

PARMESHWARI SILK MILLS LIMITED

Regd. Off: Village Bajra Rahon Road, Ludhiana-141007, Ph no. : +91-161-2691873,

Email id: psmltex@gmail.com, Website: www.parmeshwarisilk.com

CIN: L17116PB1993PLC012917

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of Parmeshwari Silk Mills Limited will be held at the Registered office of the company at Village Bajra Rahon Road, Ludhiana-141007, Punjab on Thursday, September 29, 2016 at 1.30 P.M. to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended March 31, 2016 and the Balance Sheet as on that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint Ms. Kuljeet Kaur (DIN No. 01661755) as Director, who retires by rotation and being eligible, offers herself for re-appointment.
3. To re-appoint the Auditors and to fix their remuneration and in this regard pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, M/s Davinder Pal Singh & Co, Chartered Accountants, Ludhiana be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, subject to ratification by members at every consequent Annual General Meeting at a remuneration to be decided by the board of Directors.”

Special Business

4. Authorization for Borrowings

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

“RESOLVED THAT in supersession of the earlier resolution and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors (including Committee thereof) to borrow from time to time, at its discretion either from the Company’s Bank or any other bank, financial institution or any other lending institutions or Bodies Corporate(s) or such other persons as may be considered suitable by the Board of Directors for the purpose of Company’s business any sum or sums of money as it may deem proper notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company, if any, (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, if any, that is to say, reserves not set apart for any specific purpose provided that the total amount of moneys to be borrowed together with moneys already borrowed (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed ` 200 crores (Rupees Two Hundred crores only) outstanding at any one time and that for the implementation of this resolution the Board of Directors may act through any member thereof or any other person duly authorized by the Board of Directors in that behalf.

PARMESHWARI SILK MILLS LIMITED

Regd. Off: Village Bajra Rahon Road, Ludhiana-141007, Ph no. : +91-161-2691873,

Email id: psmltex@gmail.com, Website: www.parmeshwarisilk.com

CIN: L17116PB1993PLC012917

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient for giving effect to this resolution.”

5. Creation of charges / mortgages on the properties of the Company

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

“**RESOLVED THAT** in supersession of the earlier resolution and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) the Company hereby accords its consent to the Board of Directors to mortgage and/or charge in addition to the mortgages/charges created /to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed/ to be availed by way of loan(s) (in foreign currency and/or in rupee currency) working capital limits and securities (comprising of fully/partly convertible debentures and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments), issued /to be issued by the Company, from time to time, in one or more tranches, upto an aggregate limit of ` 200 crores (Rupees Two Hundred crores only) as approved under Section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the agent(s) and/or trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the respective loan agreement(s), heads of agreement(s), debenture trust deed(s) or loan agreements or any other document entered into/ to be entered into between the Company and the lender(s)/ investor(s)/agent(s) and/or trustee(s) in respect of the said and continuing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that and agreed to between the Board of Directors or any Committees thereof and the lender(s), agent(s), and/ or trustee(s).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize the documents and such other agreements for creation of charge as specified above and to do all such acts, deeds, matters and things as may be deemed necessary and expedient for giving effect to this resolution.”

6. Approval of Related Party Transactions

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent and approval of the Company be and is hereby

PARMESHWARI SILK MILLS LIMITED

Regd. Off: Village Bajra Rahon Road, Ludhiana-141007, Ph no. : +91-161-2691873,

Email id: psmltex@gmail.com, Website: www.parmeshwarisilk.com

CIN: L17116PB1993PLC012917

accorded to the Board of Directors to enter into agreements for sale / purchase of fabrics and clothes with *M/s. Asees Textiles, M/s Classic Collections, M/s Ramtex, M/s Jaimal Singh and Satnam Singh and M/s Ramtex Exports* and for sale/purchase of fabrics , clothes and job work of manufacturing of clothes with *M/s Ramtex India*, for a period of three years w.e.f. 1st October 2016, which may be renewed with the mutual consent of parties thereto.”

“**RESOLVED FURTHER THAT** the Board of Directors, be and are hereby authorized to do all such acts, deeds or things as may be necessary to give effect to the above resolution.”

**By Order of the Board of Directors
For Parmeshwari Silk Mills Limited**

**Date: 30th August, 2016
Place: Ludhiana**

**Sd/-
Jatinder Pal Singh
Chairman**

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (HEREINAFTER REFERRED TO AS ‘THE MEETING’) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, 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 the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company and 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 to attend the Meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

PARMESHWARI SILK MILLS LIMITED

Regd. Off: Village Bajra Rahon Road, Ludhiana-141007, Ph no. : +91-161-2691873,

Email id: psmltex@gmail.com, Website: www.parmeshwarisilk.com

CIN: L17116PB1993PLC012917

5. Brief Details of the Directors seeking appointment/reappointment at the Meeting along with the details of other Directorship and shareholding in the Company pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements), Regulation, 2015 forms part of the Notice.

6. The Register of Members and Share Transfer Books of the Company will remain closed from 27th September 2016 to 29th September, 2016 (both days inclusive).

7. Members holding shares in physical form are requested to notify any change in their address including Pin Code, Bank Mandate, Income Tax Permanent Account Number etc. to the Company's Registrar & Share Transfer Agent Skyline Financial Services Private Limited, D-153, 1st Floor, Okhla Ind. Area, Phase-1, New Delhi-110020. Members holding shares in dematerialized form are requested to furnish this information to their respective depository participants for updation of the records.

8. Members attending the Annual General Meeting are requested to bring with them the following:

(a) DP & Client ID Numbers or Folio Numbers

(b) Attendance Slip and

(c) Copy of the Annual Report and Notice, as no copies thereof would be distributed at the Meeting.

9. The Register under Section 189 (4) of the Companies Act, 2013 shall be produced at the commencement of the meeting and shall remain open and accessible during the continuance of the meeting.

10. Notice of the 23rd Annual General Meeting and the Annual Report for the financial year 2015-16 will also be available on the Company's website i.e. www.parmeshwarisilk.com. The above said notice will also be available on the website of CDSL i.e. www.cdslindia.com

11. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of services where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, M/s. Skyline Financial Services Private Limited.

12. The shares of the Company are at presently listed on Calcutta Stock Exchange Limited and company had applied to BSE Limited under Direct Listing route, application is in process. Till date, company is complying those requirements as specified by BSE.

13. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members' facility to exercise their right to vote at the 23rd AGM by electronic means and the business shall be transacted through e-voting services provided by Central Depository Services Limited ("CDSL"). The facility for voting through ballot paper will also be made available at the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

PARMESHWARI SILK MILLS LIMITED

Regd. Off: Village Bajra Rahon Road, Ludhiana-141007, Ph no. : +91-161-2691873,

Email id: psmltex@gmail.com, Website: www.parmeshwarisilk.com

CIN: L17116PB1993PLC012917

14. Notice of the 23rd Annual General Meeting and the Annual Report for the financial year 2015-16 will also be available on the Company's website i.e. www.parmeshwarisilk.com. The above said notice will also be available on the website of CDSL i.e. www.cdslindia.com

15. The Board of Directors of the company has appointed Mr P.S. Bathla, Practicing Company Secretary (FCS: 4391/CP: 2585) as the Scrutinizer for e-voting and Physical Ballot Process at the AGM in a fair and transparent manner.

16. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company / their respective Depository Participants along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.

17. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 23, 2016.

18. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 23, 2016 only shall be entitled to avail the facility of e-voting / Poll.

19. The Scrutinizer, after scrutinising the votes cast at the meeting (Poll) and through e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.parmeshwarisilk.com. The results shall simultaneously be communicated to the Stock Exchange(s).

20. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 29, 2016.

21. The instructions for shareholders voting electronically are as under:

1. The procedure and instructions for members for e-voting are as under:-

- (i) The voting period begins on Monday, 26th September, 2016 at 10:00 A.M. and ends on Wednesday, 28th September, 2016 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

PARMESHWARI SILK MILLS LIMITED

Regd. Off: Village Bajra Rahon Road, Ludhiana-141007, Ph no. : +91-161-2691873,

Email id: psmltex@gmail.com, Website: www.parmeshwarisilk.com

CIN: L17116PB1993PLC012917

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<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 Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<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> <ul style="list-style-type: none">• 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).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for Parmeshwari Silk Mills Limited on which you choose to vote.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

PARMESHWARI SILK MILLS LIMITED

Regd. Off: Village Bajra Rahon Road, Ludhiana-141007, Ph no. : +91-161-2691873,

Email id: psmltex@gmail.com, Website: www.parmeshwarisilk.com

CIN: L17116PB1993PLC012917

- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login 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.
- (i) 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.

2. Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the e-voting:

Mr. SUMIT BANSAL

PARMESHWARI SILK MILLS LIMITED

Regd. Off: Village Bajra Rahon Road, Ludhiana-141007, Ph no. : +91-161-2691873,

Email id: psmltex@gmail.com, Website: www.parmeshwarisilk.com

CIN: L17116PB1993PLC012917

Company Secretary and Compliance Officer
Village Bajra Rahon Road,
Ludhiana-141007
+91-161-2691873
www.parmeshwarisilk.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2016

Item No.4

Section 180 (1) (c) of the Companies Act, 2013 requires the approval of company/ shareholders by a special resolution for exercise the borrowing powers. The Board accordingly recommends the resolution of borrowing upto an amount of `200 crores (Rupees two hundred crores only) for the approval of the members by a special resolution.

None of the Directors, Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in the Special Resolution except to the extent of their shareholding in the Company

The Board of Directors of the Company, therefore, recommends passing of the Special Resolution at No. 4 of the Notice

Item No. 5

Section 180(1) (a) of the Companies Act, 2013 requires the approval of company/ shareholders by a special resolution to exercise such powers. The Board accordingly recommend the resolution, for creation of security/ charges on the borrowings limits as approved by members under section 180(1) (c) of the Companies Act, 2013 for an amount not exceeding ` 200 crores (Rupees Two Hundred crores only), for the approval of the members by a special resolution.

None of the Directors, Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in the Special Resolution except to the extent of their shareholding in the Company

The Board of Directors of the Company, therefore, recommends passing of the Special Resolution at Item No. 5 of the Notice.

Item No.6

M/s. Asees Textiles, M/s Classic Collections, M/s Ramtex, M/s Ramtex Exports , M/s Ramtex India and M/s Jaimal Singh and Satnam Singh are the Related Parties as per Section 2(76) and Section 188 of the Companies Act, 2013. *M/s. Asees Textiles, M/s Classic Collections, M/s Ramtex, M/s Ramtex Exports, M/s Jaimal Singh and Satnam Singh and M/s Ramtex India* are engaged in similar business. These firms regularly buy/sell clothes and fabrics etc. and also doing job work of manufacturing of clothes for the Company. All the transactions are being entered with the above said firms are in the ordinary course of business and are on Arm's length basis.

PARMESHWARI SILK MILLS LIMITED

Regd. Off: Village Bajra Rahon Road, Ludhiana-141007, Ph no. : +91-161-2691873,

Email id: psmltex@gmail.com, Website: www.parmeshwarisilk.com

CIN: L17116PB1993PLC012917

Your Company has intended to enter into agreements with *M/s. Asees Textiles, M/s Classic Collections, M/s Ramtex, M/s Ramtex Exports, Mr. Jaimal Singh and Satnam Singh and M/s Ramtex India* for a period of 3 years w.e.f. 1st October 2016 to 30th September, 2019.

Your Directors recommend the resolution as a Special Resolution for your approval under the Companies Act, 2013.

Mr. Jatinder Pal Singh and M/s. Kuljeet Kaur, Directors of the Company are proprietor in the above mentioned firms or their relative being proprietor in said firms.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except as stated above, may be deemed to be concerned / interested in the said resolution

ANNEXURE TO THE NOTICE

Profile of the Directors Mentioned in Item no 2, seeking Reappointment/Appointment at the Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015.

Name	Kuljeet Kaur
Director Identification Number (DIN)	01661755
Age	58 yrs
Qualification	Graduate
Expertise in specific area	Production and Administration
Date of First appointment on the board of the company	15/03/2005
Shareholding in Parmeshwari Silk Mills Ltd	86240
List of Directorship held in other companies	Satnam Fabrics Private Limited

**By Order of the Board of Directors
For Parmeshwari Silk Mills Limited**

**Date: 30th August, 2016
Place: Ludhiana**

**Sd/-
Jatinder Pal Singh
Chairman**

PARMESHWARI SILK MILLS LIMITED

Regd. Off: Village Bajra Rahon Road, Ludhiana-141007, Ph no. : +91-161-2691873,

Email id: psmltex@gmail.com, Website: www.parmeshwarisilk.com

CIN: L17116PB1993PLC012917
