

Reg. Off: INDUSTRIAL AREA "A", LUDHIANA- 141003
Ph: 0161-2224201 Fax: 0161-5013623, CIN NO: L17115PB1976PLC003702
Website: www.malwagroup.com; E-MAIL: company.secretary@malwagroup.com

NOTICE

NOTICE is hereby given that 40th Annual General Meeting of the members of MALWA COTTON SPINNING MILLS LIMITED will be held at the Registered Office of the Company at Oswal Knit India Ltd., 230, Industrial Area-A, Ludhiana on Friday, the 30th day of September, 2016 at 10.00 am to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors' Report and Audited Balance Sheet as at 31st March 2016 and Profit and Loss Account for the year ended on that date, together with Auditors' Report thereon.
2. To appoint Sh. Rishi Oswal (DIN:00202889) as Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To appoint Auditors for the year 2016-17 and to fix their remuneration:
"RESOLVED THAT pursuant to the provisions of Sections 139 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, if any and the Rules framed thereunder, as amended from time to time, and pursuant to the recommendation of the Audit Committee, M/s S.C. Vasudeva & Co., Chartered Accountants, Ludhiana (Firm Reg.No. 000235N), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company."

By Order of the Board

Place: Ludhiana
Date: 30.05.2016

Pooja Malhotra
Company Secretary

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on poll instead of him/her and the proxy need not be a member of the company. Proxy Form, in order to be effective, must be delivered at the Regd. office of the Company atleast 48 hours before the scheduled time of the meeting. The blank Proxy Form is enclosed.**
A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of total share capital of company carrying voting rights. A Member holding more than ten percent of total share capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person as shareholder.
2. The Register of Members and Share Transfer Books of the company will remain closed from Tuesday, the 25th September, 2016 to Friday, the 30th September, 2016. (both days inclusive).
3. Members holding shares in physical mode are requested to notify the change in their address, if any, at the earliest to the Registrar & Share Transfer Agents of the company. However, members holding shares in electronic mode may notify the change in their address, if any, to their respective Depository Participants (DPs).
4. Members are requested to send their queries on the accounts and operations of the Company, if any, so as to reach the Registered Office of the Company at least seven days before the meeting to enable the company to have relevant information ready at the meeting.
5. Members are requested to bring their Attendance slips along with their copy of Annual Report to the Annual General Meeting.
6. Members may also note that the equity shares of the company have been included in the list of securities for compulsory trading in dematerialized form under ISIN No. INE 272B01015. Shareholders are, therefore, advised to dematerialize their shareholding to avoid inconvenience in future. They are requested to send their Dematerialization Request Form (DRF) through their Depository Participant (DP).
7. Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (D.P.) ID Number on all correspondence with the Company.
8. As per Regulation 36 of Sebi (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking appointment/reappointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/reappointment.

9. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are, therefore, requested to submit detail of PAN to their Depository Participants with whom they maintain their Demat Account(s). Members holding shares in physical form can submit their PAN to Company.
10. Relevant Documents referred to in the accompanying notice and the statements are available for inspection by the members at the registered office of the Company on all working days during business hours upto the date of Annual General Meeting.
11. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, Members have been provided with the facility to cast their vote electronically through the e-voting services provided by Central Depository Services Ltd, on all resolutions set forth in this notice.
12. Notice of the 40th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slips is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 40th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.
13. **PROCESS AND MANNER FOR E-VOTING:**
The instructions for shareholders voting electronically are as under:
 - (i) The voting period shall commence on Tuesday, 27th September, 2016 at 9.30 A.M. and end on Thursday, 29th September, 2016 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, 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 during the voting period
 - (iii) Click on "Shareholders" tab.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided

that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xi) Click on the EVSN 160902039 for Malwa Cotton Spinning Mills Limited to vote and cut off date is 23-09-2016.
 - (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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 e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
 - (xx) The Company has appointed Mr. Rajeev Bhambri, Practicing Company Secretary (Membership No. FCS – 4327 & C.P. No. 9491) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - (xxi) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - (xxii) The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.malwagroup.com within 48 hours after passing of the resolutions at the 40th AGM.
14. The Ministry of Corporate Affairs (“MCA”) has vide Circular Nos. 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011, respectively, taken a ‘Green Initiative in Corporate Governance’, by allowing paperless compliances through electronic mode, allowing to send documents such as Notice convening General Meetings, Audited Financial Statements, Directors’ Report, Auditors’ Report, etc. and any other Notice/Documents, henceforth in electronic form in lieu of the paper form.

We strongly urge you to support your Company’s concern for this ‘Green Initiative’ by opting for electronic mode of communication. You are requested to please register your e-mail ID with your Depository Participant (DP), if you hold the Company’s shares in electronic form, under intimation to the Registrar & Share Transfer Agents through your registered e-mail ID. However, if you hold the shares in physical form then you may register your e-mail ID with Registrar & Share Transfer Agents of the Company by sending a letter under your Registered Signature at the below mentioned address:

MAS SERVICES LIMITED

Regd. Off-T-34, 2nd Floor,
Okhla Industrial Area, Phase-II,
New Delhi-110020 Phone: 011-26387281, 82, 83

By Order of the Board

Place: Ludhiana
Date: 30.05.2016

Pooja Malhotra
Company Secretary

Regd. Off: INDUSTRIAL AREA "A", LUDHIANA- 141003
 Ph: 0161-2224201 Fax: 0161-5013623, CIN NO: L17115PB1976PLC003702
 Website: www.malwagroup.com; EMAIL: company.secretary@malwagroup.com

Please fill in attendance slip and hand it over at the entrance of the factory.

Name and address of the shareholder

Folio No.:

No. of shares held:

I hereby record my presence at the Annual General Meeting of the Company held on Friday, the 30th day of September, 2016 at 10:00 a.m. at Oswal Knit India Limited, 230, industrial Area-A, Ludhiana.

SIGNATURE OF THE SHAREHOLDERS OR PROXY

PROXY FORM

Name of the member(s) :

Registered Address:

DP. ID*:

Folio No. :

Client ID* :

No. of Share(s) held:

I/We, being the member/members of **MALWA COTTON SPINNING MILLS LIMITED**, hereby appoint:

1. Name _____ 2. Name _____ 3. Name _____
 Address _____ Address _____ Address _____
 E-mail id _____ E-mail id _____ E-mail id _____

Signature or failing him/her

Signature or failing him/her

Signature _____

Resolution No.	Resolution	I/We assent to the Resolution	I/We dissent to the Resolution
	Ordinary Business	For	Against
1.	Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors.		
2.	To appoint Mr. Rishi Oswal (DIN: 00202889) as Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.		
3.	Appointment of Statutory Auditor and fixing their remuneration.		

as my/our proxy to attend and vote for me/us on my/our behalf at the 40th Annual General Meeting of the Company to be held on Friday, the 30th day of September, 2016 at 10:00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this ____ day of _____ 2016. Signature _____

* Applicable for investors holding shares in electronic form.

Notes:

- A Member entitled to attend & vote at the meeting is entitled to appoint a proxy to attend & vote on poll instead of himself/herself.
- The proxy form duly signed across the revenue stamp of Re. 1/- should reach the Company's Regd. Office at least 48 hours before the scheduled time of the meeting.

Affix
Revenue
Stamp