pranavadiya Spinning Mills Limited
Category / Sub-Category of the Company	Public Company / Limited by shares
Address of the Registered office and contact details	Office No. 2, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Kolhapur - 416109, Maharashtra. Phone: (0230)-3292933 / (0230)-2483105 • Fax: (0230)-2483275
Whether listed Company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt. Ltd. E-2/3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East), Mumbai 400 072 Telephone No. 022 – 40430200, Fax No. 022 – 28475207 Email id: investor@bigshareonline.com

II. Principal business activities of the Company

(All the business activities contributing 10 % or more of the total turnover of the Company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
1	Preparation and spinning of Cotton fibres including blended cotton	13111	100%

III. Particulars of Holding, Subsidiary and Associate Companies

Sr. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section of the Companies Act, 2013
1.	Indo Count Industries Limited Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Kolhapur- 416109, Maharashtra.	L17119PN1990PLC058139	Holding	74.53	2 (87)



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-04-2015]				No. of Shares held at the end of the year [As on 31-03-2016]				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A. Promoters									
1) Indian									
a) Individuals / HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
c) State Government (s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporate	14341280	0	14341280	74.53	14341280	0	14341280	74.53	0.00
e) Banks / Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
f) Any others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A)(1)	14341280	0	14341280	74.53	14341280	0	14341280	74.53	0.00
2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter and Promoter Group									
(A)= (A)(1)+(A)(2)	14341280	0	14341280	74.53	14341280	0	14341280	74.53	0.00
B. Public Shareholding									
1) Institutions									
a) Mutual Funds / UTI	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / Financial Institutions	51121	0	51121	0.27	0	0	0	0.00	(0.27)
c) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
d) State Government (s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
i) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (B)(1)	51121	0	51121	0.27	0	0	0	0.00	0.00
2) Non-Institutions									
a) Bodies Corporate									
i. Indian	1909003	850	1909853	9.93	1914718	850	1915568	9.96	0.03
ii. Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i. Individual Shareholders holding nominal share capital up to Rs. 1 lakh	511503	60313	571816	2.97	568849	59343	627892	3.26	0.29
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	2299203	0	2299203	11.95	2331605	0	2331605	12.12	0.17



Share holding pattern Contd.....

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-04-2015]				No. of Shares held at the end of the year [As on 31-03-2016]				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
c) Any other (specify)									
c-i) Clearing Member	2666	0	2666	0.01	7129	0	7129	0.04	0.03
c-ii) Trust	54831	0	54831	0.28	7596	0	7596	0.04	-0.24
c-iii) NRI	550	9960	10510	0.05	250	9960	10210	0.05	0.00
Sub Total (B)(2)	4777756	71123	4848879	25.20	4829847	70153	4900000	25.47	0.27
Total Public Shareholding (B)= (B)(1)+(B)(2)	4828877	71123	4900000	25.47	4829847	70153	4900000	25.47	0.00
C. Shares held by Custodians for GDRs and ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	19170157	71123	19241280	100.00	19171127	70153	19241280	100.00	0.00

(ii) Shareholding of Promoter

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01-04-2015)			Shareholding at the end of the year (31-03-2016)			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Indo Count Industries Ltd.	14341280	74.53	0	14341280	74.53	0	0
	Total	14341280	74.53	0	14341280	74.53	0	0

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year (As on 01-04-2015)		Cumulative Shareholding during the year (01-04-2015 to 31-03-2016)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the Beginning of the year (1 st April, 2015)	14341280	74.53	14341280	74.53
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No changes during the year			
	At the End of the year (31 st March, 2016)	14341280	74.53	14341280	74.53



iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	Name	Shareholding		Date	Increase/Decrease In shareholding	Reason	Cumulative Shareholding during the Year (01-04-15 to 31-03-16)	
		No. of Shares at the beginning (01-04-15) / end of the year (31-03-16)	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Henko Commodities Pvt. Ltd.	900500	4.68	01-Apr-2015	0	N.A		
		900500	4.68	31-Mar-2016			900500	4.68
2	Sarita Saraf	500000	2.60	01-Apr-2015	0	N.A		
		500000	2.60	31-Mar-2016			500000	2.60
3	Suresh Kumar Saraf	500000	2.60	01-Apr-2015	0	N.A		
		500000	2.60	31-Mar-2016			500000	2.60
4	Priti Mercantile Company Limited	498800	2.59	01-Apr-2015	0	N.A		
		498800	2.59	31-Mar-2016			498800	2.59
5	Raghav Poddar	490000	2.55	01-Apr-2015	0	N.A		
		490000	2.55	31-Mar-2016			490000	2.55
6	Nishant Inbuild Limited	441197	2.29	01-Apr-2015	0	N.A		
		441197	2.29	31-Mar-2016			441197	2.29
7	Anubhav Poddar	360000	1.87	01-Apr-2015	0	N.A		
		360000	1.87	31-Mar-2016			360000	1.87
8	Sharad Kanayalal Shah	200726	1.04	01-Apr-2015	0	N.A		
		200726	1.04	31-Mar-2016			200726	1.04
9	Viswanath Chandran	84990	0.44	01-Apr-2015				
				24-Apr-2015	+810	Purchase	85800	0.45
				05-Feb-2016	+3297	Purchase	89097	0.46
				12-Feb-2016	+903	Purchase	90000	0.47
		90000	0.47	31-Mar-2016			90000	0.47
10	ICICI Bank Ltd.	51121	0.27	01-Apr-2015				
				10-Apr-2015	-4500	Sale	46621	0.24
				17-Apr-2015	-645	Sale	45976	0.24
				05-Jun-2015	-3856	Sale	42120	0.22
				12-Jun-2015	-2005	Sale	40115	0.21
				19-Jun-2015	-4376	Sale	35739	0.19
				26-Jun-2015	-7729	Sale	28010	0.15
				30-Jun-2015	-2222	Sale	25788	0.13
				03-Jul-2015	-17572	Sale	8216	0.04
				10-Jul-2015	-6334	Sale	1882	0.01
				17-Jul-2015	-1882	Sale	0	0.00
	0	0.00	31-Mar-2016			0	0.00	
11	Uday K. Sheth	5772	0.03	01-Apr-2015				
				07-Aug-2015	-3000	Sale	2772	0.01
				26-Feb-2016	+44468	Purchase	47240	0.25
		47240	0.25	31-Mar-2016				



(v) Shareholding of Directors and Key Managerial Personnel

Sr. No.	Name	Shareholding		Date	Increase/Decrease In share-holding	Reason	Cumulative Shareholding during the Year (01-04-15 to 31-03-16)	
		No. of Shares at the beginning (01-04-15) / end of the year (31-03-16)	% of total shares of the Company				No. of shares	% of total shares of the Company
A Directors:								
1	Mr Sushil Kumar Agrawal	10	0.00	01-Apr-2015		N.A		
		10	0.00	31-Mar-2016	0		10	0.00
2	Mr. Anil Kumar Jain	75	0.00	01-Apr-2015	0	N.A		
		75	0.00	31-Mar-2016			75	0.00
3	Mr. Kamal Mitra	10	0.00	01-Apr-2015	0	N.A		
		10	0.00	31-Mar-2016			10	0.00
4	Mr. P. N. Shah	10	0.00	01-Apr-2015	0	N.A		
		10	0.00	31-Mar-2016			10	0.00
5	Mr. R. Anand	10	0.00	01-Apr-2015	0	N.A		
		10	0.00	31-Mar-2016			10	0.00
6	Ms. Preeti Sheth	0	0.00	01-Apr-2015	0	N.A	0	0.00
		0	0.00	31-Mar-2016			0	0.00
B Key Managerial Personnel (KMP):								
1.	Mr. Abhishek Thareja (Company Secretary & Compliance officer upto 14.08.2015)	2	0.00	01-Apr-2015		Sale		
				October 2015	-2			
		0	0.00	31-Mar-2016			0	0.00
2.	Mrs. Amruta Avasare (Company Secretary & Compliance Officer w.e.f 09.02.2016)	0	0.00	01-Apr-2015	0	N.A.		
		0	0.00	31-Mar-2016	0		0	0.00
3.	Mr. R. Sundaram (CFO)	0	0.00	01-Apr-2015	0	N.A.		
		0	0.00	31-Mar-2016	0		0	0.00
4.	Mr. A. G. Halasangi (CEO)	0	0.00	01-Apr-2015	0	N.A.		
		0	0.00	31-Mar-2016	0		0	0.00



VI) Indebtedness

Indebtedness of the Company including interest outstanding / accrued but not due for payment.

(Amount in ₹)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (1st April, 2015)				
i) Principal Amount	1,03,094	-	-	1,03,094
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1,03,094	-	-	1,03,094
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	(1,03,094)	-	-	(1,03,094)
Net Change	(1,03,094)	-	-	(1,03,094)
Indebtedness at the end of the financial year (31st March, 2016)				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and / or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961					
2.	Stock Option					
3.	Sweat Equity					
4.	Commission					
	- as % of profit					
	- others, specify...					
5.	Others, please specify					
	Total (A)					
	Ceiling as per the Act					

Please note that there no Managing Director/ Whole-time Director or Manager.



B. Remuneration to other directors

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Name of Directors						Total Amount (In ₹)
		Mr. S. K. Agrawal	Mr. Anil Kumar Jain	Mr. Kamal Mitra	Mr. P. N. Shah	Mr. R. Anand	Ms. Preeti Sheth	
1	Independent Directors							
	• Fee for attending Board / Committee Meetings	60000	-	-	45000	60000	20000	185000
	• Commission							
	• Others, please specify	-	-	-	-	-	-	-
	Total (1)	60000	-	-	45000	60000	20000	185000
2	Other Non-Executive Directors							
	• Fee for attending Board / Committee Meetings	-	15000	35000	-	-	-	50000
	• Commission							
	• Others, please specify							
	Total (2)	NIL	15000	35000	NIL	NIL	NIL	50000
	Total (B)=(1+2)	60000	15000	35000	45000	60000	20000	235000
	Total Managerial Remuneration	60000	15000	35000	45000	60000	20000	235000

C. Remuneration to Key Managerial Personnel Other than MD/MANAGER/WTD

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel				Total
		Mr. Ashok G. Halasangi (CEO)	Mr. Abhishek Thareja (Company Secretary upto 14.08.2015)	Mr. R. Sundaram (CFO)	Mrs. Amruta Avasare (Company Secretary w.e.f 9.2.2016)	
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	15,01,722	Nil	Refer Note below	Refer Note below	15,01,722
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	Nil	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4.	Commission					
	- as % of profit	Nil	Nil	Nil	Nil	Nil
	- others, specify...	Nil	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total	15,01,722	Nil	Nil	Nil	15,01,722

Note: Mr. R. Sundaram and Mrs. Amruta Avasare are Chief Financial Officer and Company Secretary respectively of Indo Count Industries Limited (Holding Company) and as such they do not draw any remuneration from Pranavadiya Spinning Mills Limited.



VII. Penalties / Punishment / Compounding of Offences

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For and on behalf of Board of Directors

Dated: 8th June, 2016
Place: Mumbai

S. K. AGRAWAL
CHAIRMAN
DIN: 00400892



Annexure-3

Form No. MR - 3

SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

To
The Members
Pranavadiya Spinning Mills Limited
Regd. Office: Office No. 2, Plot No. 266, Village Alte,
Kumbhoj Road, Taluka Hatkanangale,
Kolhapur - 416109.

I have conducted the Secretarial Audit of the Compliance of Applicable Statutory provisions and the adherence to good corporate practices by **Pranavadiya Spinning Mills Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the Corporate Conducts / Statutory Compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers)

Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (including the erstwhile SEBI (Prohibition of Insider Trading) Regulations, 1992);
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 (**Not Applicable** for the year under review);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable** for the year under review);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (**Not Applicable** for the year under review);
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not Applicable** for the year under review); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not Applicable** for the year under review).
- (vi) Other laws applicable specifically to the Company:
- a) The Air (Prevention and Control Pollution) Act, 1981 and rules made thereunder; and
 - b) The Water (Prevention and Control Pollution) Act, 1974 and rules made thereunder

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Notified with effect from 1st July, 2015); and
- (ii) Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above and there are no significant / material non-compliances.

The Company has filed E-Forms with the Ministry of Corporate Affairs within prescribed time except for a couple of instances wherein the Company has paid the additional fees and complied with the requirements.



I further report that

Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of compliance reports by the respective Department Heads / Company Secretary / CFO / KMP taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws like labour laws, competition law, environmental laws and all other applicable laws, rules, regulations and guidelines. The Company has responded to compliance requirements, notices for demands, claims, penalties etc. levied, by statutory / regulatory authorities and initiated actions for corrective measures and compliance thereof.

I further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, and Labour Law Compliances have been subject to review by statutory financial audit and other designated professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the period under review.

I further report that

Adequate notice is given to all directors to schedule the Board Meetings along with the Agenda generally at least seven days in advance and detailed notes on agenda were sent well in advance

before the meeting and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that during the year under review, there were no events viz.

- (i) Public / Right / sweat equity;
- (ii) Redemption / Buy-back of securities;
- (iii) Major decisions taken by the members pursuant to Section 180 of the Companies Act, 2013;
- (iv) Merger / amalgamation / reconstruction, etc; and
- (v) Foreign technical collaborations; or such other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having any bearing on the Company's affairs.

**For S. Anantha & Co.,
Company Secretaries**

S. Anantha Rama Subramanian

Proprietor
FCS: 4443
CP No.: 1925

Place: Mumbai



Statement of particulars as per Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Name of the Director/ Key Managerial Personnel and Designation	Remuneration of Director / Key Managerial Personnel for the year ended March 31, 2016 (Amount in ₹)	% increase in the remuneration in the year ended March 31, 2016	Ratio of the remuneration of each Director to the median remuneration of the employees
1.	Mr. Anil Kumar Jain Non-Executive, Non-Independent Director	15,000/-	Refer Note 1 below	0.09
2.	Mr S. K. Agrawal Chairman and Independent Director	60,000/-		0.37
3.	Mr. Kamal Mitra Non-Executive, Non Independent Director	35,000/-		0.22
4.	Mr. P. N. Shah Independent Director	45,000/-		0.28
5.	Mr. R. Anand Independent Director	60,000/-		0.37
6.	Ms. Preeti Sheth Independent Director	20,000/-		0.12
7.	Mr. A. G. Halasangi Chief Executive Officer	15,01,722/-	2%	9.23
8.	Mr. R. Sundaram Chief Financial Officer	NIL	Refer Note 2 below	NA
9.	Mrs. Amruta Avasare Company Secretary (w.e.f 9.2.2016)	NIL		NA

Notes:

1. All the Directors of the Company are paid sitting Fees for attending Board and Committee Meetings.

2. Mr. R. Sundaram and Mrs. Amruta Avasare are employees of Indo Count Industries Limited (Holding Company) and as such they do not draw any remuneration from Pranavadiya Spinning Mills Limited.

i) The median remuneration of employees of the Company during the year ended 31st March, 2016 was ₹ 162,744/-.

ii) During the year ended 31st March, 2016, there was an increase of 14% in the median remuneration of employees.

iii) As on 31st March, 2016, the Company had 220 permanent employees out of which 44 are permanent staff and 176 are permanent workers.

iv) Relationship between average increase in the remuneration and performance of the Company:-

Net Profit for the year ended 31st March, 2016 declined by 91.46% and the median remuneration increased by 14%.

v) Comparison of remuneration of the Key Managerial Personnel against the performance of the Company:

Net Profit for the year ended 31st March, 2016 declined by 91.46%. None of the Key Managerial Personnel except Mr. A. G. Halasangi draw any remuneration from the Company. The percentage increase in remuneration of Mr. A. G. Halasangi is 2%

vi) Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer.

Sr. No.	Particulars	As at March 31, 2016	As at March 31, 2015
1.	Market Capitalisation	BSE: ₹ 5772.38 lacs	BSE: ₹ 5060.46 lacs
2.	Price Earnings Ratio	BSE: 750	BSE: 61.16

vii) During the financial year 2015-16, there was an average 8.33% increase in the salaries of employees other than the Key Managerial Personnel.

viii) The key parameters for any variable component of remuneration availed by the directors:



There is no variable component of remuneration availed by the Directors.

- ix) Ratio of remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable since all Directors are paid only sitting fees.

- x) We affirm that the remuneration paid during the year 2015-16 is as per the Remuneration policy of the Company.

For and on behalf of Board of Directors

Dated: 8th June, 2016
Place: Mumbai

S. K. AGRAWAL
CHAIRMAN
DIN: 00400892

Annexure-5

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO ETC

Information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

(A) Conservation of energy-

- (i) the steps taken or impact on conservation of energy :
Started replacement of LED tube lights of 15W in place of 36W tube lights which consume less power.
- (ii) the steps taken by the Company for utilising alternate sources of energy :
From October-2015 started outsourcing power from outside agencies at competitive rates.
- (iii) the capital investment on energy conservation equipments : NIL

(B) Technology absorption-

- (i) the efforts made towards technology absorption : NIL
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution : NIL

- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
- (a) the details of technology imported : N.A.
- (b) the year of import : N.A.
- (c) whether the technology been fully absorbed : N.A.
- (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof : N.A.
- (iv) the expenditure incurred on Research and Development : N.A.

(C) Foreign Exchange Earnings and Outgo- (₹ In Lacs)

Particulars	2015-16	2014-15
Foreign Exchange earned in terms of Actual Inflows	869.98	1620.19
Foreign Exchange outgo in terms of Actual Outflows	5.53	20.35

For and on behalf of Board of Directors

Dated: 8th June, 2016
Place: Mumbai

S. K. AGRAWAL
CHAIRMAN
DIN: 00400892



1. Company's Philosophy on Corporate Governance

The Company's philosophy on Corporate Governance is to observe the highest level of ethics in all its dealings and accountability to ensure efficient conduct of affairs of the Company. The core value of Company's governance process includes independence, integrity, accountability, responsibility, transparency and fairness.

2. Board of Directors

Composition

As on 31st March, 2016, the Board comprises of 6 Directors

out of which 2 are Non-Executive, Non-Independent Directors and 4 are Non-Executive Independent Directors including one woman director. Mr. S. K. Agrawal is Non-Executive, Independent Chairman of the Company. During the year under review, there has been no change in the composition of the Board. All Directors are competent and experienced personalities in their respective fields.

The composition of the Board, details of other directorships, Committee positions as on 31st March, 2016 and attendance of Directors at the Board Meetings are given below:

Name Director	DIN	Category	No. of Board meetings attended	No. of directorships held (including Pranavadiya)#	No. of Membership/ Chairmanship in Board Committees (including Pranavadiya) @	
					Member	Chairman
Mr.Sushil Kumar Agrawal (Chairman)	00400892	Non-Executive, Independent	5	6	2	4
Mr. Anil Kumar Jain	00086106	Non-Executive, Non Independent	3	3	---	2
Mr. Kamal Mitra	01839261	Non-Executive Non Independent	4	2	---	2
Mr. P. N. Shah	00096793	Non-Executive, Independent	4	7	5	2
Mr. R. Anand	00040325	Non-Executive, Independent	5	4	--	3
Ms. Preeti Sheth	00202080	Non-Executive, Independent	4	1	--	---

Number of Directorships held excludes directorships in private companies, foreign companies, companies under Section 8 of the Companies Act, 2013 (earlier Section 25 of the Companies Act, 1956) and alternate directorships.

@ Only covers Membership / Chairmanship of Audit Committee and Stakeholders' Relationship Committee of listed and unlisted public limited companies.

None of the Directors on the Board hold memberships or Chairmanships in the Board Committees above the limits specified under Regulation 26 (1) of SEBI (LODR) Regulations, 2015.

None of the Directors hold directorships in more than 20 Companies and more than 10 Public Companies pursuant to the provisions of the Companies Act, 2013.

Further, in compliance with Regulation 25 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI ("LODR") Regulations, 2015"), none of the Independent Directors hold directorships in more than seven listed companies.

Inter-se relationships among directors:

There is no inter-se relationship among any of the Directors.

Independent Directors

The Independent Directors fulfill the criteria of independence as given under Section 149 (6) of the

Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI (LODR) Regulations, 2015 and have given declaration of independence. The draft letter of appointment is available on the website of the Company www.pranavadiya.com.

During the year under review, a separate meeting of Independent Directors was conducted on 30th June, 2015.

The Company has in place Familiarisation Programme for Independent Directors to familiarize them about the Company and their role, rights and responsibilities in the Company. The Familiarisation Programme and details of familiarization programme imparted during 2015-16 are uploaded on the website of the Company www.pranavadiya.com and can be accessed through web-link <http://www.pranavadiya.com/admin/uploads/pdf/PSML-Familiarisation%20Program.pdf> and <http://www.pranavadiya.com/admin/uploads/pdf/PSML-Familiarisation%20Program%20imparted-2015-2016.pdf> respectively.



3. Board Meetings

During the financial year 2015-16, five Board Meetings were held viz on 9th May, 2015, 30th June, 2015, 31st July, 2015, 20th October, 2015 and 6th February, 2016. The maximum gap between any two meetings was less than four months. The Board was presented with all relevant information at its meetings including information as required under SEBI (LODR) Regulations, 2015.

Attendance of Directors at the Board meetings and the Annual General Meeting held during the year under review is as under:

Name of Director	Date of Board meeting					Attendance at previous AGM
	9 th May, 2015	30 th June, 2015	31 st July, 2015	20 th October, 2015	6 th February, 2016	22 nd August, 2015
Mr. Sushil Kumar Agrawal	✓	✓	✓	✓	✓	✓
Mr. Anil Kumar Jain	✓	✓	✓	Leave of absence	Leave of absence	-
Mr. Kamal Mitra	✓	Leave of absence	✓	✓	✓	✓
Mr. P. N. Shah	✓	Leave of absence	✓	✓	✓	-
Mr. R. Anand	✓	✓	✓	✓	✓	-
Ms. Preeti Sheth	✓	Leave of absence	✓	✓	✓	-

The Board periodically reviews items required to be placed before it and in particular reviews and approves quarterly / half yearly unaudited financial results and the audited annual financial statements, annual budgets and capital expenditure. The Agenda for the Board Meeting covers items set out in erstwhile Listing Agreement and guidelines in SEBI (LODR) Regulations, 2015 to the extent these are relevant and applicable. All agenda items are supported by relevant information, documents and presentations to enable the Board to take informed decisions.

- Scrutiny of inter-corporate loans and investments.

Internal Controls and Governance Processes

- Review the adequacy and effectiveness of the Company's internal control system. Review and discuss with Management, the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure.
- Review adequacy of internal audit function, internal audit reports and discussion with Internal Auditors on significant findings and follow-up thereon.
- To oversee and review the functioning of a Vigil Mechanism and to review findings of investigation into cases of material nature and the actions taken in respect thereof.

- Approval and Review of Related Party Transactions.

Audit & Auditors

- Review the scope of the Statutory Auditor, the annual Audit Plan and the Internal Audit Plan with a view to ensure adequate coverage.
- Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Management's response thereto.
- Review and recommend to the Board, appointment / re-appointment of the Statutory Auditors and Internal Auditors.
- Fixation of Statutory Audit Fees and approval of such other services to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Companies Act, 2013 and payment for such services.

4. Audit Committee

(a) Terms of reference

The scope and terms of reference of the committee *inter alia* includes following:

Financial Reporting and Related Processes

- Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchange, regulatory authorities or the public.
- Reviewing with the Management, the quarterly unaudited financial results / statements and Limited Review Report thereon / audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, *inter alia*, include reviewing changes in the accounting policies, if any, and major accounting estimates based on exercise of judgment by the Management, significant adjustments made in the financial statements and / or recommendation, if any, made by the Statutory Auditors in this regard.
- Reviewing the Management Discussion & Analysis of financial and operational performance.



(b) Composition and Meetings

As on 31st March, 2016, the Audit Committee comprises of 4 Directors / Members out of which 3 are Independent Directors. All the Members of the Audit Committee are well qualified, experienced and possess sound knowledge of finance, accounting practices and internal controls.

The composition of Audit Committee and details of meetings of Audit Committee and attendance of the members at the meetings during the year 2015-16 are as under:

Director	Category	Attendance at the Audit Committee Meeting held on			
		9 th May, 2015	31 st July, 2015	20 th October, 2015	6 th February, 2016
Mr. S. K. Agrawal (Chairman)	Non-Executive Independent	✓	✓	✓	✓
Mr. P. N. Shah	Non-Executive Independent	✓	✓	✓	✓
Mr. R. Anand	Non-Executive Independent	✓	✓	✓	✓
Mr. Kamal Mitra	Non-executive Non-Independent	✓	✓	✓	✓

The representatives of the Statutory Auditors, Internal Auditors and Chief Financial Officer are permanent invitees to the Audit Committee Meetings and they attend and participate in the meetings.

Mr. S. K. Agrawal, Chairman of the Audit Committee was present at the last Annual General Meeting.

5. Stakeholders' Relationship Committee

The Board has constituted Stakeholders' Relationship Committee *inter alia*, to consider and review the complaints received from the shareholders. The committee comprises of Mr. S. K. Agrawal, Non-Executive Independent Director as Chairman, Mr. Anil Kumar Jain and Mr. Kamal Mitra, Non-Executive Non-Independent Directors as Members.

During the year under review, no meeting of the Stakeholders Relationship Committee was held.

During the year 2015-16, 2 complaints were received from the shareholders and same were duly resolved. As on 31st March, 2016, no complaint was pending.

Compliance Officer

Mr. Abhishek Thareja was Company Secretary and Compliance Officer of the Company till 14th August, 2015

and Mrs. Amruta Avasare is Company Secretary and Compliance Officer of the Company w.e.f 9th February, 2016. Mr. Ashok G. Halasangi, Chief Executive Officer of the Company was the Compliance Officer of the Company during the period of vacancy.

6. Nomination and Remuneration Committee

In compliance with Section 178 of the Companies Act, 2013, erstwhile Listing Agreement and SEBI (LODR) Regulations, 2015, the Board has constituted the "Nomination and Remuneration Committee" (NRC).

The terms of reference of the NRC *inter alia*, includes:

- ✓ Lay down criteria for identifying and selection of candidates for appointment as Directors / Independent Directors and Key Managerial Personnel (KMP) and other Senior Management positions;
- ✓ To recommend to the Board appointment, removal of Directors, Senior Management Personnel and KMP in accordance with the criteria laid down;
- ✓ Succession planning of the Board of Directors and Senior Management Employees;
- ✓ To recommend to the Board on remuneration of Managing Director / Executive Directors / KMP and also revision in remuneration;
- ✓ To formulate criteria for evaluation of performance of every Director and carry out performance evaluation of Directors;
- ✓ Devising a policy on Board Diversity;
- ✓ Formulate and review the policy for selection and appointment of Directors, KMP and Senior Management Employees and their remuneration;

During the year under review, 2 meetings of NRC were held on 9th May, 2015 and 6th February, 2016.

The composition of Nomination and Remuneration Committee as on 31st March, 2016 and attendance of the Members during the year 2015-16 is as under:

Director	Category	Number of meetings attended
Mr. S. K. Agrawal (Chairman)	Non-Executive, Independent	2
Mr. R. Anand	Non-Executive, Independent	2
Mr. P. N. Shah	Non-Executive, Independent	1

W.e.f 2nd May, 2016, Mr. R. Anand was appointed as Chairman of the Committee and Mr. S. K. Agrawal is a member of the Committee.



7. Policy for selection and appointment of Directors and their remuneration

The Nomination and Remuneration Committee (NRC) has adopted a Charter which, *inter alia*, deals with the manner of selection of Board of Directors and Key Managerial Personnel and their remuneration.

A. Criteria of selection of Non-Executive Directors

- The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- In case of appointment of Independent Directors, the NRC shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company, so as to enable the Board to discharge its function and duties effectively.
- The NRC shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- The NRC shall consider the following attributes / criteria, whilst recommending to the Board, the candidature for appointment as Director:
 - Qualification, expertise and experience of the Directors in their respective fields;
 - Personal, Professional or business standing;
 - Diversity of the Board.

- In case of re-appointment of Directors, the NRC shall take into consideration the performance evaluation of the Director and his engagement level, for making its recommendation to the Board.

B. Remuneration of Non-Executive Directors

- Non-Executive Directors shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

At present, the Company has no stock options plans and hence, such instruments do not form

part of his remuneration package. The Remuneration for Senior Management Employees shall be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate operational performance benchmarks.

All Directors are paid sitting fees of ₹ 5,000/- each for attending Board / Committee meetings.

The remuneration paid to each of the Directors for the financial year ended 31st March, 2016 is as under:

(Amount in ₹)

Name of the Director	Remuneration for the Financial year ended 31 st March, 2016 (Amount in ₹)	No. of Equity Shares of the Company held by Non-Executive Director
	Sitting Fees	
Mr. S. K. Agrawal	60,000/-	10
Mr. Kamal Mitra	35,000/-	10
Mr. Anil Kumar Jain	15,000/-	75
Mr. P. N. Shah	45,000/-	10
Mr. R. Anand	60,000/-	10
Ms. Preeti Sheth	20,000/-	NIL

8. Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee and Nomination and Remuneration Committee. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors.



9. Share Transfer Committee

As on 31st March, 2016, the Share Transfer Committee comprises of Mr. Anil Kumar Jain, as Chairman, Mr. S. K. Agrawal and Mr. Kamal Mitra, as members. The Committee deals with various matters relating to share transfer, share transmission, issue of duplicate share certificates, the approval of split and consolidation requests, the dematerialisation and re-materialisation of shares as well as other matters that relate to the transfer and registration of shares.

10. Related Party Transactions

All transactions entered with Related Parties as defined under the Companies Act, 2013, erstwhile Listing Agreement and SEBI (LODR) Regulations, 2015 during the financial year 2015-16 were in the ordinary course of business and arm's length basis. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements. The Board has approved a policy for Related Party Transactions and which has been uploaded on the website of the Company and the web-link thereto is <http://www.pranavaditya.com/admin/uploads/pdf/PSML-%20Policy%20on%20Related%20Party%20Transactions.pdf>.

11. Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Accounting Standards notified by Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

12. CEO & CFO Certification

In terms of requirement of Regulation 17(8) of SEBI (LODR) Regulations, 2015, Mr. Ashok Halasangi, Chief Executive Officer and Mr. R. Sundaram, Chief Financial Officer have furnished certificate to the Board for the year ended 31st March, 2016 in the prescribed format. The certificate has been reviewed by the Audit Committee and taken on record by the Board at the meeting held on 2nd May, 2016.

13. Reconciliation of Share Capital Audit

In terms of the provisions of Clause 55A of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary with a view to reconcile the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and those held in physical form with the

total issued, paid up and listed capital of the Company. The audit report, *inter alia*, confirms that the Register of Members is duly updated and that demat / remat requests were confirmed within stipulated time. The said report is also submitted to BSE Limited.

14. Code of Conduct

Integrity, transparency and trust form part of the core beliefs of all activities at Pranavaditya, which has been the basis of its growth and development. The Company has adopted a Code of Conduct applicable to all its Directors and members of the Senior Management which is in consonance with the requirements of erstwhile Listing Agreement and SEBI (LODR) Regulations, 2015. The said code is available on the website of the Company and can be accessed through web-link <http://www.pranavaditya.com/admin/uploads/pdf/PSML%20Code%20of%20Conduct%20of%20Directors%20&%20Senior%20Management.pdf>.

All the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct of the Company for the year ended 31st March, 2016. A declaration to this effect signed by Mr. Ashok Halasangi, Chief Executive Officer forms part of this Report as Annexure I.

15. Vigil Mechanism / Whistle Blower Policy

In line with Companies Act, 2013, erstwhile Listing Agreement and SEBI (LODR) Regulations, 2013, the Company has formulated Vigil Mechanism / Whistle Blower to report concerns about unethical behaviour, actual or suspected incidents of fraud or violation of Code of Conduct, that could adversely impact the Company's operations, business performance and / or reputation, in a secure and confidential manner. The Vigil Mechanism / Whistle Blower Policy has been placed on the website of the Company www.pranavaditya.com and web-link thereto is <http://www.pranavaditya.com/admin/uploads/pdf/PSML%20Whistle%20Blower%20Policy%20%20Vigil%20Mechanism.pdf>.

The said policy provides for adequate safeguard against victimization of directors / employees who avail of such mechanism and provides access to the Chairman of the Audit Committee, in exceptional cases. It is affirmed that no person has been denied access to the Audit Committee.

16. Code for Prevention of Insider Trading

The Company has adopted a code of conduct for Prevention of Insider Trading in the shares of the Company. The code, *inter-alia*, prohibits purchase / sale of shares of the Company by employees while in possession of unpublished price sensitive information in relation to the Company.



17. Communication with Members

Website: The Company's website www.pranavaditya.com contains the updated information pertaining to quarterly, half-yearly and annual financial results, shareholding pattern, important announcements, etc. The said information is available in a user friendly and downloadable form.

Financial Results: The quarterly, half yearly and annual financial results of the Company are submitted to the BSE Limited after approval of the Board of Directors of the Company within prescribed time. The financial results of the Company are published in one English daily newspaper viz Business Standard and one Marathi newspaper, Tarun Bharat within 48 hours of approval thereof.

Annual Report: Annual Report containing *inter alia* Standalone Financial Statements, Directors' Report, Auditors' Report, Corporate Governance Report is circulated to the members and others entitled thereto and is also available on the website of the Company www.pranavaditya.com.

Designated Exclusive Email ID: The Company has designated Email Id investors@pranavaditya.com exclusive for shareholder/investor grievances redressal.

SCORES (SEBI Complaints Redressal System):- SEBI has commenced processing of investor complaints in a centralized web based complaints redress system i.e. SCORES. The Company supported SCORES by using it as a platform for communication between SEBI and the Company.

Uploading on BSE Listing Centre: The quarterly results, quarterly compliances and all other corporate communications are filed electronically on BSE Listing Centre.

18. General Meetings

a.) Annual General Meetings:

The details of previous three Annual General Meeting of the Company are as under:

AGM	Date	Venue	No. of special Resolutions passed
23 rd	Saturday, 20-07-2013 at 11.00 a.m	Office No. 2, Plot No.266, Village Alte, Kumbhoj Road,	0
24 th	Saturday, 23-08-2014 at 11.00 a.m	Taluka Hatakanagale, District	1
25 th	Saturday, 22-08-2015 at 11.00 a.m	Kolhapur- 416 109, Maharashtra.	0

b.) **Extra-Ordinary General Meeting:** No Extra-ordinary General Meeting was held during the year under review.

c.) **Postal Ballot:** No Postal Ballot was conducted during the year under review. Further, as on date of this report, no Special Resolutions are proposed to be passed through Postal Ballot.

19. Certificate on compliance with conditions of Corporate Governance

The certificate regarding compliance of the conditions of Corporate Governance for the year ended 31st March, 2016 given by M/s B. K. Shroff & Company, Statutory Auditors is given as Annexure II to this Report.

20. Compliance Officer

Mrs. Amruta Avasare – Company Secretary
Tel: 022-43419533, Fax: 022-22823098,
E-mail Id: amruta.avasare@indocount.com

Till 14th August, 2015, Mr. Abhishek Thareja was Compliance Officer of the Company.

21. Disclosures

a) Subsidiary Companies

During the year under review, the Company does not have any subsidiary. However, the Company has adopted a policy on material subsidiaries on website of the Company which can be accessed through the web-link thereto is [http:// www.pranavaditya.com /admin/uploads/pdf/PSML%20Policy%20on%20Material%20Subsidiaries.pdf](http://www.pranavaditya.com/admin/uploads/pdf/PSML%20Policy%20on%20Material%20Subsidiaries.pdf).

b) Disclosure of Accounting Treatment

There is no deviation in following the treatments prescribed in Accounting Standards in preparation of financial statements for the year 2015-16.

c) Risk Management

The risk assessment and minimization procedures are in place and the Board is regularly informed about the business risks and the steps taken to mitigate the same.

d) The Management Discussion and Analysis Report is included in Directors' Report.

22. Statutory Compliance, Penalties and Strictures

The Company complied with all the requirements of the Stock Exchange / SEBI / and other statutory authorities on all matters related to the capital markets during the last three years. There were no penalties or strictures imposed



on the Company by the Stock Exchange, the SEBI or any statutory authority on matters relating to capital markets in last 3 years.

23. General Shareholders' information

Corporate

Annual General Meeting Tuesday, 26th July, 2016 at Plot No. 266, Village Alte, Kumbhoj Road, Taluka: Hatkanagale, District: Kolhapur - 416 109, Maharashtra at 11.00 a.m.

Financial year 1st April to 31st March

Tentative Financial Calendar (for Financial Year 2016-17) for approval of:

Financial Results for 1 st Quarter 2016-17 (unaudited)	On or before 14-08-2016
Financial Results for 2 nd Quarter 2016-17 (unaudited)	On or before 14-11-2016
Financial Results for 3 rd Quarter 2016-17 (unaudited)	On or before 14-02-2017
Financial Results for 4 th Quarter and year 2016-17 (Audited)	On or before 30-05-2017

Date of Book Closure: The Register of Members and the Share Transfer books will remain closed from Tuesday, 19th July, 2016 to Tuesday, 26th July, 2016 (both days inclusive) for the purpose of Annual General Meeting.

Dividend No dividend has been recommended by the Board during the year.

Listing on Stock Exchange BSE Ltd.
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001
Stock Exchange Code: 531172

Listing Fees Paid for 2016-2017 to BSE Limited

Annual Custody Fees The Company has paid the Annual Custody Fees to Central Depository Services (India) Ltd. and National Securities Depository Limited for the year 2016-17.

ISIN INE569D01028

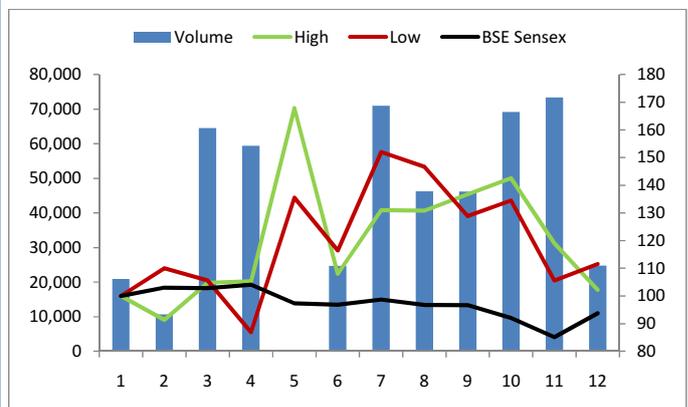
The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L17119PN1990PLC058139

Plant:-Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, District Kolhapur - 416109 Maharashtra.

Market Price Data

The monthly high and low quotations of the closing price and volume of shares traded at BSE Ltd. from April, 2015 to March, 2016 are as under:

Month	Company Share		
	High (₹)	Low (₹)	Volume
April - 2015	33.60	22.50	20,893
May - 2015	30.70	24.75	10,713
June - 2015	35.20	23.75	64,558
July - 2015	35.40	19.55	59,465
August - 2015	56.40	30.50	1,38,697
September - 2015	36.30	26.20	24,704
October - 2015	44.00	34.20	71,037
November - 2015	43.95	33.00	46,217
December - 2015	45.95	29.00	46,152
January - 2016	47.90	30.25	69,190
February - 2016	40.00	23.75	73,403
March - 2016	34.35	25.10	24,779



Registrar & Transfer Agents

Bigshare Services Private Limited
E-2/3, Ansa Industrial Estate
Saki Vihar Road, Sakinaka,
Andheri (East), Mumbai 400 072
Telephone No. 022 - 40430200
Fax No. 022 - 28475207
Email id: investor@bigshareonline.com

Share Transfer System

Transfer of equity shares in dematerialized form is done through the depositories without any involvement of the Company. Share transfers are registered and returned within a period of 10/15 days from the date of receipt if the documents are in order. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of SEBI (LODR) Regulations, 2015 and files a copy of the certificate with the BSE Limited.



Distribution of shareholding as on 31st March, 2016

No. of equity shares	No. of Shareholders	% of Shareholders	No. of shares held	% of shareholding
Upto - 500	3589	93.15	169370	0.88
501 – 1000	95	2.47	77695	0.40
1001 – 2000	65	1.69	94596	0.49
2001 – 3000	29	0.75	70748	0.37
3001 – 4000	16	0.41	57088	0.30
4001 – 5000	15	0.39	71389	0.37
5001 – 10000	21	0.54	149242	0.78
Above 10001	23	0.60	18551152	96.41
Total	3853	100.00	19241280	100.00

Shareholding Pattern as on 31st March, 2016

	No. of Equity shares	As a percentage of total paid up Share Capital
A. Shareholding of Promoter and Promoter Group		
1. Indian		
Individuals / Hindu Undivided Family	0	0
Bodies Corporate	14341280	74.53
Sub Total (A)(1)	14341280	74.53
2. Foreign		
Individual (Non-Resident Individual / Foreign Individual)	0	0
Sub Total (A)(2)	0	0
Total Shareholding of Promoter and Promoter Group (A)(1)+(A)(2)	14341280	74.53
B. Public Shareholding		
1. Institutions	0	0
Sub Total (B)(1)	0	0
2. Non-Institutions		
Individuals		
i. Individual Shareholders holding nominal share capital up to Rs. 1 lakh	627892	3.26
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	2331605	12.12
Any other (specify)		
- NRI / OCB	10210	0.05
- Trust	7596	0.04
- Clearing Member	7129	0.04
- Bodies Corporates	1915568	9.96
Sub Total (B)(2)	4900000	25.47
Total Public Shareholding (B)(1)+(B)(2)	4900000	25.47
Total (A)+(B)	19241280	100
Shares held by Custodians and against which Depository Receipts have been issued (C)	0	0
Grand Total (A+B+C)	19241280	100

Dematerialisation of shares and liquidity

The equity shares of the Company are available for dematerialisation with National Securities Depository Limited (NSDL) and Central Depository Services of (India) Limited (CDSL). The equity shares of the Company have been notified by SEBI for settlement only in the demat form for all investors from 21st March, 2000.

As on 31st March, 2016, 19,171,127 Equity Shares of the Company constituting over 99.64% of the issued, subscribed and paid-up share capital of the Company are held in dematerialized form and 0.36% is in Physical form. The Company's shares were traded on BSE Limited.

Shares held in demat and physical mode as on 31st March, 2016 are as under:

Category	Number of		% to total equity
	Shareholders	Shares	
Demat Mode			
NSDL	741	16992023	88.31%
CDSL	530	2179104	11.33%
Total	1271	19171127	99.64%
Physical Mode	2582	70153	0.36%
Grand Total	3853	19241280	100.00%

Outstanding GDR / ADR / warrants or any convertible instruments, conversion date and likely impact on equity

As on 31st March, 2016, there are no GDR / ADR / warrants or any convertible instruments.

Service of documents through electronic mode

As a part of Green initiative, the members who wish to receive documents like the Notice convening the general meetings, Financial Statements, Directors' Report, Auditors' Report etc., through e-mail, may kindly intimate their e-mail address to Company / Registrars (for shares held in physical form) and Depository Participants (for shares held in dematerialized form).

Address for Correspondence

Pranavadiya Spinning Mills Limited
301, 3rd Floor, "Arcadia",
Nariman Point,
Mumbai – 400 021
Phone: 91 22 43419500 / 501
Fax: 022 - 2282 3098



Compliance with Mandatory and Non-Mandatory requirements

Mandatory Requirements

The Company has complied with all mandatory requirements of SEBI (LODR) Regulations, 2015

Non - Mandatory Requirements

<p>A. The Board</p> <p>A Non-Executive chairperson may be entitled to maintain a chairperson's office at the listed entity's expense and also allowed reimbursement of expenses incurred in performance of his duties.</p>	<p>The Company has a Non-Executive Chairman.</p>
<p>B. Shareholder Rights</p> <p>A half-yearly declaration of financial performance including summary of the significant events in last six-months, may be sent to each household of shareholders.</p>	<p>As the Company's half-yearly results are published in leading English and Marathi newspapers and also uploaded on the website of the Company, hence the same are not sent to the Shareholders of the Company.</p>
<p>C. Modified opinion(s) in Audit Report</p> <p>The listed entity may move towards a regime of financial statements with unmodified Audit opinion.</p>	<p>There are no qualifications in Audit Report.</p>
<p>D. Separate posts of Chairperson and Chief Executive Officer</p> <p>The listed entity may appoint separate persons to the post of Chairperson and Managing Director or Chief Executive Officer.</p>	<p>At present Mr. S. K. Agrawal is the Chairperson of the Company and Mr. Ashok Halasangi is the Chief Executive Officer of the Company.</p>
<p>E. Reporting of Internal Auditor</p> <p>The Internal Auditor may report directly to the Audit Committee.</p>	<p>The Internal Auditors of the Company are present in each Audit Committee Meeting and directly interact with Audit Committee Members.</p>

For **PRANAVADITYA SPINNING MILLS LIMITED**

S. K. AGRAWAL
CHAIRMAN
DIN: 00400892

Dated: 8th June, 2016
Place: Mumbai

ANNEXURE I

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

Pursuant to the requirements of SEBI (LODR) Regulations, 2015, I hereby confirm that all the Board members and Senior Management Personnel of Pranavadiya Spinning Mills Limited have affirmed compliance with the Code of Business Conduct and Ethics for the year ended 31st March, 2016.

For **PRANAVADITYA SPINNING MILLS LIMITED**

ASHOK HALASANGI
CHIEF EXECUTIVE OFFICER

Date: 8th June, 2016
Place: Mumbai



Annexure II

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

To
The Members
PRANAVADITYA SPINNING MILLS LIMITED

We have examined the compliance of conditions of Corporate Governance by Pranavaditya Spinning Mills Limited ("the Company"), for the financial year ended on 31st March, 2016, as stipulated in Clause 49 of the Listing Agreement of the Company with stock exchanges for the period 1st April, 2015 to 30th November, 2015 and as per relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") as referred to in Regulation 15(2) of SEBI (LODR) Regulations, 2015 for the period 1st December, 2015 to 31st March, 2016.

The compliance of conditions of the Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above-mentioned Listing Agreement / SEBI (LODR) Regulations, 2015 as applicable.

We further state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For B. K. Shroff & Co.
Chartered Accountants
Reg. No. : 302166E

Sanjiv Aggarwal
Partner
Membership Number 85128

Date: 8th June, 2016
Place: New Delhi



To
The Members of
Pranavadiya Spinning Mills Limited

1. Report on the Standalone Financial Statements

We have audited the accompanying Statement of Standalone Financial Statements of **Pranavadiya Spinning Mills Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

2. Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures

in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016 and its loss and its cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

- I. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of Section 143(11) of the Act (hereinafter referred to as the "Order") and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A" a Statement on the matters specified in paragraphs 3 and 4 of the Order.
- II. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

INDEPENDENT AUDITORS' REPORT



- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 18 to the financial statements;
 - ii. The Company has no long-term contracts including derivative contracts. Hence, no provision is required under the applicable law or accounting standards;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For B. K. Shroff & Co
Chartered Accountants
Firm Registration Number : 302166E

Partner
Membership Number: 6329

Mumbai, May 2, 2016

ANNEXURE TO INDEPENDENT AUDITORS' REPORT



Annexure A referred to in Paragraph 5(I) under the heading of “Report on Other Legal and Regulatory Requirements” of our report of even date to the members of Pranavadiya Spinning Mills Limited on the standalone financial statements for the year ended 31st March, 2016

- i. (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management during the year as per the phased program designed to cover all the fixed assets over a period, which in our opinion is reasonable having regard to the size of the company and nature of its assets. Discrepancies noticed on such verification, which are not material, have been properly dealt with in the books of accounts.
- (c) The title deeds of all immovable properties are in the name of the company.
- ii. As explained to us, the inventories have been physically verified by the management during the year except stocks lying with third parties in respect of whom confirmations have been obtained and the discrepancies noticed on physical verification as compared to book record, which are not material, have been properly dealt with in the books of account. In our opinion, the frequency of such verification is reasonable.
- iii. According to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the Register maintained under Section 189 of the Act.
- iv. According to the records of the company, examined by us and information and explanations given to us, the company has complied with the provisions of Sections 185 and 186 of the Act with respect to guarantees given. No guarantee was outstanding at the year end. No loan has been given, investments made and securities provided.
- v. The company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the rules framed thereunder to the extent notified.
- vi. We have broadly reviewed the cost accounting records maintained by the company prescribed by the Central Government under Section 148(1) of the Act and are of the opinion that prima facie the prescribed records have been maintained. However, we are neither required to carry out nor have carried out detailed examination of such cost accounting records with a view to determine whether they are accurate or complete.
- vii. According to the records of the company, examined by us and information and explanations given to us:
 - a) Undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and others as applicable have generally been regularly deposited with the appropriate authorities except delay in few cases. There are no undisputed amounts payable in respect of aforesaid dues outstanding as at 31st March, 2016 for a period of more than six months from the date they became payable.
 - b) There are no disputed dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax outstanding as at 31st March, 2016 except dues on account of penalty levied by excise authorities amounting to Rs 1.00 lac for the year have not been deposited and appeal for the same is pending before CESTAT.
- viii. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to financial institution, bank or government. The Company has not issued any debentures.
- ix. According to the information and explanations given to us, no money has been raised by way public issue (including debt instruments) and no term loan has been raised during the year.
- x. Based on the audit procedures performed and according to the information and explanations given to us, we report that no fraud on or by the Company by its officers/employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us, no managerial remuneration has been paid/provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- xii. The Company is not a nidhi company.
- xiii. According to the records examined by us, and information and explanations given to us, all transactions with the related parties are in compliance with Sections 188 and 177 of the Act and necessary details as required by the accounting standards have been disclosed in note 27 of the Financial Statements.
- xiv. The Company has not made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year ended 31st March, 2016.



For **B. K. Shroff & Co**
Chartered Accountants
Firm Registration Number : 302166E

Partner
Membership Number : 6329

- xv. According to the records of the Company examined by us and the information and explanation given to us, the company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Mumbai , May 2, 2016



Annexure - B referred to in paragraph 5(II)(f) to the Independent Auditor's Report of even date on the Standalone Financial Statements of Pranavadiya Spinning Mills Limited.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Pranavadiya Spinning Mills Limited ("the Company") as of 31st March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's

judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for my /our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
- c) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial



For B.K Shroff & Co.
Chartered Accountants
Firm Registration Number : 302166E

Partner
Membership Number: 6329

reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI”.

Mumbai , May 2, 2016

BALANCE SHEET

As at 31st March, 2016



(₹ In lac)

Particulars	Note	As at 31.03.2016		As at 31.03.2015	
I EQUITY AND LIABILITIES					
(1) SHAREHOLDERS' FUNDS					
(a) Share Capital	2	1,924.13		1,924.13	
(b) Reserves & Surplus	3	2,079.59	4,003.72	2,136.98	4,061.11
(2) NON-CURRENT LIABILITIES					
(a) Long-Term Provisions	4	65.49	65.49	84.61	84.61
(3) CURRENT LIABILITIES					
(a) Trade Payables	5	452.39		374.60	
(b) Other Current Liabilities	6	134.52		184.73	
(c) Short Term Provisions	7	10.69	597.60	158.47	717.80
			4,666.81		4,863.52
II ASSETS					
(1) NON CURRENT ASSETS					
(a) Fixed Assets					
i) Tangible Assets	8	2,812.25		2,751.82	
ii) Capital Work in progress	9	-	2,812.25	13.40	2,765.22
(b) Non-Current Investments	10		0.16		0.16
(c) Deferred Tax Assets (Net)	11		271.18		277.32
(d) Long-Term Loans & Advances	12		3.83		120.45
(2) CURRENT ASSETS					
(a) Inventories	13	604.28		562.48	
(b) Trade Receivables	14	503.02		547.95	
(c) Cash & Cash Equivalents	15	139.54		103.77	
(d) Short Term Loans & Advances	16	158.47		308.53	
(e) Other Current Assets	17	174.08	1,579.39	177.64	1,700.37
			4,666.81		4,863.52

See accompanying notes to the financial statements

As per our report of even date annexed

For **B.K.SHROFF & CO.**,
Chartered Accountants
Reg. No. 302166E

S. K. Agrawal
Chairman
DIN No. 00400892

Anil Kumar Jain
Director
DIN No. 00086106

Partner

Membership No. 6329
Mumbai, May 2, 2016

R. Sundaram
Chief Financial Officer

Amruta Avasare
Company Secretary
ACS No. 18844

STATEMENT OF PROFIT & LOSS

For the year ended 31st March, 2016



(₹ In lac)

PARTICULARS	NOTE	YEAR ENDED 31.03.2016	YEAR ENDED 31.03.2015
I Revenue from Operations	19	6,055.72	6,537.58
II Other Income	20	26.72	47.24
III TOTAL REVENUE		6,082.44	6,584.82
IV EXPENSES			
Cost of Materials Consumed	21	3,988.80	4,460.26
Purchases - Traded Goods		-	23.72
Changes in Inventories of Finished Goods, Work in Progress and Stock in trade	22	108.10	(34.13)
Employee Benefits Expense	23	656.68	669.16
Finance Costs	24	17.57	29.96
Depreciation and Amortisation Expense	25	65.13	56.60
Other Expenses	26	1,227.57	1,261.52
TOTAL EXPENSES		6,063.85	6,467.09
V Profit before Tax		18.59	117.73
VI Tax Expense:			
Income Tax for current year		3.54	23.56
Income Tax for earlier years		5.21	-
Deferred tax		6.14	34.85
MAT Credit Entitlement		(3.54)	(23.56)
MAT Credit Entitlement of earlier years		0.14	-
VII Profit for the Year		7.10	82.88
VIII EARNING PER SHARE	28		
Basic and Diluted		0.04	0.43

See accompanying notes to the financial statements

As per our report of even date annexed
For **B.K.SHROFF & CO.**,
Chartered Accountants
Reg. No. 302166E

S. K. Agrawal
Chairman
DIN No. 00400892

Anil Kumar Jain
Director
DIN No. 00086106

Partner
Membership No. 6329
Mumbai, May 2, 2016

R. Sundaram
Chief Financial Officer

Amruta Avasare
Company Secretary
ACS No. 18844

CASH FLOW STATEMENT

For the year ended 31st March, 2016



(₹ In lac)

Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	18.59	117.73
Adjustments for:-		
Depreciation and amortisation	65.13	56.60
Profit on sale of assets	(11.26)	(22.22)
Loss on sale of assets	0.13	1.58
Finance Cost	17.57	29.96
Interest income	(1.95)	(7.18)
Operating profit before working capital changes	88.21	176.47
Changes in working capital :		
Adjustment for (increase)/decrease in operating assets		
Inventories	(41.79)	62.14
Trade Receivables	44.93	121.63
Short term loans and advances	6.93	208.01
Long term loans advances	116.62	(35.52)
Other current assets	6.95	43.77
	133.64	400.03
Adjustment for increase/(decrease) in operating liabilities		
Trade payables	77.79	(492.15)
Other current liabilities	(50.21)	(42.17)
Short term provisions	2.86	1.05
Long-Term Provisions	(19.12)	20.33
	11.32	(512.94)
Net income tax(paid)/refunds	(16.26)	(47.99)
Net Cash flow from /(used in) operating activities(A)	216.91	15.57
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of tangible assets	(183.11)	(98.57)
Sale of tangible assets	17.59	41.33
Interest Received - Others	1.95	7.18
Net Cash flow from/(used in) investing activities(B)	(163.57)	(50.06)
C Cash Flow from financing activities		
Net increase/(Decrease) in long term borrowings	-	(1.03)
Net increase/(Decrease) in short term borrowings	-	(110.28)
Proceeds from other short term borrowings	-	-
Repayment of other short term borrowings	-	-
Finance Cost	(17.57)	(29.96)
Net Cash flow from /(used in) financing activities (C)	(17.57)	(141.27)

CASH FLOW STATEMENT

For the year ended 31st March, 2016



(₹ In lac)

Particulars	Fot the year ended 31.03.2016	Fot the year ended 31.03.2015
Net Increase /(decrease) in cash and cash equivalents (A+B+C)	35.77	(175.76)
Cash and cash equivalents at the beginning of the year	103.77	279.53
Cash and cash equivalents at the end of the year	139.54	103.77
Reconciliation of cash and cash equivalents with the balance sheet :		
Cash and cash equivalents as per Balance sheet	139.54	103.77
Cash and cash equivalents at the end of the year Comprises of:		
(a) cash on hand	0.25	2.01
(b) cheque, draft on hand		
(b) balance with banks		
i) In Current accounts	127.45	92.71
(c) Others	11.84	9.05

Notes: Figures in bracket represents cash outflow.

As per our report of even date annexed
For **B.K.SHROFF & CO.,**
Chartered Accountants
Reg. No. 302166E

S. K. Agrawal
Chairman
DIN No. 00400892

Anil Kumar Jain
Director
DIN No. 00086106

Partner
Membership No. 6329
Mumbai, May 2, 2016

R. Sundaram
Chief Financial Officer

Amruta Avasare
Company Secretary
ACS No. 18844

NOTES ON FINANCIAL STATEMENTS

For the year ended 31st March, 2016



1. Significant Accounting Policies adopted by the company

Method of Accounting

i) The accounts are prepared under the historical cost convention using the accrual method of accounting unless otherwise stated hereinafter.

ii) Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

iii) Accounting policies not significantly referred to are consistent with generally accepted accounting principles.

iv) Fixed Assets

Fixed assets are stated at cost except for land, plant & machinery and buildings which have been shown at revalued amount. Cost is inclusive of inward freight, duties & taxes and incidental expenses related to acquisition. In respect of major projects involving construction, related pre-operational, start-up and trial run expenses form part of the value of the assets capitalized. As per practice, expenses incurred on modernization / debottlenecking/ relocation / relining of plant & equipment are capitalized. Fixed assets, other than leasehold land, acquired on lease are not treated as assets of the company and lease rentals are charged off as revenue expenses.

Consideration is given at each balance sheet date to determine whether there is any indication of impairment of the carrying amount of the company's fixed assets. If any indication exists, an asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

v) Depreciation

Depreciation is calculated on fixed assets on straight line method in accordance with Schedule II to the Companies Act 2013. Software system is amortized over a period of five years.

vi) Investments

Long term investments are stated at cost. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary in the opinion of the management. Current investments are stated at lower of cost and quoted / fair value.

vii) Inventories

Inventories are valued at lower of cost or net realizable value except for waste.

Cost of raw materials, stores and spares, and dyes and chemicals are determined at weighted average method.

Finished goods and stock in process include cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Wastage and rejections are valued at estimated realizable value.

Obsolete, defective and unserviceable stocks are duly provided for.

viii) Excise and other Duties

Excise duty in respect of finished goods lying in factory premises is provided and included in the valuation of inventories. CENVAT benefit is accounted for by reducing the purchase cost of the fixed assets.

ix) Retirement and other employee related benefits

i) Short term Employee Benefits

All employee benefits payable only within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of bonus, ex-gratia, and incentives are recognized in the period during in which the employee renders the related service.

ii) Post employment Benefits

a) Defined Contribution Plans

State Government Provident Fund Scheme is a defined contribution plan. The contribution paid/payable under the scheme is recognized in the profit & loss account during the period, in which the employee renders the related service.

b) Defined Benefit Plans

Gratuity and Leave Encashment are defined benefit plans. The present value of obligation

NOTES ON FINANCIAL STATEMENTS

For the year ended 31st March, 2016



under such defined benefit plans are determined based on actuarial valuation under the projected unit credit method which recognizes each period of service as giving rise to additional unit of employees benefits entitlement and measures each unit separately to build up the final obligation.

The obligations are measured at the present value of future cash flows. The discount rates used for determining the present value having maturity periods approximated to the returns of related obligations.

x) Foreign Currency Transactions, Derivatives instruments and hedge accounting:

Transactions in foreign currency other than those covered by forward contracts are accounted for at the prevailing conversion rates at the close of the year and difference arising out of the settlement are dealt with in the Profit & Loss account. Outstanding export documents when covered by foreign exchange forward contracts are translated at contracted rates. Other foreign currency current assets and liabilities outstanding at the close of the year are valued at the year end exchange rates. The fluctuations are reflected under the appropriate revenue head.

The company uses foreign currency forward contracts and currency options to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions and not for trading or speculation purpose.

xi) Research and Development

Revenue expenditure on research and development is charged against the profit of the year in which it is incurred. Capital expenditure on research & development is shown as an addition to fixed assets.

xii) Earnings per share

Basic earning per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity share outstanding during the year.

Diluted earning per share is calculated by dividing the net profit attributable to equity shareholders by the weighted average number of equity share outstanding during the year (adjusted for the effects of dilative options).

xiii) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

xiv) Operating Leases

Operating lease payments are recognized as expense in the profit & loss account on a straight-line basis over the lease term.

xv) Events occurring after balance date

Events occurring after the balance sheet date have been considered in the preparation of the financial statements.

xvi) Contingent Liabilities

Contingent liabilities as defined in Accounting Standard-29 are disclosed by way of notes to accounts. Provision is made if it becomes probable that an outflow of future economic benefit will be required for an item previously dealt with as a contingent liability.

NOTES ON FINANCIAL STATEMENTS

For the year ended 31st March, 2016



2. SHARE CAPITAL

Particulars	No. of Shares		Amount (₹ in lac)	
	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
a) Authorised				
Equity Shares of ₹ 10 each				
At the beginning of the period	19,270,000	19,270,000	1,927.00	1,927.00
At the end of the period	19,270,000	19,270,000	1,927.00	1,927.00
b) Issued, Subscribed and Paid up				
Equity Shares of ₹ 10 each				
At the beginning of the period	19,241,280	19,241,280	1,924.13	1,924.13
At the end of the period	19,241,280	19,241,280	1,924.13	1,924.13

Terms/rights attached to equity shares

- The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of equity shares in the Company held by each shareholder holding more than 5% of shares is as under:

Name of the Shareholder	No. of Shares			
	As at 31.03.2016	percentage	As at 31.03.2015	percentage
Indo Count Industries Limited (Holding Company)	14,341,280	74.53%	14,341,280	74.53%

3. RESERVES & SURPLUS

Particulars		Amount (₹ in lac)	
		As at 31.03.2016	As at 31.03.2015
Capital Reserve			
At the beginning of the period		25.00	25.00
At the end of the period	A	25.00	25.00
Revaluation Reserve			
At the beginning of the period		1,605.14	1,680.40
Less: Reduction during the period		64.49	75.26
At the end of the period	B	1,540.65	1,605.14
Profit & Loss Account			
At the beginning of the period		506.84	426.67
Add: Profit for the period		7.10	82.88
Less: Adjustment on account of depreciation net of deferred tax asset of ₹ 1.30 lac		-	2.71
At the end of the period	C	513.94	506.84
TOTAL	A+B+C	2,079.59	2,136.98

NOTES ON FINANCIAL STATEMENTS

For the year ended 31st March, 2016



4. LONG TERM LIABILITIES PROVISIONS

Particulars	Amount (₹ in lac)	
	As at 31.03.2016	As at 31.03.2015
Employee Benefits	65.49	84.61
Total	65.49	84.61

5. TRADE PAYABLES

Particulars	Amount (₹ in lac)	
	As at 31.03.2016	As at 31.03.2015
Total outstanding dues of Micro Enterprises and Small Enterprises (a)	-	-
Others	452.39	374.60
Total	452.39	374.60

(a) The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.

6. OTHER CURRENT LIABILITIES

Particulars	Amount (₹ in lac)	
	As at 31.03.2016	As at 31.03.2015
Current Maturities of Long Term Debts	-	1.03
Security Deposit	0.35	0.35
Advance from Customers	1.15	1.35
Other Payables (a)	133.02	182.00
Total	134.52	184.73

(a) Amount to be credited to Investor Education & Protection Fund-

Particulars	Amount (₹ in lac)	
	As at 31.03.2016	As at 31.03.2015
a) Unpaid Dividend	-	-
b) Unpaid application money received for allotment of securities and due for refund	-	-
c) Unpaid matured deposits	-	-
d) Unpaid matured debentures	-	-
e) Interest accrued on (a) to (d) above	-	-

7. SHORT TERM PROVISIONS

Particulars	Amount (₹ in lac)	
	As at 31.03.2016	As at 31.03.2015
Provision for Income Tax	3.54	154.18
Provision for Employees Benefits	7.15	4.29
Total	10.69	158.47

NOTES ON FINANCIAL STATEMENTS

For the year ended 31st March, 2016



₹ In lac

8. FIXED ASSETS

PARTICULARS	G R O S S B L O C K			D E P R E C I A T I O N			N E T B L O C K		
	As at 01-04-2015	Additions	Sales / Adjustment	As at 31-03-2016	As at 01-04-2015	Additions	Sales / Adjustment	As at 31-03-2016	As at 31-03-2015
TANGIBLE:									
a) At cost									
Land - Freehold	28.75	-	-	28.75	-	-	-	28.75	28.75
Buildings	467.91	7.74	-	475.65	215.34	14.14	-	246.17	252.57
Plant & Machinery	3,416.89	187.02	126.20	3,477.71	2,575.22	45.25	119.89	977.13	841.67
Furniture & Fixtures	53.81	-	-	53.81	51.23	0.01	-	2.57	2.58
Factory & Office Equipment	108.86	1.75	3.05	107.56	99.93	1.53	2.91	9.01	8.93
Vehicles	32.43	-	-	32.43	20.23	4.20	-	8.00	12.20
b) At revalued cost									
Land - Freehold	817.46	-	-	817.46	-	-	-	817.46	817.46
Buildings	540.47	-	-	540.47	52.86	8.81	-	478.80	487.61
Plant & Machinery	645.73	-	1.93	643.80	352.49	53.73	1.11	238.69	293.24
Factory & Office Equipment	13.63	-	-	13.63	6.82	1.14	-	5.67	6.81
TOTAL	6,125.94	196.51	131.18	6,191.27	3,374.12	128.81	123.91	3,379.02	2,751.82
Previous Year	6,294.24	85.14	253.44	6,125.94	3,471.00	125.35	222.23	3,374.12	

a) The Company revalued its land, building and plant & machinery as on 01-04-2009 based on the the valuation made by an approved valuer. Accordingly, the original cost of such assets resulted in gross increase in the value of assets over their original cost by ₹ 2,015.36 lac (excluding the assets sold till 31-03-2016), increase in depreciation upto 31-03-2016 on revaluation by ₹ 474.74 lac and thereby net revaluation reserve as at 31-03-2016 is ₹ 1,540.62 lac.

9. Capital Work in progress does not include capital advances ₹ 3.18 lac (previous year ₹ 120.34 lac).

NOTES ON FINANCIAL STATEMENTS

For the year ended 31st March, 2016



10. NON CURRENT INVESTMENTS

Particulars	No. of Shares		Amount (₹ in lac)	
	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
-Unquoted				
Shri Datta Nagari Sah Pat Sanstha Ltd	1,050	1,050	0.11	0.11
Choudeswari Co-op Bank Ltd.	200	200	0.05	0.05
TOTAL			0.16	0.16

11. DEFERRED TAX ASSETS

As required under Accounting standard (AS-22), 'Accounting for taxes on income' issued by the Institute of Chartered Accounts of India, the Company is required to account for deferred taxation while preparing its accounts. The details of deferred tax assets / liabilities are as under:

Particulars		Amount (₹ in lac)		
		As at 31.03.2015	Tax effect for the period	As at 31.03.2016
Deferred Tax Liability				
Fixed Assets	A	(183.35)	(26.88)	(210.23)
		(183.35)	(26.88)	(210.23)
Deferred Tax Assets				
Loss		419.68	25.45	445.13
Others		40.99	(4.71)	36.28
	B	460.67	20.74	481.41
Net Deferred Tax Assets/(Liability)	A-B	277.32	(6.14)	271.18

12. LONG TERM LOANS & ADVANCES

(Unsecured-considered good)

Particulars	Amount (₹ in lac)	
	As at 31.03.2016	As at 31.03.2015
Capital Advances	3.18	120.34
Security Deposits	0.65	0.11
TOTAL	3.83	120.45

13. INVENTORIES

Particulars	Amount (₹ in lac)	
	As at 31.03.2016	As at 31.03.2015
Stores & Spares (a)	29.29	21.10
Raw Materials (b)	404.00	262.30
Waste	8.07	7.36
Work in Progress	151.17	204.74
Finished Goods	11.75	66.98
TOTAL	604.28	562.48

(a) Including Goods in Transit ₹ 3.88 lac (Previous year ₹ 0.78 lac)

(b) Including Goods in Transit ₹ 86.60 lac (Previous year ₹ 35.89 lac)

NOTES ON FINANCIAL STATEMENTS

For the year ended 31st March, 2016



14. TRADE RECEIVABLES

Particulars	Amount (₹ in lac)	
	As at 31.03.2016	As at 31.03.2015
Exceeding six months	-	-
Others	503.02	547.95
TOTAL	503.02	547.95

15. CASH & CASH EQUIVALENTS

Particulars	Amount (₹ in lac)	
	As at 31.03.2016	As at 31.03.2015
Cash in hand	0.25	2.01
Balances with Banks		
In Current Accounts	127.45	92.71
Held as margin / Fixed deposits	11.84	9.05
TOTAL	139.54	103.77

Fixed deposits with maturity within 12 Months is ₹ 11.84 lac (Previous year ₹ 9.06 lac)

16. SHORT TERM LOANS & ADVANCES

Particulars	Amount (₹ in lac)	
	As at 31.03.2016	As at 31.03.2015
Advance Income Tax (including tax deducted at source)	13.13	156.27
Others (considered good)	145.34	152.26
TOTAL	158.47	308.53

17. OTHER CURRENT ASSETS

(Unsecured-considered good)

Particulars	Amount (₹ in lac)	
	As at 31.03.2016	As at 31.03.2015
Export Incentives / Claims recoverable	16.50	23.46
MAT Credit Entitlement	157.58	154.18
TOTAL	174.08	177.64

NOTES ON FINANCIAL STATEMENTS

For the year ended 31st March, 2016



18. CONTINGENT LIABILITIES AND COMMITMENTS

(to the extent not provided for)

A Contingent Liabilities

Particulars	Amount (₹ in lac)	
	As at 31.03.2016	As at 31.03.2015
(a) i) Bank Guarantees	88.34	89.12
ii) Excise duty demands disputed in appeals	1.00	1.00

(b) i) The Board for Industrial and Financial Reconstruction (BIFR) in its order dated 16th September 2010 has directed that the Company ceases to be a sick industrial Company within the meaning of section 3 (1) (o) of the SICA as its net worth has turned positive for the year ended 31-03-2010 and its revival is sustainable. It is therefore discharged from the purview of SICA/BIFR.

ii) The unimplemented provisions of SS-07 as may be there would be implemented by the Company/promoters and the concerned agencies and implementation would be monitored by the Board of Directors of the Company.

iii) The Company would complete necessary formalities with the concerned Registrar of Companies as may be required.

iv) Aggrieved with the impugned order of BIFR directed to implement the unimplemented provisions of SS-07, The Director General of Income Tax (DGIT) has filed an appeal with the Appellate Authority of Industrial and Financial reconstruction (AAIFR) requesting to set aside the BIFR order dated 16-09-2010.

(c) The Company has not made any provision of MAT/ Income Tax on the basis of scheme of rehabilitation sanctioned by the BIFR. In their order dated 16-09-2010, the " Board" has stated that the un implemented provisions of SS-07 would be implemented by the Company/ promoters and concerned agencies. Against this order DGIT had filed an appeal before AAIFR challenging the validity of the order. The Company is confident that the directions of BIFR will be upheld and no liability towards MAT/ Income Tax will arise. In case any liability arises, the same will be accounted for as and when arises/ determined.

(d) The term loans and working capital loans obtained by Indo Count Industries Limited are to be secured by way of pari-passu charge of the existing fixed assets of the Company.

B Commitments

Particulars	Amount (₹ in lac)	
	As at 31.03.2016	As at 31.03.2015
Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for	33.31	18.23

19. REVENUE FROM OPERATIONS

Particulars	Amount (₹ in lac)	
	For the period 01.04.2015 to 31.03.2016	For the period 01.04.2014 to 31.03.2015
Gross Sales of Products *	6,034.63	6,503.99
Less: Excise Duty	-	-
Net-Sales	6,034.63	6,503.99
Export Incentives / Benefits	21.09	33.59
REVENUE FROM OPERATIONS	6,055.72	6,537.58

* Includes sale to holding Company ₹ 27.21 lac (previous year ₹ 46.54 lac)

NOTES ON FINANCIAL STATEMENTS

For the year ended 31st March, 2016



20. OTHER INCOME

Particulars	Amount (₹ in lac)	
	For the period 01.04.2015 to 31.03.2016	For the period 01.04.2014 to 31.03.2015
Interest Banks *	0.81	4.76
Interest Others **	1.15	2.41
Interest Received on VAT Refund	-	6.17
Miscellaneous Receipts and Incomes	0.12	0.23
Exchange rate difference (net)	2.60	2.12
Liability no longer required written back	9.47	9.33
Profit on Sale of Assets	11.26	22.22
Insurance Claim Received	1.31	-
TOTAL	26.72	47.24

* Includes tax deducted at source ₹ 0.08 lac (previous year ₹ 0.48 lac)

** Includes tax deducted at source ₹ 0.11 lac (previous year ₹ 0.24 lac)

21. COST OF MATERIALS CONSUMED

Particulars	Amount (₹ in lac)	
	For the period 01.04.2015 to 31.03.2016	For the period 01.04.2014 to 31.03.2015
Raw material & Components consumed		
Opening Stock	262.30	351.27
Add : Purchases *	4,130.50	4,371.29
SUB TOTAL	4,392.80	4,722.56
Less : Closing Stock	404.00	262.30
COST OF SALES	3,988.80	4,460.26

* Includes purchase from holding Company ₹ 84.70 lac (Previous year ₹ 17.50 lac)

22. Changes in inventories of Finished goods, work in progress and stock in trade

Particulars		Amount (₹ in lac)	
		For the period 01.04.2015 to 31.03.2016	For the period 01.04.2014 to 31.03.2015
Closing Stock			
Finished Goods		11.75	66.99
Stock in Process		151.17	204.74
Waste		8.07	7.36
SUB - TOTAL	A	170.99	279.09
Less : Opening Stock			
Finished Goods		66.99	71.19
Stock in Process		204.74	161.83
Waste		7.36	11.94
SUB - TOTAL	B	279.09	244.96
(INCREASE)/DECREASE IN STOCK	B-A	108.10	(34.13)

NOTES ON FINANCIAL STATEMENTS

For the year ended 31st March, 2016



23. EMPLOYEE BENEFITS EXPENSES

Particulars	Amount (₹ in lac)	
	For the period 01.04.2014 to 31.03.2016	For the period 01.04.2013 to 31.03.2015
Salaries & Wages	588.54	601.57
Contribution to Provident & Other Funds	40.08	36.48
Gratuity	21.90	22.73
Staff Welfare Expenses	6.16	8.38
TOTAL	656.68	669.16

EMPLOYEE POST RETIREMENT BENEFITS

Particulars	Amount (₹ in lac)			
	For the period 01.04.2015 to 31.03.2016		For the period 01.04.2014 to 31.03.2015	
During the year, the following contribution have been made under				
Employer's Contribution to Provident Fund	40.08		36.48	
Gratuity and Leave encashment benefits	12.55		34.35	
Defined Benefit Plans	Gratuity	Leave Benefit	Gratuity	Leave Benefit
ii) Assumptions				
Discount Rate	8%	8%	8%	8%
Salary Escalation	7%	7%	7%	7%
ii) Table showing changes in present value of obligations				
Present value of obligation as at beginning of the year	115.61	31.99	94.17	21.30
Interest cost	8.90	2.46	7.53	1.70
Current Service Cost	14.48	4.44	12.64	11.07
Benefits Paid	(7.07)	(1.73)	(5.10)	(1.71)
Actuarial (gain)/loss on obligation	3.21	(14.75)	6.36	(0.38)
Present value of obligations as at end of year	135.13	22.41	115.61	31.99
iii) Table showing changes in the present value of plan				
Fair value of plan assets at the beginning of year	45.47	13.23	37.10	10.83
Expected return on plan assets	4.82	1.37	3.54	1.03
Contributions	23.32	5.66	9.66	2.98
Benefits paid	(7.07)	(1.73)	(5.10)	(1.71)
Actuarial gain / (Loss) on plan assets	(0.13)	(0.04)	0.27	0.09
Fair value of plan assets at the end of year	66.41	18.49	45.47	13.23
iv) Table showing fair value of plan assets				
Fair value of plan assets at the beginning of year	45.47	13.23	37.10	10.83
Actual return on plan assets	4.82	1.37	3.54	1.03
Contributions	23.32	5.66	9.66	2.98
Benefits paid	(7.07)	(1.73)	(5.10)	(1.71)
Actuarial (gain)/loss on plan asset			-	-
Fair value of plan assets at the end of year	66.41	18.49	45.47	13.23
Present value of obligation at the end of year	135.13	22.41	115.61	31.99

NOTES ON FINANCIAL STATEMENTS

For the year ended 31st March, 2016



EMPLOYEE POST RETIREMENT BENEFITS (Contd.)

Defined Benefit Plans	Gratuity	Leave Benefit	Gratuity	Leave Benefit
v) Actuarial Gain / Loss recognized				
Actuarial gain / Loss for the year – obligation	3.21	(14.75)	6.36	(0.38)
Actuarial (gain)/Loss for the year – plan assets	-	-	-	-
Total (gain) / Loss for the year	3.21	(14.75)	6.36	(0.38)
Actuarial (gain / Loss recognized in the year	3.21	(14.75)	6.36	(0.38)
vi) The amounts to be recognized in the balance sheet and statements of Profit & loss				
Present value of obligations as at the end of year	135.13	22.41	115.61	31.99
Fair value of plan assets as at the end of the year	66.41	18.49	45.47	13.23
Funded status	(68.72)	(3.92)	(70.14)	(18.76)
Net Asset / (Liability) recognized in balance sheet	68.72	3.92	70.14	18.76
vii) Expenses recognized in statement of Profit & Loss				
Current services cost	14.48	4.44	12.64	11.07
Interest cost	8.90	2.46	7.53	1.70
Expected return on plan assets	(4.82)	(1.37)	(3.54)	(1.03)
Net Actuarial (gain)/Loss recognized in the year	3.21	(14.75)	6.36	(0.38)
Expenses recognized in statement of P&L	21.77	(9.22)	22.99	11.36

The Estimates of rate of future salary increase takes account inflation, seniority, promotion and other relevant factors on long term basis.

The discount rate is generally based upon the market yields available on Government bonds at the accounting date with a term that matches that of liability. The above information is certified by the actuary.

24. FINANCE COSTS

Particulars	Amount (₹ in lac)	
	For the period 01.04.2015 to 31.03.2016	For the period 01.04.2014 to 31.03.2015
Interest Expense		
-Banks	7.12	12.11
-Others	0.03	0.08
Bank Charges	10.42	17.77
TOTAL	17.57	29.96

25. DEPRECIATION & AMORTISATION EXPENSES

Particulars	Amount (₹ in lac)	
	For the period 01.04.2015 to 31.03.2016	For the period 01.04.2014 to 31.03.2015
Depreciation	128.80	121.33
Less : Transfer to Revaluation Reserve	63.67	64.73
TOTAL	65.13	56.60

NOTES ON FINANCIAL STATEMENTS

For the year ended 31st March, 2016



26. OTHER EXPENSES

Particulars	Amount (₹ in lac)	
	For the period 01.04.2015 to 31.03.2016	For the period 01.04.2014 to 31.03.2015
Consumption of Stores, Spare and Packing Materials	168.99	200.08
Power & Fuel	875.63	880.13
Rent	0.27	0.25
Rates, Taxes & Fees	11.16	9.34
Insurance	9.34	10.44
Repairs to Machinery	9.09	7.89
Repairs to Buildings	1.14	4.80
Commission & Brokerage	54.20	59.82
Freight Outward	18.13	23.36
Claim paid / written off	13.04	3.70
Loss on sale of Assets/Written off	0.13	1.58
Miscellaneous expenses (a)	66.45	60.13
TOTAL	1,227.57	1,261.52

(a) Includes payment to auditors

Details of Auditors remuneration

Particulars	Amount (₹ in lac)	
	For the period 01.04.2015 to 31.03.2016	For the period 01.04.2014 to 31.03.2015
As Statutory Audit Fees	2.00	2.00
As Quarterly Audit / Limited Review Fees	1.50	1.50
As Tax Audit Fees	0.50	0.50
For Certification Work	0.55	0.03
In Other Capacity	0.20	0.15
TOTAL	4.75	4.18

NOTES ON FINANCIAL STATEMENTS

For the year ended 31st March, 2016



27. OTHER EXPENSES

Related party disclosures as required by AS - 18 "Related Party Disclosures" are given below:-

A. Holding Company :

- i) Indo Count Industries Ltd.

B. Directors :

- i) Shri Anil Kumar Jain
- ii) Shri Kamal Mitra

C. Associates :

- i) Margo Finance Ltd.

Transactions with Related Parties during the year and balances at the end of the year.

Nature of transaction	Amount (₹ in lac)					
	Holding Company		Associates		Total	
	31.03.16	31.03.15	31.03.16	31.03.15	31.03.16	31.03.15
i) Unsecured Loans						
- Opening balance	-	110.28	-	-	-	110.28
- Taken during year	-	-	-	-	-	-
- Repaid during year	-	110.28	-	-	-	110.28
- Closing balance	-	-	-	-	-	-
ii) Debtors	-	-	-	-	-	-
iii) Creditors	-	-	-	-	-	-
iv) Other Payables	-	-	-	-	-	-
v) Expenses						
- Purchases/Jobwork Chrgs	84.78	18.63	-	-	84.78	18.63
- Rent	-	-	-	0.25	-	0.25
- Interest	-	-	-	-	-	-
- Lease Rental	-	-	-	-	-	-
- Other Expenses	1.06	44.26	-	0.01	1.06	44.27
vi) Income						
- Sales during the year	27.21	46.54	-	-	27.21	46.54

28. EARNING PER SHARE (EPS)

Particulars		For the period 01.04.2015 to 31.03.2016	For the period 01.04.2014 to 31.03.2015
Basic / Dilutive Earnings Per Share			
Profit after tax as per profit & loss account (₹ in lac)		7.10	82.88
Profit available for shareholders (₹ in lac)	A	7.10	82.88
No. of equity shares	B	19,241,280	19,241,280
Basic / Diluted Earning Per Share (₹)	(A/B)	0.04	0.43

NOTES ON FINANCIAL STATEMENTS

For the year ended 31st March, 2016



29. In the opinion of the management, the current assets, loans and advances are expected to realize at least the amount at which they are stated, if realized in the ordinary course of business. Provision for all known liabilities have been adequately made in the accounts.
30. It is the management's perception that since the Company is exclusively engaged in the activity of manufacture of cotton yarn which are governed by the same set of risks and returns the same are considered to constitute a single reportable segment in the context of Accounting Standard on "Segment Reporting" issued by the Institute of Chartered Accountants of India.
31. Figures have been rounded off to the nearest ₹ in lacs and have been regrouped/rearranged wherever considered necessary.

32. Value of imported / indigenous Raw materials, Stores & spares consumed

Class of Goods	For the period 01.04.2014 to 31.03.2016		For the period 01.04.2013 to 31.03.2015	
	Percentage	Amount ₹ In lac	Percentage	Amount ₹ In lac
Raw Materials				
Imported	-	-	-	-
Indigenous	100.00	3,988.80	100.00	4,460.26
	100.00	3,988.80	100.00	4,460.26
Stores , Spares & Packing Material				
Imported	-	-	-	-
Indigenous	100.00	168.99	100.00	200.08
	100.00	168.99	100.00	200.08

33. Other Informations

Particulars	Amount (₹ in lac)	
	For the period 01.04.2015 to 31.03.2016	For the period 01.04.2014 to 31.03.2015
Expenditure in Foreign Currency		
Selling Commission / Claims	5.53	20.35
Earnings in Foreign Currency		
FOB value of exports (Including deemed exports ₹ 168.77 lac (previous year ₹ 364.16 lac))	869.98	1,620.19

[See accompanying notes to the financial statements](#)

As per our report of even date annexed

For **B.K.SHROFF & CO.**,
Chartered Accountants
Reg. No. 302166E

S. K. Agrawal
Chairman
DIN No. 00400892

Anil Kumar Jain
Director
DIN No. 00086106

Partner
Membership No. 6329
Mumbai, May 2, 2016

R. Sundaram
Chief Financial Officer

Amruta Avasare
Company Secretary
ACS No. 18844



To,
The Company Secretary
Pranavadiya Spinning Mills Limited
Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale,
District Kolhapur, Maharashtra - 416 109.

Updation of Shareholder Information

I/We request you to record the following information against my/our Folio No.:

General Information:

Folio No.:	
Name of the first named Shareholder:	
PAN: *	
CIN/ Registration No.: * (applicable to Corporate Shareholders)	
Tel No. with STD Code:	
Mobile No.:	
Email Id:	

*Self attested copy of the document(s) enclosed

Bank Details:

IFSC: (11 digit)	MICR: (9 digit)
Bank A/c Type:	Bank A/c No.: *
Name of the Bank: Bank Branch Address:	

* A blank cancelled cheque is enclosed to enable verification of bank details

I/ We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/ We would not hold the Company responsible. I/ We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/ We understand that the above details shall be maintained by you till I/We hold the securities under the above mentioned Folio No.

Place:

Date:

Signature of Sole/ First holder

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Pranavadiya Spinning Mills Ltd.
(A Subsidiary of Indo Count Industries Ltd.)

Registered Office: Office No. 2, Plot No. 266, Village Alte, Kumbhoj Road,
Taluka: Hatkanagle, District: Kolhapur - 416 109
Email: investors@pranavadiya.com
www.pranavadiya.com



PRANAVADITYA

A TQM Company

Pranavaditya Spinning Mills Limited

CIN: L17119PN1990PLC058139

Registered Office: Office No. 2, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale,
District Kolhapur-416109, Maharashtra

Tel No: (0230)-3292933, **Fax No:** (0230)-2483275

Website: www.pranavaditya.com; **E-mail:** investors@pranavaditya.com

CORRIGENDUM TO THE NOTICE OF 26TH ANNUAL GENERAL MEETING FOR THE CHANGE OF VENUE

Notice is hereby given that due to unavoidable circumstances, the venue of 26th Annual General Meeting of the Pranavaditya Spinning Mills Limited ("the Company") to be held on Tuesday, 26th July, 2016 at 11.00 A.M. is changed from Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur 416 109, Maharashtra to Hotel Pavillion, Conference Room, 1st Floor, 392, E Ward, Assembly Road, Near Basant Bahar Theater, Shahpuri, Kolhapur – 416 001, Maharashtra.

The Company had issued Notice dated 8th June, 2016 convening 26th Annual General Meeting of the Company ("AGM Notice") on 2nd July, 2016 in due compliance with the provisions of the Companies Act, 2013 read with the Rules made thereunder.

Members of the Company are hereby informed to attend the ensuing Annual General Meeting of the Company at the Changed venue i.e. at Hotel Pavillion, Conference Room, 1st Floor, 392, E Ward, Assembly Road, Near Basant Bahar Theater, Shahpuri, Kolhapur – 416 001, Maharashtra on Tuesday, 26th July, 2016 at 11.00 A.M.

Save for change of the venue of the 26th Annual General Meeting, all the information and contents set out in the Notice of the Annual General Meeting and the Proxy Form, including, among others, the date and the time of Annual General Meeting and the resolutions to be considered at the Annual General Meeting, remain unchanged.

By the Order of Board of Directors
For **Pranavaditya Spinning Mills Limited**

Amruta Avasare
Company Secretary

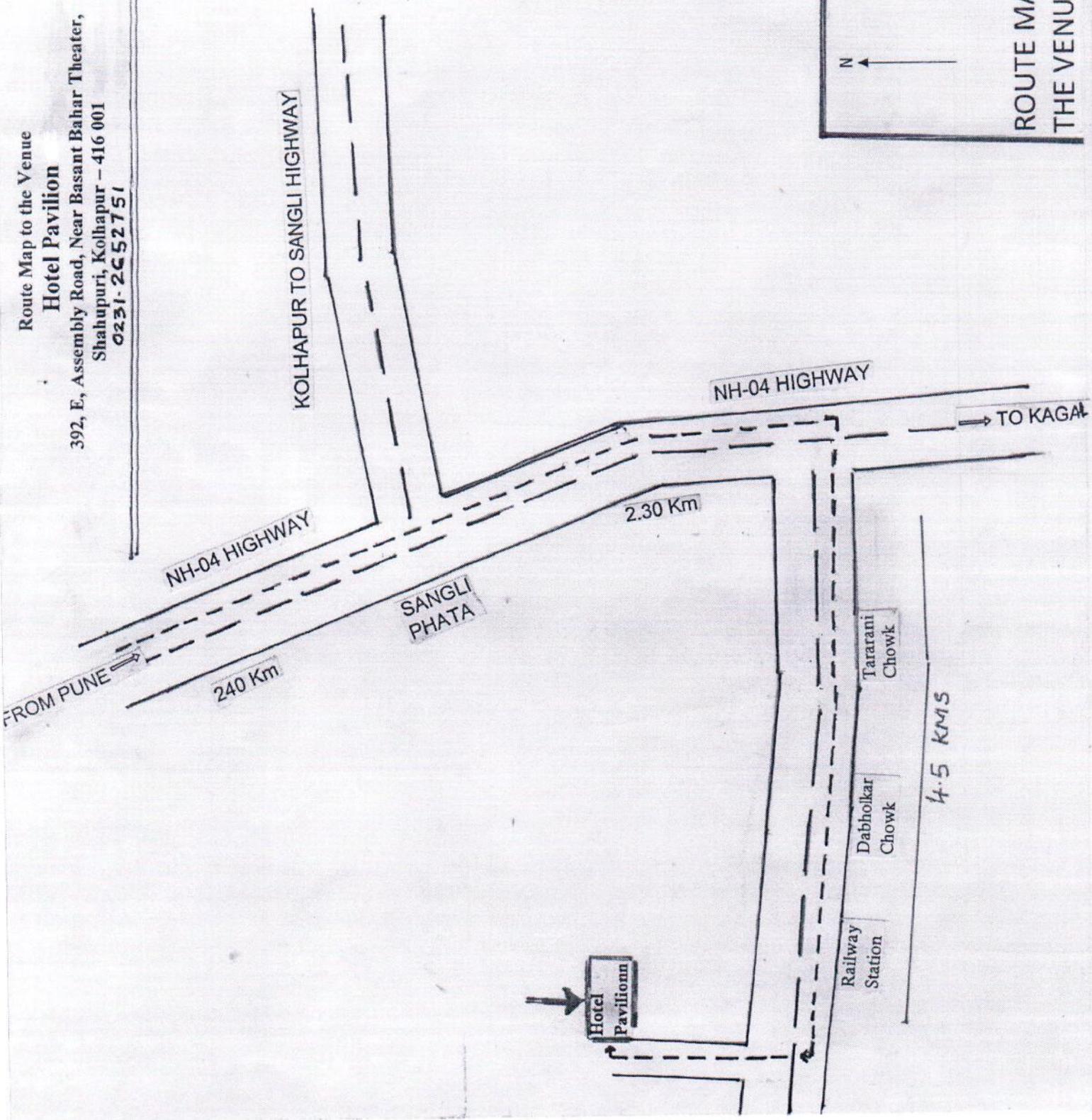
Place : Mumbai

Dated: 13th July, 2016

Route Map to the Venue

Hotel Pavillion

392, E, Assembly Road, Near Basant Bahar Theater,
Shahupuri, Kolhapur - 416 001
0231-2652751



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ROUTE MAP TO
THE VENUE



Pranavaditya Spinning Mills Limited

CIN: L17119PN1990PLC058139

Registered Office: Office No. 2, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, District Kolhapur-416109, Maharashtra

Tel No: (0230)-3292933, **Fax No:** (0230)-2483275

Website: www.pranavaditya.com; **E-mail:** investors@pranavaditya.com

NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting (AGM) of the members of Pranavaditya Spinning Mills Limited will be held on Tuesday, 26th July, 2016 at 11.00 a.m., at Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, District Kolhapur 416 109, Maharashtra to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company including Balance Sheet as at 31st March, 2016, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anil Kumar Jain (DIN:00086106), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To ratify appointment of Auditors of the Company to hold office from the conclusion of 26th AGM till the conclusion of 27th AGM and to fix their remuneration.

To consider and if thought fit, to pass, with or without modification(s), the following resolution an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and any other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 including any statutory amendment(s) thereof and as recommended by the Audit Committee, the appointment of M/s. B. K. Shroff & Co., Chartered Accountants (ICAI Registration No. 302166E), as the Statutory Auditors of the Company, to hold office from the conclusion of the Twenty Sixth Annual General Meeting till the conclusion of the Twenty Seventh Annual General Meeting, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to fix the remuneration payable to the Statutory Auditors as recommended by the Audit Committee.”

**By Order of the Board of Directors
For Pranavaditya Spinning Mills Limited**

**Amruta Avasare
Company Secretary**

Registered Office:

Office No. 2, Plot No. 266, Village Alte,
Kumbhoj Road, Taluka Hatkanangale,
District Kolhapur 416 109, Maharashtra.

Date: 8th June, 2016

Place: Mumbai

Notes:

1. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 19th July, 2016, to Tuesday, 26th July, 2016 (both days inclusive).
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY / PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, should be duly completed, stamped and signed, must be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate Members intending to send their authorized representatives are requested to send to the Company a duly certified copy of the Resolution passed by the Board of Directors authorizing their representatives to attend and vote at the Annual General Meeting.
4. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, information of Director seeking re-appointment is provided in the Annexure to this Notice.
5. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit details to the Registrar and Transfer Agent of the Company, in the prescribed Form SH -13. Members holding shares in demat form may contact their respective DP for recording of nomination.
6. In case of joint holders attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote.
7. Members holding shares:
 - a) in electronic (Demat) form are advised to inform the particulars of their bank account, change of address and E-mail ID to their respective DP only. The Company or its Registrar and Share Transfer Agent ('RTA') i.e. Bigshare Services Pvt. Ltd cannot act on any request received directly from the Members holding shares in demat mode for changes in any bank mandates or other particulars etc., and such instructions are required to be given directly by the Members to their DP.
 - b) in physical form are advised to inform the particulars of their bank account, change of address and E-mail ID to RTA.
8. Members, whether holding shares in electronic or physical mode, are requested to quote their DP ID & Client ID or Folio No. for all correspondences with the Company / RTA.
9. NRI Members are requested to:
 - a) change their residential status on return to India permanently.
 - b) furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier.
10. To protect the environment and disseminate all the communication promptly, Members who have not registered their E-mail ID so far are requested to register the same with the DP / RTA for receiving all the communications including Annual Reports, Notices, etc.
11. Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of Folios and send relevant Share Certificates to the Company's RTA for doing the needful.
12. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in dematerialized form are therefore requested to submit the PAN to their respective DP. Members holding shares in physical form can submit their PAN details to the Company / RTA.
13. Members are requested to note that in case of transfer of shares held in physical form, submission of photocopy of PAN card of the transferee(s) along with the Transfer Deeds and Share Certificate(s) at the time of lodgement of transfer of share is mandatory.

14. The Annual Report for the year ended 31st March, 2016 and Notice convening AGM is available on the Company's website www.pranavaditya.com
15. Route Map to the venue of AGM is Annexed.
16. Copies of any documents referred to in the Notice or Explanatory Statement are available for inspection at the Company's registered office on all days except Saturdays, Sundays or Public holidays between 2.00 p.m. to 4.00 p.m.

E-voting:

Pursuant of section 108 of the Companies Act, 2013 read with Rules 20 of Companies (Management and Administration) Rules, 2015, and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 26th Annual General Meeting of the Company.

It is clarified that it is not mandatory for a member to cast vote using e-voting facility.

The facility for voting, through ballot / polling paper shall also be made available at the venue of the 26th AGM. The Members attending the Meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the Meeting. The members who have already cast their vote through remote e-voting may attend the Meeting but shall not be entitled to cast their vote again at the AGM.

The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on cut off date i.e. Tuesday, 19th July, 2016.

C. V. Kulkarni, Practising Company Secretary (Membership No.: 3342; CP No: 2792) (Address: Flat No.2, B-Wing, Suyash Apartments, 769 / 770, Sadashiv Peth, Barrister Gadgil Street, Pune - 411 030) has been appointed as Scrutinizer for conducting the e-voting process in the fair and transparent manner.

The Scrutinizer shall submit his report, to the Chairman, on the votes cast in favour or against, if any within 48 hours from the conclusion of the meeting.

The result declared along with the Scrutinizer's report shall be placed on the website of the Company www.pranavaditya.com and shall simultaneously be communicated to BSE Limited.

Members are requested to follow the instructions below to cast their vote electronically:-

- i) The remote e-voting period begins on Friday, 22nd July, 2016 at 9.00 a.m. (IST) and ends on Monday, 25th July, 2016 at 5.00 p.m. (IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 19th July, 2016 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on Monday, 25th July, 2016.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Meeting venue.
- iii) The shareholders should log on to the e-voting website: www.evotingindia.com
- iv) Click on "SHAREHOLDERS" tab to cast your vote.
- v) 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.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) 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.

viii) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form or Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participants are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the attendance slip) 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both 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).</p>

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) 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.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for Pranavadiya Spinning Mills Limited on which you choose to vote.
- xiii) 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.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii) If you as a Demat account holder have forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xix) Note for Non – Individual Shareholders and Custodians :

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
- 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.
- 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.

xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Tuesday, 19th July, 2016, may follow the same instructions as mentioned above for e-Voting or send a request at investor@bigshareonline.com or at investors@pranavaditya.com. However, if such member is already registered with CDSL for remote e-voting then he/she/it can use his/her/its existing user ID and password for casting the vote. The facility to reset the forgotten password is also provided by CDSL. The same can be done by using "Forgot user Details/Password" option avail on www.evotingindia.com.

xxi) 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

xxii) Notice of the AGM is also displayed at www.pranavaditya.com or at www.evotingindia.com

In case a member receives physical copy of the Notice [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

1. a) User ID and initial password –This is provided at the bottom of the attendance slip for the Annual General Meeting (which is being sent along with this Notice)
b) Please follow all steps from sl. no. (i) to sl. no. (xxi) above to cast vote.
2. Member can opt for only one mode of voting i.e. either through e-voting or by Ballot / Poll Paper at AGM. If a member casts votes by both modes, then voting done through e-voting shall prevail.
3. Once the vote on a resolution is cast by a member, the Member shall not be allowed to change it subsequently or cast the vote again.
4. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at CDSL website www.evotingindia.com.

Annexure to AGM Notice

Additional Information on Director recommended for re-appointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015

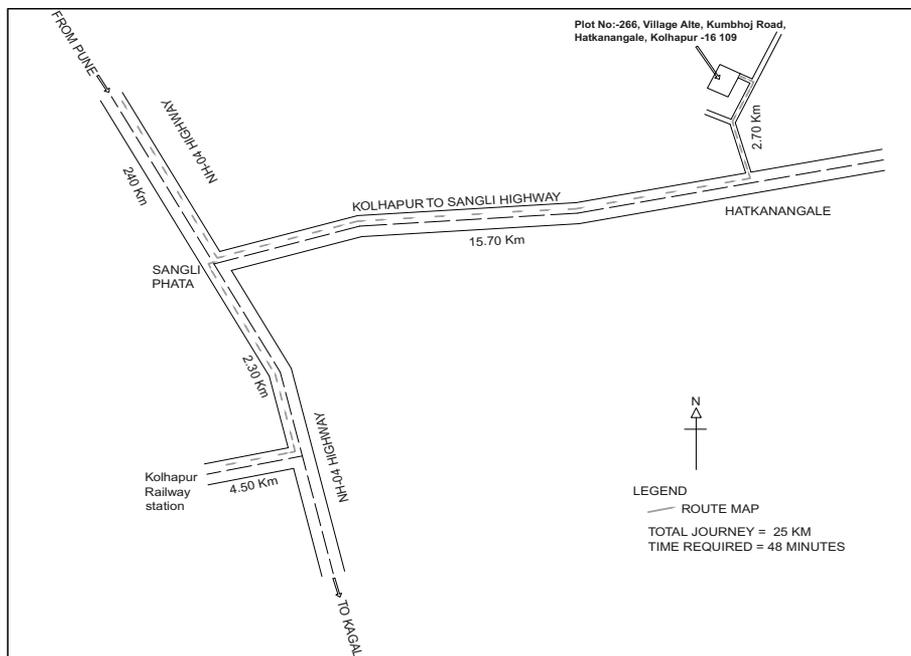
Re-appointment of Mr. Anil Kumar Jain

Name of the Director	Mr. Anil Kumar Jain
DIN	00086106
Age	63 years
Date of Appointment on the Board	31 st July, 2007
Brief Resume and nature of expertise in functional areas	<p>Mr. Anil Kumar Jain, a B.Com (Hon.) from St. Xavier's College, Kolkata has acquired more than 40 years experience in the industry. He started his career from 1975 and had held various key positions in the family business. He was instrumental in turning around BIFR / Sick Units by introducing innovative technology and export culture.</p> <p>In the year 1988 he has promoted Indo Count Industries Ltd., a 100% Export Oriented Yarn Unit. Subsequently, in the year 2006, post-quota regime, he could also establish a state of art Home Textile unit, fully integrated to manufacture 36 million meter fabric annually.</p>
Directorships held in other public Companies [excluding foreign and private Companies]	<p>1. Indo Count Industries Limited</p> <p>2. Margo Finance Limited</p>
Memberships / Chairmanships of Audit and Stakeholders Relationship Committees of other Public Companies -	<p>Indo Count Industries Ltd:</p> <p>a) Stakeholders' Relationship Committee – Member</p>
Number of shares held in the Company as on 31 st March, 2016	75 Equity Shares of Rs.10/- each

ROUTE MAP TO THE 26th AGM VENUE

Venue : Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, District Kolhapur 416 109, Maharashtra

Distance from Kolhapur Railway Station : 25 km **Distance from Hatkanangale Bus Stand :** 2.70 km



PRANAVADITYA SPINNING MILLS LIMITED

CIN: L17119PN1990PLC058139

Registered Office: Office No. 2, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur-416 109, Maharashtra

Website: www.pranavaditya.com ; **Email :** investors@pranavaditya.com

PROXY FORM- MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :
Registered address :
E-mail Id:
Client Id/ Regd. Folio No :
DP ID :

I/We, being the member (s) of shares of Pranavaditya Spinning Mills Limited, hereby appoint

1. Name: Address :
E-mail Id: Signature:, or failing him
2. Name: Address :
E-mail Id: Signature:, or failing him
3. Name: Address :
E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company to be held on Tuesday, 26th July, 2016 at 11:00 a.m. at Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur-416 109, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	For*	Against*
	Ordinary Business		
1.	Adoption of Annual Audited Financial Statements of the Company for the year ended 31 st March, 2016 and reports of the Board of Directors and Auditors, thereon		
2.	To appoint a Director in place of Mr. Anil Kumar Jain (DIN: 00086106), who retires by rotation at this AGM and being eligible has offered himself for re-appointment.		
3.	To ratify the appointment of M/s B. K. Shroff & Co. as Statutory Auditors to hold office from the conclusion of Twenty Sixth Annual General Meeting till the conclusion of Twenty Seventh Annual General Meeting and to fix their remuneration		

***Optional**

Signed this day of 2016

.....
Signature of Member

.....
Signature of Proxy holder(s)

Affix Revenue Stamp Re. 1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

PRANAVADITYA SPINNING MILLS LIMITED

CIN: L17119PN1990PLC058139

Registered Office: Office No. 2, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale,
Dist. Kolhapur-416 109, Maharashtra

Website: www.pranavaditya.com ; **Email :** investors@pranavaditya.com

ATTENDANCE SLIP

26th Annual General Meeting on Tuesday, 26th July, 2016 at 11.00 a.m.

Registered Folio No. / DP ID / Client ID :	
Name and Address of the Member :	
Name of Joint holder(s) :	
No. of Equity Shares held :	

I/We hereby record my/our presence at the 26th Annual General Meeting of the Company held on Tuesday, 26th July, 2016 at 11:00 A.M. at Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur – 416 109, Maharashtra.

Name of the Member / Proxy

Signature of Member / Proxy

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

Electronic Voting Particulars

Electronic Voting Sequence No.(EVSN)	USER ID	Sequence Number / Default PAN*
160628006		

*Only members who have not updated their PAN with the Company / Depository Participants shall use default PAN in the PAN field

Please read the instructions on e-voting printed in the Notice of 26th Annual General Meeting. The Voting Period starts from 9.00 a.m. on Friday, 22nd July, 2016 and ends at 5.00 p.m. on Monday, 25th July, 2016. The voting module shall be disabled by CDSL for voting thereafter.