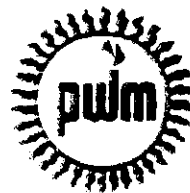


**TWENTIETH
ANNUAL REPORT
1998-99**

Report  Junction.com



PRAKASH WOOLLEN MILLS LIMITED

Regd. Office : Prakash Lane, Civil Lines
Kanth Road, Moradabad-244001

PRAKASH WOOLLEN MILLS LIMITED

BOARD OF DIRECTORS :

SHRI PRAKASH CHAND GUPTA .	-	Managing Director
SHRI VED PRAKASH GUPTA	-	Director
SHRI JAI KISHAN GUPTA	-	Whole Time Director
SHRI DAYA KISHAN GUPTA	-	Whole Time Director
SHRI VIJAY KUMAR GUPTA	-	Whole Time Director
DR. VIJAY KRISHNA SAXENA	-	Director
SHRI B. RAI	-	Director

REGISTERED OFFICE :

Prakash Lane, Civil Lines, Kanth Road, Moradabad

WORKS :

Vill. Mangupura, P.O. Pakbara, Delhi Road, Moradabad

Vill. Amhera, P.O. Chaudherpur, Delhi Road, Moradabad

BANKERS :

STATE BANK OF INDIA

AUDITORS :

AGARWAL PAWAN KUMAR & CO.,
Chartered Accountants

MANAGEMENT TEAMS

Mangupura (Moradabad):

Mr. Sanjay Kumar Agarwal (B.E. Mech.)
Mr. Sanjay Kulshreshtha (B.E. Elec.)

Amhera (J.P.Nagar) :

Mr. Atul Gupta (B.E. Chem.)
Mr. Shalab Gupta
Mr. Adeep Gupta
Mr. Kapil Gupta
Mr. Ashish Gupta

SHARE TRANSFER AGENT :

Computer Age Management Service (P) Ltd.,
609, A & B Lakshmi Bhavan,
Anna Salai, Madras - 600006

BOOK CLOUSER DATE :

22nd September to 28TH September (Both Days Inclusive).

PRAKASH WOOLLEN MILLS LIMITED
Regd. Office : Prakash Lane, Civil Lines, Kanth Road, Moradabad

NOTICE

NOTICE is hereby given that Twentieth Annual General Meeting of the Shareholders of Prakash Woollen Mills Limited will be held on Tuesday, the 28th day of September, 1999 at 11:30 A.M. at Moradabad Club Pvt. Ltd., Civil Lines, Moradabad to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors Report, Auditors Report, Audited Balance Sheet and Profit & Loss Account for the year ended 31st March 1999.
2. To appoint a Director in place of Shri Ved Prakash Gupta, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Shri Vijay Kumar Gupta, who retires by rotation and being eligible offers himself for reappointment.
4. To appoint auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration. M/s Agarwal Pawan Kumar & Co., Chartered Accountants, Meerut the retiring auditors being eligible, for re-appointment, offer themselves for reappointment.

SPECIAL BUSINESS :

5. To Consider and if thought fit, to pass the following resolution with or without modification, as an ordinary resolution :

RESOLVED THAT pursuant to the provisions of section 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act 1956, and subject to such other approvals as may be necessary, consent of the company be and is hereby accorded to the re-appointment of Mr. PRAKASH CHAND GUPTA to the office of Managing Director of the company for a period of 5 (Five) years with effect from 1st January 2000 on the terms and conditions as under :-

A. Salary: @ Rs. 18000 (Rupees Eighteen Thousand Only) per month.

B. Perquisites : Provision of car for use on company's business and telephones at residence. These will not be considered as perquisites. However personal long distance calls and use of the car for private purposes shall be billed by the company to the Managing Director.

The terms and conditions of the said appointment may be varied/enhanced from time to time by the Board of Directors as it may in its discretion deem fit, subject to the maximum amount payable to Managing Director as per Schedule XIII to the Companies Act 1956 or any amendments made hereafter in this regard.

6. To Consider and if thought fit, to pass the following resolution with or without modification, as an ordinary resolution:

RESOLVED THAT pursuant to the provision of section 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any of the Companies Act 1956, and subject to such other approvals as may be necessary, consent of the company be and is hereby accorded to the re-appointment of Mr. JAI KISHAN GUPTA to the office of Whole Time Director of the company for a period of 5 (Five) years with effect from 1st January 2000 on the terms and conditions as under :-

A. Salary: @ Rs. 18000 (Rupees Eighteen Thousand Only) per month.

B. Perquisites : Provision of car for use on company's business and telephones at residence. These will not be considered as perquisites. However personal long distance calls and use of the car for private purposes shall be billed by the company to the Whole Time Director.

The terms and conditions of the said appointment may be varied/enhanced from time to time by the Board of Directors as it may in its discretion deem fit, subject to the maximum amount payable to Whole Time Director as per Schedule XIII to the Companies Act 1956 or any amendments made hereafter in this regard.

7. To Consider and if thought fit, to pass the following resolution with or without modification, as an ordinary resolution :
RESOLVED THAT pursuant to the provisions of section 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any of the Companies Act 1956, and subject to such other approvals as may be necessary, consent of the company

be and is hereby accorded to the re-appointment of Mr. DAYA KISHAN GUPTA to the office of Whole Time Director of the company for a period of 5 (Five) years with effect from 1st January 2000 on the terms and conditions as under :-

A. Salary: @ Rs. 18000 (Rupees Eighteen Thousand Only) per month.

B. Perquisites : Provision of car for use on company's business and telephones at residence. These will not be considered as perquisites. However personal long distance calls and use of the car for private purposes shall be billed by the company to the Whole Time Director.

The terms and conditions of the said appointment may be varied/enhanced from time to time by the Board of Directors as it may in its discretion deem fit, subject to the maximum amount payable to Whole Time Director as per Schedule XIII to the Companies Act 1956 or any amendments made hereafter in this regard.

8. To Consider and if thought fit, to pass the following resolution with or without modification, as an ordinary resolution :

RESOLVED THAT pursuant to the provisions of section 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any of the Companies Act 1956, and subject to such other approvals as may be necessary, consent of the company be and is hereby accorded to the re-appointment of Mr. VIJAY KUMAR GUPTA to the office of Whole Time Director of the company for a period of 5 (Five) years with effect from 1st January 2000 on the terms and conditions as under :-

A. Salary: @ Rs. 18000 (Rupees Eighteen Thousand Only) per month.

B. Perquisites : Provision of car for use on company's business and telephones at residence. These will not be considered as perquisites. However personal long distance calls and use of the car for private purposes shall be billed by the company to the Whole Time Director.

The terms and conditions of the said appointment may be varied/enhanced from time to time by the Board of Directors as it may in its discretion deem fit, subject to the maximum amount payable to Whole Time Director as per Schedule XIII to the Companies Act 1956 or any amendments made hereafter in this regard.

9. To consider and if thought fit, to pass the following resolution with or without modification, as a special resolution :

RESOLVED THAT subject to such approvals, or permission as may be necessary, consent of the company be and is hereby accorded to get the equity shares of the company delisted on the Delhi Stock Exchange Association Ltd., Delhi.

It is further resolved that the Board of Directors or any person duly authorised by the board, is authorised to do all acts, deeds or things as may be necessary to implement the resolution.

10. To consider and if thought fit, to pass the following resolution with or without modification, as a special resolution :

RESOLVED THAT subject to such approvals, or permission as may be necessary, consent of the company be and is hereby accorded to get the equity shares of the company delisted on the Jaipur Stock Exchange Ltd., Jaipur.

It is further resolved that the Board of Directors or any person duly authorised by the board, is authorised to do all acts, deeds or things as may be necessary to implement the resolution.

11. To consider and if thought fit, to pass the following resolution with or without modification, as a special resolution :

RESOLVED THAT subject to such approvals, or permission as may be necessary, consent of the company be and is hereby accorded to get the equity shares of the company delisted on The Stock Exchange Ahmedabad.

It is further resolved that the Board of Directors or any person duly authorised by the board, is authorised to do all acts, deeds or things as may be necessary to implement the resolution.

Explanatory Statement pursuant to section 173 (2) of the Companies Act, 1956.

ITEM NO. 5:

Mr. Prakash Chand Gupta's term as Managing Director has to expire on 31.12.99. It is hereby proposed to re-appoint Mr. Prakash Chand Gupta as Managing Director for further period of 5 years w.e.f. 01.01.2000 on a salary as envisaged in the resolution itself. The salary proposed is at par with the existing salary and is within the limit of maximum salary that can be paid under the amended schedule XIII of the Companies Act, 1956.

None of the Directors except Shri Prakash Chand Gupta is concerned or interested in the resolution. Shri V.P. Gupta, Shri J.K. Gupta, Shri D.K. Gupta and Shri V.K. Gupta being related to Shri Prakash Chand Gupta may be deemed to be concerned or

interested in the resolution to the extent of payment of remuneration to Shri Prakash Chand Gupta, Managing Director of the company.

The aforesaid reappointment of Mr. P.C. GUPTA as Managing Director on the remuneration as embodied in the resolution may be regarded as abstract of the Memorandum of Interest under section 302 of the Companies Act, 1956.

ITEM NO. 6:-

Mr. Jai Kishan Gupta's term as Whole Time Director has to expire on 31.12.99. It is hereby proposed to re-appoint Mr. Jai Kishan Gupta as Whole Time Director for further period of 5 years w.e.f. 01.01.2000 on a salary as envisaged in the resolution itself. The salary proposed is at par with the existing salary and is within the limit of maximum salary that can be paid under the amended schedule XIII of the Companies Act, 1956.

None of the Directors except Shri Jai Kishan Gupta is concerned or interested in the resolution. Shri V.P. Gupta, Shri P.C. Gupta, Shri D.K. Gupta and Shri V.K. Gupta being related to Shri Jai Kishan Gupta may be deemed to be concerned or interested in the resolution to the extent of payment of remuneration to Shri Jai Kishan Gupta, Whole Time Director of the company.

The aforesaid reappointment of Mr. J.K. Gupta as Whole Time Director on the remuneration as embodied in the resolution may be regarded as abstract of the Memorandum of Interest under section 302 of the Companies Act, 1956.

ITEM NO. 7:-

Mr. Daya Kishan Gupta's term as Whole Time Director has to expire on 31.12.99. It is hereby proposed to re-appoint Mr. Daya Kishan Gupta as Whole Time Director for further period of 5 years w.e.f. 01.01.2000 on a salary as envisaged in the resolution itself. The salary proposed is at par with the existing salary and is within the limit of maximum salary that can be paid under the amended schedule XIII of the Companies Act, 1956.

None of the Directors except Shri Daya Kishan Gupta is concerned or interested in the resolution. Shri V.P. Gupta, Shri P.C. Gupta, Shri J.K. Gupta and Shri V.K. Gupta being related to Shri Daya Kishan Gupta maybe deemed to be concerned or interested in the resolution to the extent of payment of remuneration to Shri Daya Kishan Gupta, Whole Time Director of the company.

The aforesaid reappointment of Mr. D.K. Gupta as Whole Time Director on the remuneration as embodied in the resolution may be regarded as abstract of the Memorandum of Interest under section 302 of the Companies Act, 1956.

ITEM NO. 8:-

Mr. Vijay Kumar Gupta's term as Whole Time Director has to expire on 31.12.99. It is hereby proposed to re-appoint Mr. Vijay Kumar Gupta as Whole Time Director for further period of 5 years w.e.f. 01.01.2000 on a salary as envisaged in the resolution itself. The salary proposed is at par with the existing salary and is within the limit of maximum salary that can be paid under the amended schedule XIII of the Companies Act, 1956.

None of the Directors except Shri Vijay Kumar Gupta is concerned or interested in the resolution. Shri V.P. Gupta, Shri J.K. Gupta, Shri D.K. Gupta and Shri P.C. Gupta being related to Shri Vijay Kumar Gupta maybe deemed to be concerned or interested in the resolution to the extent of payment of remuneration to Shri Vijay Kumar Gupta, Whole time Director of the company.

The aforesaid reappointment of Mr. V.K. Gupta as Whole Time Director on the remuneration as embodied in the resolution may be regarded as abstract of the Memorandum of Interest under section 302 of the Companies Act, 1956.

ITEM NO. 9,10 & 11 :-

Equity shares of the company are listed on five stock exchanges namely Delhi stock exchange ltd, Delhi, Jaipur stock exchange ltd, Jaipur, The stock exchange Ahmedabad, The stock exchange Mumbai & The U.P Stock exchange association ltd., Kanpur, but the trading in company's security is very thin. Further most of the trading has taken place on the Stock exchange Mumbai. On the other hand the company is incurring losses. Hence it is proposed to get the security of the company delisted subject to approval and permission of necessary authorities, where trading takes place seldomly. The Directors feel that interests of the shareholders will not be affected by such delisting.

None of the Directors is concerned or interested in the resolution.

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy so appointed need not be a member of the Company. Proxies, in order to be effective, must be received at the registered office of the Company not less than 48 hours before the time for holding the meeting.
2. Members desiring any information about the accounts and operations of the Company are requested to send their queries atleast ten days before the date of the Annual General Meeting so that information can be made available at the meeting.
3. The Register of Members and Share Transfer Books of the company will remain closed from 22nd September 1999 to 28th September 1999 (both days inclusive) for the purpose of Annual General Meeting.
4. Members are requested to bring their copy of Annual Report and Attendance slip (duly completed) alongwith them at the Meeting.
5. Members are requested to quote their folio number in all correspondence with Company.

By order of the Board of Directors

Place : Moradabad
Date : 24/7/99

(PRAKASH CHAND GUPTA)
Managing Director

