

**PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED**

Regd. Office: 18<sup>th</sup> Km Stone Delhi Moradabad Road,  
NH-24, Village Amhera, Distt. J.P Nagar-244102  
Tel: 0591-91-9760091983 Fax:0591-2223009  
website : www.prakashwoollen.com ; Email : info@prakashwoollen.com  
CIN: L17291UP1979PLC004804

**NOTICE OF ANNUAL GENERAL MEETING**

Dear Member(s),

NOTICE is hereby given that the 43 rd Annual General Meeting of the Members of Prakash Woollen & Synthetic Mills Limited will be held on Saturday, the 27th day of August, 2022 at 11:45 A.M. at the Registered Office of the Company at 18 th Km Stone, Delhi Moradabad Road, NH-24, Village Amhera, Distt. J. P. Nagar- 244102, to transact the following businesses:

**ORDINARY BUSINESSES:**

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Adeep Gupta (DIN: 06612645), who retires by rotation and being eligible offers himself for re-appointment.

**SPECIAL BUSINESSES:**

**3. Re-classification of Promoter Group Category**

To consider and, if thought fit, to pass with or without modifications, the following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Regulation 31A SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 and any other relevant provisions, including any modification(s) or re-enactments thereof for the time being in force, and subject to necessary approvals from the Bombay Stock Exchange and other appropriate statutory authorities, as may be necessary, the approval of the members be arid is hereby accorded for re—classification of following persons forming part of Promoter Group from "Promoter & Promoter Group Category to & Public Category".

| S.No. | Name of promoter seeking reclassification | No. of shares held | % of holding | Total |
|-------|---|--------------------|--------------|-------|
| 1     | Aashima Agarwal                           | 50000              | 0.49%        | 1.23% |
| 2     | Shalab Gupta                              | 36862              | 0.36%        |       |
| 3     | Shalab Gupta HUF                          | 20000              | 0.19%        |       |
| 4     | Shalini Gupta                             | 20000              | 0.19%        |       |

**RESOLVED FURTHER THAT** the Board be arid is hereby authorized to take all such steps as may be necessary; proper and expedient to give effect 'to the foregoing resolution.

**4. Appointment of Mr. Daya Kishan Gupta (DIN: 00337569) As Managing Director who has attained the age of 75 years.**

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION:**

**"RESOLVED THAT**, pursuant to the provisions of Sections 196, 197 and 203 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V and all other applicable statutory provisions of the Companies Act, 2013, and regulation 17 of SEBI (LODR) Regulation, 2015 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee, consent of the shareholders be and is hereby accorded to the appointment of Mr. Daya Kishan Gupta, DIN: 00337569, who has attained the age of more than 70 years i.e. 75 years, as Managing Director of the Company, for three years with effect from 1 st September 2022 to 31 st August, 2025 on the following terms and conditions:-

**Salary & Perquisites:** Rs. 7, 00,000 (Rupees Seven Lac) p.m.

However, the retirement benefits namely Gratuity, Leave Encashment Benefits, Provident Fund, **Superannuation Fund** shall not be counted as perquisites to the extent these are exempted under Income Tax Act, 1961."

**RESOLVED FUTHER THAT**, in the event of loss or inadequacy of profits, he shall be paid minimum remuneration as above."

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### 5. Amendment of Articles of Association of the Company

To consider and if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to approvals, permissions and sanctions from the appropriate authority, if any, the Article of Association of company being modified in the manner following:

That the existing article no. 2(xxii), 2(xxiii), 8,8(1), 8(2), 8.1,11(1),11(2), 14(1), 32, 33, 47, 51, 59, 60(1), 72, 96, 124, 137(1), 137(2), 146(1), 146(2), 151, 153, 154(1), 158(1), 158(2), 164, 176, 182, 184(1), 185(1), 185(2), 185(3), 185(4), 185(5), 185(6), 186(7)(i), 185(7)(ii), 185(7)(iii), 185A, 185(A)(i), 185(A)(ii), 185(A) (iii), 192, 193, 194, 195(1), 198 of the Company be replaced with the modified articles as per details given below:-

| Article No. | Title  | Amended Clause  |
|-------------|--|---|
| 2 (xxii)    | <b>Secretary</b>   | Secretary is a Key Managerial Person appointed by the Board of Directors to perform any of the duties of a Company Secretary.   |
| 2 (xxiii)   | <b>Shareholders or Members</b>   | Shareholders or Members means the duly registered holder from time to time of the shares of the Company, and shall include:-(ii) every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the company;(iii) every person holding shares of the company and whose name is entered as a beneficial owner in the records of a depository;  |
| 8           | <b>Company not to give financial assistance for purchase of its own shares</b> | Except as provided by the Act, the Company shall not, except by reduction of capital under the provision of Sections 66 or Section 242 of the said Act, buy its own shares nor give, whether directly or indirectly, and whether by means of a loan, guarantee, provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company. Provided that nothing in this Article shall be taken to prohibit: |
| 8 (1)       |  | the provision of money in accordance with any scheme approved by the Company through Special Resolution and in accordance with the requirements specified in the relevant Rules, for the purchase of, or subscription for, fully paid up Shares in the Company, if the purchase of, or the subscription for the Shares held by trustees for the benefit of the employees or such Shares held by the employee of the Company;  |
| 8 (2)       |  | the giving of loans by the Company to persons in the employment of the Company other than its Directors or Key Managerial Personnel, for an amount not exceeding their salary or wages for a period of six months with a view to enabling them to purchase or subscribe for fully paid up Shares in the Company to be held by them by way of beneficial ownership.Nothing in this clause shall affect the right of the Company to redeem any shares issued under Section 55.  |
| 8.1         | <b>Buy back of Shares</b>  | Notwithstanding what is stated in Articles8.1 above, in the event it is permitted by the Law and subject to such conditions, approvals or consents as may be laid down for the purpose, the Company shall have the power to buy-back its own shares, whether or not there is any consequent reduction of Capital. If and to the extent permitted by Law, the Company shall also have the power to re-issue the shares so bought back.   |
| 11(1)       | <b>Register of Members</b>   | The Company shall cause to be kept and maintained the following registers namely: <ul style="list-style-type: none"> <li>• Register of members indicating separately for each class of equity and preference shares held by each member residing in India or outside India;</li> <li>• Register of debenture-holders; and</li> <li>• Register of any other security holders:</li> <li>• including an index in respect of each of the registers to be maintained in accordance with Section 88 of the Act.</li> </ul>  |

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| 11(2)  |  | The company shall duly comply with the provision of Section 94 of the Act in regard to keeping of the Registers, Indexes, copies of Annual Return and giving inspection thereof and furnishing copies thereof   |
| 14(1)  | <b>Every share transferable etc.</b>                               | Transfer of share is carried out in accordance with the provisions of the company act, 2013 and SEBI regulations, as applicable from time to time.  |
| 32     | <b>Calls may be made in installments</b>                           | Subject to the provisions of Section 49 of the said Act, the Board may, from time to time, by means of resolution passed at its meetings make such calls as they may think fit upon the members in respect of moneys unpaid on the share held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him and at the times and place appointed by the Board. A call may be made payable by installments.   |
| 33     | <b>Call to made from the date of resolution passed</b>             | A call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed and may be made payable by members on a subsequent date to be specified by Directors.  |
| 47     | <b>Members liable to pay money owing at the time of forfeiture</b> | Any member whose shares have been forfeited shall, notwithstanding the forfeiture, remain liable to pay and shall forthwith pay to the Company all calls, amounts, installments, interest expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon, from the time of the forfeiture until payment, at the rates, not exceeding ten percent per annum as the Board may determine, in the same manner in all respects as if the shares had not been forfeited, without any deduction or allowance for the value of the shares at the time to the forfeiture and the Board may enforce the payment thereof if they think fit (but without being under any obligation so to do) without entitling such member or his representative to any remission of such forfeiture or to any compensation for the same, unless the Directors shall think fit to make such compensation, which they shall have full power to do, in such manner and on such terms on behalf of the Company as they shall think fit. |
| 51     | <b>Transfer of forfeited Shares</b>                                | The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re- allotment or other disposal of the share.   |
| 59     | <b>Death of any one or more joint holders</b>                      | In the case of the death of any one or more of the persons named in the Register as the joint-holders of any share, the survivor or survivors shall be the only persons recognised by the Company as having any title to or interest in such share, but nothing herein contained shall be taken to release the estate of the deceased joint-holder from any liability on the shares held by him jointly with any other person.  |
| 60 (1) | <b>Title of share of deceased member</b>                           | On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.  |
| 72     | <b>Company may alter its Share Capital in certain ways</b>         | <p>The Company may by Ordinary Resolution alter the authorized capital clause of its Memorandum of Association as :-</p> <ul style="list-style-type: none"> <li>• To increase its authorised share capital by such amount as it thinks expedient;</li> <li>• To consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares:</li> </ul> <p>Provided that any consolidation and division which results in changes in the voting percentage of shareholders shall require applicable approval under the act;</p>   |

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|         |                                 | <ul style="list-style-type: none"> <li>To convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;</li> <li>To sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;</li> <li>to cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.</li> </ul>  |
| 96      | <b>General Meeting</b>          | The Chairman of the Board to take the chair at every General Meeting, whether Annual or Extraordinary. If the Chairman is not present within fifteen minutes of the time appointed for holding such meeting, the Directors present at the Meeting shall elect one of themselves to be the Chairman of the Meeting. If all the Directors present decline to take the chair or if no is Director present, then the members present shall choose one of their own members to be Chairman of the meeting. If a poll is demanded it shall be taken forthwith in accordance with the provisions of sub-section (2) of section 104. The Chairman elected on a show of hands shall exercise all the powers of the Chairman for the purpose of such poll. If some other person is elected Chairman as a result of such poll, he shall be the Chairman for the rest of the meeting. The Chairman be permitted to hold the position of both the Chairman of the Board and/or General Meeting as well as Managing Director/CEO/equivalent position thereof in the Company as per the recommendations of the appropriate committee of the Directors and approved by the Board of Directors and as permitted by applicable laws from time to time. |
| 124     | <b>Division of profits</b>      | Subject to rights of persons, if any, entitled to shares with special rights as to dividends, all dividend shall be declared and paid according to the amount paid up or credited as paid up on each share, where a larger amount is paid up or credited as paid up on some share than on others. Provided always that any capital paid up on a share during the period in respect of which a dividend is declared shall unless otherwise resolved be only entitled the holder of such share to a proportionate amount of such dividend from the date of payment.  |
| 137 (1) | <b>Capitalization of Profit</b> | The company in general meeting may, upon the recommendation of the Board, resolve  |
|         | (a)                             | that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the companys reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and   |
|         | (b)                             | that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.   |
| 137 (2) | <b>Sum how applied</b>          | The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards   |
|         | A                               | paying up any amounts for the time being unpaid on any shares held by such members respectively;   |
|         | B                               | paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;   |

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|         | <p><b>C</b></p> <p><b>D</b></p> <p><b>E</b></p>     | <p>partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);</p> <p>A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;</p> <p>The Board shall give effect to the resolution passed by the company in pursuance of this regulation.</p>   |
| 146 (1) | <b>Copies of Financial Statements etc. be filed</b> | A copy of the Financial Statement, including consolidated Financial Statement, if any, along with all the documents which are required to be or attached to such Financial Statements under this Act, duly adopted at the annual general meeting of the company, shall be filed with the registrar of companies in accordance with provisions of the company act, 2013 read with rules made there under, with such fees or additional fees as may be prescribed in the Company Act, 2013.   |
| 146 (2) | <b>Filing of Financial Statement</b>                | If the Annual General Meeting before which a Financial Statement is laid as aforesaid does not adopt the Financial Statements, the un-adopted Financial Statements together with the other documents that are required to be attached to the financial statements shall be filed with the Registrar of companies within thirty days of the annual general meeting. Thereafter, the Financial Statements adopted at the adjourned annual general meeting shall be filed with the Registrar of companies of such adjourned annual general meeting in accordance with provisions of the company act, 2013 read with rules made there under, with such fees or additional fees as may be prescribed in the Company Act, 2013. |
| 151     | <b>Qualification shares</b>                         | No Director of the Company be required to hold any qualification shares   |
| 153     | <b>Directors Fee, Remuneration &amp; Expenses</b>   | The fees payable to a Director for attending meeting of the Board or Committee thereof shall be decided by the Board of Directors from time to time within the maximum limits as prescribed under the Act or Rules made there under. Subject to Section 197 of the Act, the Managing Director(s) and / or Whole- Time director(s) may be paid such remuneration as may, from time to time, be determined by the Board by way of salary or commission partly in one way or partly in another.  |
| 154 (1) | <b>Additional Remuneration for Extra Services</b>   | Independent Directors shall be paid such additional remuneration as may be fixed by the Directors for services rendered by him or them and any one or more of the Directors shall be paid further remuneration if any as the Company in General Meeting or the Board of Directors shall from time to time determine. Such remuneration and/or additional remuneration may be paid by way of salary or commission on net profits or turnover or by participation in profits or by way of perquisites or in any other manner or by any or all of those modes.   |
| 158 (1) | <b>Appointment of Independent directors</b>         | The Company shall appoint such number of Independent Directors as it may deem fit, for a term specified in the resolution appointing him. An Independent Director may be appointed to hold office for a term of up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of Special Resolution and such other compliances as may be required in this regard. No Independent Director shall hold office for more than two consecutive terms. The provisions relating to retirement of directors by rotation shall not be applicable to appointment of Independent Directors.   |
| 158 (2) | <b>Proportion to retire by rotation</b>             | Not less than two-third of the total number of Directors of the Company shall:  |
| 164     | <b>Directors may appoint Additional Directors</b>   | Subject to the provisions of the Act, the Board of Directors shall have power at any time to appoint any person other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time. Provided that the number of the directors and additional  |

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|         |  | directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. Each such Additional Director shall hold office up to the date of the next Annual General Meeting, or the last date on which the annual general meeting should have been held, whichever is earlier, but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.   |
| 176     | <b> Casting vote of Chairman at Board Meeting</b>              | Questions arising at any meeting of the Directors shall be decided by a majority of votes, and in case of an equality of votes, the Chairman thereat shall have a second or casting vote.   |
| 182     | <b> Minutes of proceedings of the Board and the Committee.</b> | The Directors shall cause minutes to be duly entered in a book or books provided for the purpose in accordance with these presents and section 118 of the Act.  |
| 184 (1) | <b> Appointment of Key Managerial Personnel</b>                | Subject to the provisions of the Act,(i) A Key Managerial Personnel may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and the Key Managerial Personnel so appointed may be removed by means of a resolution in the Board Meeting.(ii) A Director may be appointed as chief executive officer, company secretary or chief financial officer  |
| 185 (1) | <b> Power to borrow</b>  | Subject to clause (2) hereof the Directors may, from time to time at their discretion raise or borrow, or secure the repayment of any loan or advance taken by the Company. Any such moneys may be raised and the payment or repayment of such moneys maybe secured in such manner and upon such terms and conditions in all respects as the Directors may think fit and, in particular by promissory notes, or by opening current accounts or by receiving deposits and advances at interest, with or without security, or by the issue of debentures of debenture-stock of the Company charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being, or by mortgaging, charging or pledging any lands, buildings, machinery, plants, goods or other property and securities of the Company, or by such other means as to them may seem expedient. |
| (2)     | <b> Restrictions on powers of Board</b>                        | The Board of Directors shall not, except with the consent of the Company in General Meeting, borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Companys bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.  |
| (3)     | <b> Debt in excess of limit</b>                                | No debt by the Company in excess of limit imposed by this Article shall be valid or effectual unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that Article has been exceeded.  |
| (4)     | <b> Issue of Securities</b>                                    | Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company, shall be under the Control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.  |
| (5)     | <b> Securities may be assignable free from equities</b>        | Any such debentures, debenture-stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.  |
| (6)     | <b> Offer to public to subscribe/ purchase debenture</b>       | If any other offer is made to the public to subscribe for or purchase debentures the provisions of the said Act relating to a prospectus shall be complied with.  |
| (7)(i)  | <b> Issue at discount or with special privileges</b>           | Any such debentures, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise, and on condition (with   |

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| <p>(7)(ii)<br/>(7)(iii)</p>                    | <p><b>Re-issue of redeemed debenture</b><br/><b>Deed for specific performance regarding debentures</b></p>  | <p>the consent of the Company in General Meeting) and they may have a right to allotment of or be convertible into shares of any denominations, and with any special privileges and conditions as to redemption (or being irredeemable), surrender, drawings, re-issue, attending at General Meeting of the Company, appointment of Directors, and otherwise, provided that no debentures, debenture- stock, bonds or other securities may be issued carrying voting rights.</p> <p>The Company shall have power to re- issue redeemed debentures.</p> <p>A contract with the Company to take up and pay for any debentures of the Company may be enforced by a Deed for specific performance.</p>   |
| <p>(185) (A)</p> <p>(i)<br/>(ii)<br/>(iii)</p> | <p><b>Issue of share/debenture certificates</b></p> <p><b>Right to obtain copies of and inspect trust deed</b></p> <p><b>Copies of trust deed be provided on order of court to required person</b></p> <p><b>Inspection of Trust Deed</b></p> | <p>The Company, shall within two months after the allotment of any of its shares, and six months after the allotment of any debentures or debenture-stock, and within one month after the application for the registration of the transfer of any shares, debentures or debenture-stock have completed and have ready for delivery the certificates of all shares, the debentures and the certification of all debenture-stock allotted or transferred, unless the conditions of issue of the shares, debentures of debenture-stock otherwise provide. The expression transfer of the purpose of the sub clause means a transfer duly stamped, dated and otherwise valid, and does not include any transfer which the Company is for any reason entitled to refuse to register and does not register.</p> <p>A copy of any trust deed for securing any issue of debentures shall be forwarded to the holder of any such debentures or any member of the Company at his request and within seven days of the making thereof on payment of rupees fifty (Rs. 50/-);</p> <p>The Court may also, by order, direct that the copy required shall forthwith be sent to the person requiring it.</p> <p>The Trust Deed referred to in sub-clause(i) shall be open inspection by any member or debenture holder of the Company in the same manner, to the same extent, and on payment of the same fees, as if it were the register of members of the Company.</p> |
| <p>192</p>                                     | <p><b>Managing Directors</b><br/><b>What provisions he will be subject to</b></p>   | <p>A managing Director or Joint Managing Director subject to the provisions contained in Article 184 shall not while he continues to hold that office be subject to retirement by rotation and he shall not be taken into account in determining the rotation of retirement of Directors or the number of Directors to retire but he shall, subject to the terms of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the Directors of the Company, and if he ceases to hold the office of Directors from any cause shall ipso facto and immediately cease to be Managing Director.</p>   |
| <p>193</p>                                     | <p><b>Remuneration of Managing Director(s), Whole-Time Director(s)</b></p>  | <p>The remuneration of a Managing Director, Joint Managing Director and Whole-Time Director shall from time to time be fixed by the Directors and may be by way of salary or commission or participating in profits or by way or all of those modes or in other forms shall be subject to the limitations prescribed in Section 197 of the Act..</p>   |
| <p>194</p>                                     | <p><b>Powers and Duties of Managing Director(s)/Whole Time Director(s)</b></p>  | <p>The Director(s) may from time entrust to and upon a Managing Director(s), Joint Managing Director and Whole Time Director(s) for the time being such of the powers exercisable under these Articles by the Directors as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient, and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers, unless and until otherwise determined a Managing Director may exercise all the powers exercisable by the Directors, save such powers as by the Act or by these Articles shall be exercisable by the Directors.</p>   |

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| 195 (1) | <b>Company Secretary</b> | The Directors may from time to time appoint and at their discretion remove, a person (hereinafter called the Company Secretary) to keep the Registers required to be kept by the Company, to perform any other function which by the said Act or by these Articles are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to the Secretary by the Directors. |
| 198     | <b>Accountability</b>    | An Independent Director, and a non- executive director not being a promoter or a Key Managerial Personnel, shall be liable only in respect of acts of omission or commission, by the Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he has not acted diligently.   |

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all the requisite, incidental, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, any question, query, or doubt that may arise in this regard, and to execute/publish all such notices, deeds, agreements, papers and writings as may be necessary and required for giving effect to this resolution.”

By Order of the Board of Directors  
For Prakash Woollen & Synthetic Mills Limited  
Sd/-

(Daya Kishan Gupta)  
Managing Director  
DIN : 00337569

18<sup>th</sup> July, 2022  
Registered Office:  
18<sup>th</sup> Km. Stone, Delhi Moradabad Road  
NH-24, Village Amhera, Distt. J.P Nagar,  
Uttar Pradesh-244102  
CIN: L17291UP1979PLC004804  
E-mail: info@prakashwoollen.com

### NOTES:

#### 1. PROXY/AUTHORIZED REPRESENTATIVE

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

- The instrument appointing proxy (Proxy Form), in order to be effective must be deposited at the registered office of the Company, not less than 48 (Forty-Eight) hours before the commencement of the AGM. Proxy Form is enclosed with this Notice.  
Members are requested to note that a person can act as proxy on behalf of the Members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights, however, 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 proxy for any other person or member.  
A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company during the period beginning 24 (Twenty-Four) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 (three) days of notice in writing is to be given to the Company.
- Members / proxies / authorized representatives are requested to bring duly filled admission / attendance slips sent herewith along with this notice of the AGM at the Meeting.
- Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Meeting.
- In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

#### 2. CUT OFF DATE :

- The e-voting period begins on 24<sup>th</sup> August, 2022 (10:00 Hours (IST)) and ends on 26<sup>th</sup> August, 2022 (17:00 Hours (IST)). 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 dated 19<sup>th</sup> August, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- This Notice is being sent to all the Members whose names appear as on 29<sup>th</sup> July, 2022 in the Register of Members or in the Register of beneficial owners as received from M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent ("RTA") of the Company.

#### 3. COMMUNICATION TO MEMBERS :

- The Notice of the AGM along with the Attendance Slip and Proxy Form, and a copy of Annual Report are being sent by electronic mode to all Members whose email addresses are registered with the Company / Depository Participant(s) and



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also to the auditors and Directors of the Company. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.

- b) Full version of the Annual report and notice of AGM will also be available on the website of the Company at [www.prakashwoollen.com](http://www.prakashwoollen.com) under the Investor Relations section and at the website of CDSL at <https://www.evotingindia.com>. Hard copies of the full annual reports will be sent to those shareholders who will request the same to the company's email id : [compliance@prakashwoollen.com](mailto:compliance@prakashwoollen.com)
- c) All the documents referred to in the accompanying notice, explanatory statement and Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested are open for inspection at the registered office of the Company on all working days except Saturdays and Sundays, between 11.00 AM to 1.00 PM up to the date of AGM and also at the venue of the AGM.
- d) In case you have any query related to the enclosed annual accounts you are requested to send the same to the Company Secretary at the Registered office of the Company or on email Id [compliance@prakashwoollen.com](mailto:compliance@prakashwoollen.com), at least 10 (ten) days before the date of AGM so as to enable the management to collect the relevant information and redress the queries.
- e) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- f) In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) / Annual Report(s) etc. to their Members through electronic mode, your Company hereby requests all its Members to register/ change, if required, their email ID with the RTA (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.
- g) As per Section 118(1) of the Companies Act, 2013 read with the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, "No gifts, gift coupons, or cash in lieu of gifts shall be distributed to the members at or in connection with the meeting".

#### 4. Voting through electronic means :

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.

Shareholders can also cast their vote electronically using CDSL's mobile app m-Voting available for android, iPhone and windows based mobiles. The m-Voting app can be downloaded from google play store, App store and the windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

The facility for voting through ballot paper will also be made available at the Annual General Meeting (AGM) and the members attending the AGM who have not already cast their votes by e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by 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 given below.

The Board of Directors has appointed Mr. Rupinder Singh Bhatia, Practicing Company Secretary (Membership No. FCS 2599), as scrutinizer for conducting the e-voting process in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the AGM by Polling Papers and thereafter unlock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The results of remote e-voting and votes casted at the meeting shall be aggregated. The Scrutinizer shall make, within a period not exceeding two days from the conclusion of the AGM; a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman of the meeting or a person authorized by him in writing.

The Results of voting along with the report of the Scrutinizer shall be placed on the website of the Company [www.prakashwoollen.com](http://www.prakashwoollen.com) and on the website of CDSL, immediately after the declaration of result by the Chairman of the meeting or a person authorized by him. The results shall also be communicated to the stock exchanges where the shares of the Company are listed.

The route map along with prominent land mark for easy location of the 43<sup>rd</sup> Annual General Meeting venue is printed on the last page of the Annual report.

#### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **24<sup>th</sup> August, 2022 (10:00 Hours (IST)) and ends on 26<sup>th</sup> August, 2022 (17:00 Hours (IST))**. 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 **19<sup>th</sup> August, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

1. Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders   | Login Method   |
|--|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b> | <ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System MYEASI.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>   |
| Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b> | <ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol> |

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|   |  |
|---|--|
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b> | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
|---|--|

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type  | Helpdesk details  |
|---|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at HYPERLINK " <a href="mailto:mail_to_helpdesk.evoting@cdslindia.com">mail to helpdesk.evoting@cdslindia.com</a> " or contact at toll free no.: 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30  |

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote for physical shareholders and shareholders other than individual shareholders holding in Demat form.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - Click on "Shareholders" module.
  - 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on Login.
  - If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - If you are a first time user follow the steps given below:

| For Physical shareholders and other than individual shareholders holding shares in Demat |  |
|--|--|
| PAN  | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.                |
| Dividend Bank Details OR Date of Birth (DOB)   | 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. 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 (v). |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the **PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED** on which you choose to vote.
- (x) 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.

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- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@prakashwoollen.com](mailto:compliance@prakashwoollen.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

### **5. SCRUTINIZER :**

- a) Mr. Rupinder Singh Bhatia, Practicing Company Secretary (Membership No. FCS 2599), having consented to act as a scrutinizer has been appointed as “Scrutinizer” for scrutinizing the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner.
- b) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, through “Ballot Paper” for all those Members who are present at the AGM but have not cast their votes, by availing the Remote E-voting facility.
- c) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot Papers and thereafter unblock the votes casted through e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within a period not later than 3 (three) days from the conclusion of the AGM, prepare and present a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.

### **6. DECLARATION OF RESULTS :**

The Result of voting (Remote E-voting and the voting at the AGM) on the resolutions shall be declared not later than 3 (three) days from the date of AGM by the Chairman or any person authorized by him for this purpose and will be displayed at the Registered Office of the Company situated at 18th Km Stone, Moradabad Road Delhi, Road Nh-24, Village Amhera Distt J P Nagar UP 244102 and communicated to BSE Limited where the equity shares of the Company are listed and will also be displayed on the Company's website: [www.prakashwoollen.com](http://www.prakashwoollen.com)

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### 7. DEMATERIALIZATION :

As SEBI has mandated that transfer of securities in a listed company will be processed only if the securities are held in dematerialized form, the Members, who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the dematerialization account to the Company's RTA.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

#### Item No. 3

The Company had received request from Mr. Shalab Gupta, Mrs. Shalini Gupta, Shalab Gupta HUF, Mrs. Aashima Gupta, who are part of Promoter Group of Company, seeking reclassification from the 'Promoter' category to 'Public' category'. The following are the details regarding their shareholding in the Company:

| S.No. | Name of promoter seeking reclassification | No. of shares held | % of holding | Total |
|-------|---|--------------------|--------------|-------|
| 1     | Aashima Agarwal                           | 50000              | 0.49%        | 1.23% |
| 2     | Shalab Gupta                              | 36862              | 0.36%        |       |
| 3     | Shalab Gupta HUF                          | 20000              | 0.19%        |       |
| 4     | Shalini Gupta                             | 20000              | 0.19%        |       |

On the basis of the request received by the Company and pursuant to the provisions of Regulation 31A (3)(b) of Listing Regulations, Mr. Shalab Gupta, Mrs. Shalini Gupta, Shalab Gupta HUF & Mrs. Aashima Gupta part of Promoter Group of Company, seeking reclassification have confirmed that:

- They do not hold more than ten percent of the total voting rights in the company.
- They do not exercise control over the affairs of the company, directly or indirectly.
- They do not have any special rights with respect to the company through formal or informal arrangements including through any shareholder agreements.
- They are not being represented on the board of directors (including not having a nominee director) of the Company
- They do not act as a key managerial person of the Company
- They are not 'wilful defaulter(s)' as per the Reserve Bank of India Guidelines
- They are not fugitive economic offender

There is no pending regulatory action against them

Further, they have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in sub-clauses (i), (ii) and (iii) of clause (b) of Regulation 31A(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 at all times from the date of re-classification, failing which, they shall be reclassified as promoter/person belonging to the promoter group of the company.

They shall comply with the conditions mentioned in the of sub-clauses (iv) and (v) of clause (b) of Regulation 31A(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 for a period of not less than three years from the date of reclassification, failing which, they shall be reclassified as promoter/person belonging to promoter group of the company

The said requests for reclassification were considered, analyzed and approved by the Board of Directors at its meeting held on July 18, 2022, subject to members' approval and stock exchanges' approval subsequently.

The Promoter's shareholding in the Company after considering the reclassification as per Item no. 3 would be 62.84 %

None of the Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 3 of this Notice.

The Board recommends the resolution set forth in Item no. 3 for the approval of the Members.

#### Item No. 4

The Board of Directors of the Company (the 'Board'), at its meeting held on 18th July 2022 has, on the recommendation of NRC, subject to the approval of members, re-appointed Mr. Daya Kishan Gupta (DIN: 00337569) as Managing Director for a period of 3 (Three) years i.e. 1st September, 2022 to 31st August, 2025, who has attained the age of more than 70 years i.e. 75 years, on a remuneration of Rs.7 Lac per month (Whether by way of salary or perquisites to the extent these are not taxable under the Income Tax Act 1961). However, the benefits namely Gratuity, Leave Encashment Benefits, Provident Fund etc. shall not be counted as perquisites to the extent it is exempted under Income Tax Act, 1961. Mr. Daya Kishan Gupta has attained the age of 75 years, hence the special resolution is placed before the shareholders in order to comply with the SEBI (LODR) Regulation, 2015."

Pursuant to the provision of sections 196, 197, 203, schedule V of the companies act read with companies Managerial rules, regulation 17, of the SEBI (LODR) Regulation 2015, as amended from time to time, the members' approval by way of Special Resolution for the appointment of and payment of remuneration to Mr. Daya Kishan Gupta (DIN: 00337569) as a Managing Director and remuneration payable to him.

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## MINIMUM REMUNERATION

Notwithstanding anything to the contrary contained herein, where in any financial year during the tenure of Mr. Daya Kishan Gupta as MD, the company has either no profits or the profits are inadequate, the company will pay to him remuneration by way of salary, perquisites as specified above.

Mr. Daya Kishan Gupta is the promoter director of the company associated with the company since incorporation. He held the position of Whole-Time Director for over approx 19 years and as an MD for 2 years. During his tenure as a Whole-Time Director and managing Director of Company, your company has grown substantially. During his tenure as WTD or MD your company has switched over its line of activity i.e. from manufacturing of yarn to manufacturing of mink blankets. Today your company has established a name for itself in the mink blanket industry with established brand name like 'Dolphin, Metro, Korea Gold, Pringle, Autograph'. The Board is of the opinion that Mr. Daya Kishan Gupta's rich and diverse experience is valuable asset to the company which adds value and his experience/enriched point of view in all aspects of the company's working and decision making at during Board discussion. He is also a person of integrity who possesses required expertise and his association as a director and MD will be beneficial to the company.

A brief profile of Mr. Daya Kishan Gupta along with the required particulars is given at the end of the statement. Further Mr. Daya Kishan Gupta has confirmed that he is not disqualified from being appointed as a director in terms of section 164 of the act and from being appointed as a Whole-Time Director in terms of schedule V of the act. Mr. Daya Kishan Gupta has also confirmed that he is not debarred from holding the office of director by virtue of any SEBI Order or any such authority pursuant to circular dated 20th June, 2018 issued by BSE pertaining to enforcement of SEBI Orders regarding appointment of directors by the listed company.

General Information as required pursuant to the provisions of Schedule V is as under:-

### I. GENERAL INFORMATION:

- (1) Nature of Industry: Presently the Company is engaged in manufacturing of mink blankets.
- (2) Date or expected date of commencement of commercial production: The Company has obtained the certificate of commencement of business- 23.08.1979
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial performance

| Financial Results   | 2021-22 | 2020-21  |
|---|---------|----------|
| Profit/(Loss) before depreciation & amortization expenses and tax | 402.77  | 917.74   |
| Depreciation & amortization expenses                              | 415.94  | 422.23   |
| Profit before Tax   | (13.17) | 495.51   |
| Provision for Tax   | ---     | ---      |
| Current Tax   | (10.05) | (119.92) |
| Provisions for Wealth Tax   | ---     | ---      |
| Deferred Tax  | 17.66   | 1.77     |
| Profit/(Loss) after Tax   | (5.56)  | 377.36   |

(5) Export performance and net foreign exchange collaborations: Nil

(6) Foreign investments or collaborators if any: N. A.

### II. INFORMATION ABOUT MR. DAYA KISHAN GUPTA

(1) Background details:

Mr. Daya Kishan Gupta is 75 years old. He is a Graduate and joined the company since its incorporation as a promoter director in 1979. Using his extensive and in-depth experience in field of marketing, he looks after the marketing of the company helping it grow and reach the maximum number of satisfied customers across the country.

(2) Past remuneration:

Rs. 600000 per month including perquisites as approved by the members in the annual general meeting held on 31st August, 2019.

(3) Recognition or awards: Nil

(4) Job profile and his suitability

Mr. Daya Kishan Gupta has in-depth experience in field of marketing, he looks after the marketing of the company. Keeping in view the background of Mr. Daya Kishan Gupta, he is best suitable for the job.

(5) Remuneration proposed: As explained in resolution no.4 of this notice.

(6) Comparative remuneration profile with respect to industry.

The proposed remuneration is in line with the remuneration in the industry.

## PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

(7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.

Mr. Daya Kishan Gupta is promoter and director of the company. He directly holds 170910 Eq. Shares of the company.

### III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

During the year ending 31.03.2022, the company is in loss of Rs. (5.56 lakh).

There is no inadequacy of profit. The proposed Remuneration is with the parameters given in schedule V.

2. Steps taken proposed to be taken for improvement : To expand the base by tapping new clients and focusing on revenue enhancement and expense efficiency.

3. Expected increase in productivity and profits in measurable terms:

It is expected that the profitability of the company would be more in future.

### IV. OTHER INFORMATION & DISCLOSURE

The Shareholders of the Company have been informed about the remuneration of Mr. Daya Kishan Gupta in Item no. 4 of the notice of this Annual General Meeting.

Nature of concern / interest as per provision of section 102 of Companies act 2013

None of the Directors and Key Managerial personnel of the Company except Mr. Daya Kishan Gupta himself and Mr. Adeep Gupta, Mr. Vijay Kumar Gupta, Mrs. Rajni Gupta and Mr. Ved Prakash Gupta, being relatives, are may be deemed to be concerned or interested in the resolution to the extent of payment of remuneration to be payable to Mr. DK Gupta, Managing Director of the Company. His appointment shall not be subject to retirement by rotation as provided in the Act.

Shareholders are requested to please to confirm / approve the appointment as Managing Director and remuneration payable to Mr. Daya Kishan Gupta as mentioned in relevant item no. 4 of the notice.

Information about the appointee as per the requirement of SS-2 on General Meeting issued by The Institute of Company Secretary of India and regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing and Disclosure Obligations) Regulations, 2015 regarding Item No. 4.

|   |  |
|---|--|
| Name  | <b>Mr. Daya Kishan Gupta</b>   |
| Designation   | Managing Director  |
| Date of Birth   | 06-06-1949   |
| Date of first appointment   | He is associated as director since incorporation of the company  |
| Qualification   | Graduate   |
| Experience  | 43 years of experience in the field of industry, business and corporate management.  |
| Profile   | Mr. Daya Kishan Gupta is on this post since incorporation and has wide experience in field of Marketing and Sales Management.  |
| Directorship held in other Companies  | NIL  |
| Directorship held in Listed entities (other than Prakash Woollen & Synthetic Mills Limited)   | NIL  |
| Membership of Committees of the Board (only Listed Entities) in which Chairmanship, membership is held (includes only Audit Committee and Stakeholder Relationship Committee) | NIL  |
| Numbers of shares held in the Company as on 31.03.2022  | 170910   |
| No. of Board Meeting attended during the year   | Five out of five   |
| Terms & Conditions of re-appointment  | Proposed remuneration to be paid is Rs. 7,00,000/-p.m. inclusive of perquisites. Proposed remuneration is as per the Nomination and Remuneration Policy of the Company. Terms and Conditions of appointment is as per the appointment letter |
| Past Remuneration   | Total remuneration was Rs. 6,00,000/- per month including perquisites.   |
| Relationship with other Directors   | Brother of Mr. Vijay Kumar Gupta and Mr. Ved Prakash Gupta. Paternal Uncle of Mr. Adeep Gupta and Husband of Mrs. Rajni Gupta  |

\* Only Committees which are necessary under the Companies Act, 2013 have been considered for this purpose.

## **PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED**

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The above may be treated as a written memorandum setting out the terms of appointment of Mr. Daya Kishan Gupta under section 190 of the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

### **DISCLOSURE**

As there are more than one Whole Time Director in the Company, getting remuneration which in aggregate exceeds/may exceed 5 per cent of the net profits of the Company on annualize basis, therefore, in terms of provisions of Regulation 17(6)(e)(ii) of SEBI (LODR) Regulation, 2015 shareholders' approval by way of Special Resolution is required.

### **Item No. 5**

It is brought to the attention of the Shareholders that: some clauses of Article of Associations are required to amend to fulfill the compliances of Companies Act, 2013 and rules made thereunder.

The Board by way of Resolution passed in its meeting held on July 18, 2022 recommended the amended Articles of Association of the Company, subject to the approval of the shareholders of the Company in the Annual General Meeting.

It is proposed to adopt the articles contained in the amended Articles of Association in substitution of and to the entire exclusion of the articles contained in the existing Articles of Association of the Company.

Pursuant to Section 14 and other applicable provisions, if any, of the Act, approval of the shareholders of the Company is required for adoption of amended Articles of Association.

The Board recommends adoption of the resolution set out in Item No. 5 of the accompanying Notice as a Special Resolution.

A copy of Articles of Association of the Company with the proposed alteration is available for inspection at the Registered Office of the Company at any working day during business hours.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.



# PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

## Annexure I

### Details of Directors Seeking Re-appointment at the 43<sup>rd</sup> Annual General Meeting

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Clause 1.2.5 of Secretarial Standards.

|   |   |
|---|---|
| Name  | <b>Mr. Adeep Gupta</b>  |
| Designation   | Whole Time Director   |
| Date of Birth   | 02-04-1972  |
| Date of first appointment   | He is associated as Vice President- Production since 1.7.2004 but date of appointment as a director is 15.06.2020   |
| Qualification   | Graduate  |
| Experience  | Mr. Adeep Gupta was associated with the company as Vice President- Production since 2004. Under his able guidance the production capacity has increased and the ratio of productivity of labour has also gone high. There has been no labour unrest under his guidance.<br><br>Thus he has a good experience in the field of manufacturing, production and quality management. He is also a person of integrity reliability |
| Profile   | Mr. Adeep Gupta was associated with the company as Vice President- Production since 2004 and appointed as a Director and WTD w.e.f 15.06.2020.  |
| Directorship held in other Companies  | NIL   |
| Directorship held in Listed entities (other than Prakash Woollen & Synthetic Mills Limited)   | NIL   |
| Membership of Committees of the Board (only Listed Entities) in which Chairmanship, membership is held (includes only Audit Committee and Stakeholder Relationship Committee) | NIL   |
| Numbers of shares held in the Company as on 31.03.2022  | 450820  |
| No. of Board Meeting attended during the year   | Four out of five  |
| Terms & Conditions of re-appointment  | Proposed remuneration to be paid is Rs. 7,00,000/-p.m. inclusive of perquisites. Proposed remuneration is as per the Nomination and of Remuneration Policy of the Company. Terms and Conditions of appointment is as per the appointment letter   |
| Past Remuneration   | Total remuneration was Rs. 605115/- per month including perquisites.  |
| Relationship with other Directors   | Nephew of other 3 directors namely- Mr. Vijay Kumar Gupta, Mr. Daya Kishan Gupta, Mr. Ved Prakash Gupta & Mrs. Rajni Gupta  |

By Order of the Board of Directors  
For Prakash Woollen & Synthetic Mills Limited  
Sd/-

(Daya Kishan Gupta)  
Managing Director  
DIN : 00337569

18<sup>th</sup> July, 2022  
Registered Office:  
18<sup>th</sup> Km. Stone, Delhi Moradabad Road  
NH-24, Village Amhera, Distt. J.P Nagar,  
Uttar Pradesh-244102  
CIN: L17291UP1979PLC004804  
E-mail: info@prakashwoollen.com

**PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED**

Regd. Office: 18<sup>th</sup> Km Stone Delhi Moradabad Road,  
 NH-24, Village Amhera , Distt. J.P Nagar-244102  
 Tel: 0591-91-9760091983 Fax:0591-2223009  
 Website: www.prakashwoollen.com ; Email : info@prakashwoollen.com  
 CIN: L17291UP1979PLC004804

**FORM NO. MGT 11**

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

**43<sup>rd</sup> Annual General Meeting – August 27<sup>th</sup>, 2022 at 11.45 A.M.**

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

I / We, being the member(s) of ..... shares of the above named Company, hereby appoint:

- 1) Name: ..... E-Mail .....  
 Address: .....  
 Signature ..... Or failing him / her
- 2) Name: ..... E-Mail .....  
 Address: .....  
 Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting of the Company to be held at 18<sup>th</sup> Km Stone Delhi Moradabad Road, NH-24, Village Amhera, Distt. J.P Nagar-244102 on Saturday, the 27<sup>th</sup> day of August, 2022 at 11.45 A.M. or at any adjournment thereof in respect of such resolutions as are indicated below:

| Item No. | Resolutions<br>Ordinary Business  | For | Against |
|----------|---|-----|---------|
| 1.       | Adoption of Audited Financial Statements of the company along with the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2022. |     |         |
| 2.       | To appoint a director in place of Mr. Adeep Gupta (DIN: 06612645), who retires by rotation and being eligible offers himself for re-appointment.                                |     |         |
|          | <b>Special Business</b>   |     |         |
| 3.       | Re-classification of Promoter Group Category  |     |         |
| 4.       | Appointment of Mr. Daya Kishan Gupta (DIN: 00337569) As Managing Director who has attained the age of 75 years.   |     |         |
| 5.       | Amendment of Articles of Association of the Company   |     |         |

Signed this ..... day of ..... 2022

Affix  
 Re. 1/-  
 Revenue  
 Stamp

**Signature of the member**

**Signature of the Proxy Holder(s)**

**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.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 43<sup>rd</sup> Annual General Meeting.
- It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
- Please complete all details including detail of member(s) in above box before submission.

**ATTENDANCE SLIP**

**PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED**

Regd. Office: 18<sup>th</sup> Km Stone Delhi Moradabad Road,  
NH-24, Village Amhera, Distt. J.P Nagar-244102  
Tel: 0591-91-9760091983 Fax:0591-2223009  
Website: www.prakashwoollen.com ; Email : info@prakashwoollen.com  
CIN: L17291UP1979PLC004804

**Folio No./ DP ID / Client ID**

**Number of shares held**

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the forty second Annual General Meeting of the Company on Saturday, the 27<sup>th</sup> day of August, 2022, at 11.45 a.m. at 18<sup>th</sup> Km Stone, Delhi Moradabad Road, NH-24, Village Amhera, Distt. J. P. Nagar- 244102.

Full name of proxy (in case of proxy)

Signature of first holder/proxy

Note: Signature of joint holder(s)

1. Please fill and sign this attendance slip and hand it over at the venue of the meeting.
2. Only members of the Company and/or their proxy will be allowed to attend the meeting.

## POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014

### FORM MGT-12

## PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

Regd. Office: 18<sup>th</sup> Km Stone Delhi Moradabad Road,  
NH-24, Village Amhera, Distt. J.P Nagar-244102

Tel: 0591-91-9760091983 Fax:0591-2223009

Website: www.prakashwoollen.com ; Email : info@prakashwoollen.com

CIN: L17291UP1979PLC004804

1. Name(s) & Registered Address of the Sole/First Named Member : .....
2. Name(s) of the Joint Holders(s), .....  
If Any
3. Registered Folio Number/ DP ID No./Client ID No\*  
(\* Applicable To investors holding  
shares in demat form) : .....
4. Number of Equity Share(s) held : .....
5. I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the 43<sup>rd</sup> Annual General Meeting (AGM) of the Company to be held on Saturday, 27<sup>th</sup> August, 2022 at 11.45 a.m., by recording my/our assent or dissent to the said Resolutions by placing the tick (  ) Mark at the appropriate box below:

| Item No. | Description of Resolutions   | Type of resolution (Ordinary/Special) | No. of Equity shares for which votescast | (FOR)I/We assent to the Resolution | (AGAINST)I/We dissent to the Resolution |
|----------|--|---------------------------------------|--|------------------------------------|---|
| 1.       | Adoption of Audited Financial Statements of the company along with the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2022 | Ordinary                              |  |                                    |   |
| 2.       | Appoint a director in place of Mr. Adeep Gupta (DIN: 06612645), who retires by rotation and being eligible offers himself for re-appointment                                   | Ordinary                              |  |                                    |   |
| 3        | Re-classification of Promoter Group Category   | Ordinary                              |  |                                    |   |
| 4        | Appointment of Mr. Daya Kishan Gupta (DIN: 00337569) As Managing Director who has attained the age of 75 years.  | Special                               |  |                                    |   |
| 5        | Amendment of Articles of Association of the Company  | Special                               |  |                                    |   |

Date:

Place :

Signature of the Member

Notes: Please read the following instructions printed overleaf carefully before exercising your vote.

## INSTRUCTIONS

- 1) A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member cast votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
- 2) For detailed instructions on e-voting, please refer to the notes appended to the Notice of the AGM.
- 3) The scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the AGM.

### **Process and manner for Members opting to vote by using the Ballot Form:**

- 1) The Form should be complete and signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder.
- 2) In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution /Authorization.
- 3) Votes should be cast in case of each resolution, either in favour or against by putting the tick ( ) mark the column provided in the Ballot.
- 4) The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on 19th day of August, 2022 as per the Register of Members of the Company.
- 5) A Member may request for a duplicate Ballot Form, if so required.
- 6) Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
- 7) The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
- 8) The results declared along with Scrutinizer's Report, shall be communicated to the BSE Limited where the shares of the Company are listed.

Route Map for the venue of AGM of Prakash Woollen & Synthetic Mills Limited to be held on Saturday, 27<sup>th</sup> August, 2022 at 11.45 am at the Registered office of the Company.

