

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

Regd. Office: 18th Km Stone Delhi Moradabad Road,
NH-24, Village Amhera, Distt. J.P Nagar-244102
Contact : 8791001430, 9760091983
website : www.prakashwoollen.com ; Email : info@prakashwoollen.com
CIN: L17291UP1979PLC004804

NOTICE OF ANNUAL GENERAL MEETING

Dear Member(s),

NOTICE is hereby given that the 44th Annual General Meeting of the Members of **Prakash Woollen & Synthetic Mills Limited** will be held on Tuesday, the 29th day of August, 2023 at 11:45 A.M. at the Registered Office of the Company at 18th Km Stone, Delhi Moradabad Road, NH-24, Village Amhera, and 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, 2023, together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Ms. Rajni Gupta (DIN: 09160441), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESSES:

3. **To consider and approve the Re-appointment of Mr. Vijay Kumar Gupta (DIN: 00335325) as Whole time Director who has attained the age of 70 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. Vijay Kumar Gupta, DIN: 00335325, who will attain the age of 70 years in the month of August as a Whole Time Director (designated as Whole Time Director & Chief Financial Officer) of the Company, for three years with effect from 1st April 2024 to 31st March, 2027 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 FUTURE THAT, in the event of loss or inadequacy of profits, he shall be paid minimum remuneration as above.”

By Order of the Board of Directors
For Prakash Woollen & Synthetic Mills Limited
Sd/-
(Daya Kishan Gupta)
Managing Director
DIN : 00337569

20th July, 2023

Registered Office:

18th 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.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

- a) 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.

- b) 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.
- c) 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.
- d) 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 :

- a) The e-voting period begins on 26th August, 2023 (10:00 Hours (IST)) and ends on 28th August, 2023 (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 23rd August, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) This Notice is being sent to all the Members whose names appear as on 28th July, 2023 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 :

- a) 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 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 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
- 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 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 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 44th 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 **26th August, 2023 (10:00 Hours (IST)) and ends on 28th August, 2023 (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 **23rd August, 2023** 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.

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.

Step 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.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

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 CDSL	<ol style="list-style-type: none"> 1) 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 https://web.cdslindia.com/myeasi/home/login or Visit www.cdslindia.com and click on Login icon and select New System MYEASI. 2) 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) 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: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.
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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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares 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.
 - 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 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 Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

- (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.
- (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 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
 - 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 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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to 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, 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 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

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

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

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 Board of Directors of the Company (the 'Board'), at its meeting held on 20th July 2023 has, on the recommendation of NRC, subject to the approval of members, re-appointed Mr. Vijay Kumar Gupta as Whole Time Director for a period of 3 (Three) years w.e.f 1st April, 2024 to 31st March, 2027, who has attained the age of 70 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. Vijay Kumar Gupta has attained the age of 70 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. Vijay Kumar Gupta (DIN: 00335325) as a Whole Time Director and remuneration payable to him.

MINIMUM REMUNERATION

Notwithstanding anything to the contrary contained herein, where in any financial year during the tenure of Mr. Vijay Kumar Gupta as WTD, 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. Vijay Kumar 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 44 years. During his tenure as a Whole-Time Director of Company, your company has grown substantially. During his tenure as WTD 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. Vijay Kumar 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. The appointment and the remuneration payable to Vijay Kumar Gupta is as per the Nomination and Remuneration policy of the company.

A brief profile of Mr. Vijay Kumar Gupta along with the required particulars is given at the end of the statement. Further Mr. Vijay Kumar 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. Vijay Kumar Gupta has also confirmed that he had not been sentenced to imprisonment for any period, or to a fine exceeding one thousand rupees, for the conviction of an offence under any of the following Acts, namely:—

- (i) The Indian Stamp Act, 1899 (2 of 1899);
- (ii) The Central Excise Act, 1944 (1 of 1944);
- (iii) The Industries (Development and Regulation) Act, 1951
- (iv) The Prevention of Food Adulteration Act, 1954
- (v) The Essential Commodities Act, 1955
- (vi) The Companies Act, 2013
- (vii) The Securities Contracts (Regulation) Act, 1956
- (ix) The Income-tax Act, 1961
- (x) The Customs Act, 1962
- (xi) The Competition Act, 2002
- (xii) The Foreign Exchange Management Act, 1999
- (xiii) The Sick Industrial Companies (Special Provisions) Act, 1985
- (xiv) The Securities and Exchange Board of India Act, 1992
- (xv) The Foreign Trade (Development and Regulation) Act, 1922
- (xvi) The Prevention of Money-Laundering Act, 2002
- (xvii) The Insolvency and Bankruptcy Code, 2016

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

(xviii) The Goods and Services Tax Act, 2017

(xix) The Fugitive Economic Offenders Act, 2018

Vijay Kumar Gupta had not been detained for any period under the Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974. He is the resident of India and has completed the age of twenty-one years and has attained the age of seventy years, therefore SR will pass in AGM.

Further, 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 is into the manufacturing of Mink Blankets since September, 1996. Before that it was manufacturing Shoddy Blankets.
- (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	2022-23	2021-22
Profit/(Loss) before depreciation & amortization expenses and tax	(108.98)	402.77
Depreciation & amortization expenses	406.77	415.94
Profit before Tax	(515.75)	(13.17)
Provision for Tax		
Current Tax	-	(10.05)
Deferred Tax	14.31	17.66
Tax in respect of earlier year	{2.46}	-
Profit/(Loss) after Tax	(503.90)	(5.56)

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

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

II. INFORMATION ABOUT MR. VIJAY KUMAR GUPTA

(1) Background details:

Mr. Vijay Kumar Gupta is 70 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. 700000 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. Vijay Kumar Gupta has in-depth experience in field of marketing, he looks after the marketing functions of the company since inception. Keeping in view the background of Mr. Vijay Kumar Gupta, he is best suitable for the job.

(5) Remuneration proposed: As explained in resolution no.3 of this notice.

(6) Comparative remuneration profile with respect to industry.

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

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

Mr. Vijay Kumar Gupta is promoter and director of the company. He directly holds 453709 Eq. Shares of the company. He is the brother of Mr. Daya Kishan Gupta. Paternal Uncle of Mr. Adeep Gupta.

II. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

During the year ending 31.03.2023, the company is in loss of Rs. (503.90 lakh). The loss is due to the sudden increase in the cost of raw material and the fuel used in Boiler and the inability of company to pass on the enhanced cost.

There is inadequacy of profit. The proposed Remuneration is with the parameters given in schedule V.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

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

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. Vijay Kumar Gupta himself and Mr. Daya Kishan Gupta being relatives, may be deemed to be concerned or interested in the resolution to the extent of payment of remuneration to be payable to Mr. VK Gupta, Whole Time Director of the Company. His appointment shall be subject to retirement by rotation as provided in the Act.

Shareholders are requested to please to confirm / approve the appointment as Whole Time Director and remuneration payable to Mr. Vijay Kumar Gupta as mentioned in relevant item no. 3 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	Mr. Vijay Kumar Gupta
Designation	Whole Time Director
Date of Birth	07.08.1953
Date of first appointment	He is associated as director since incorporation of the company
Qualification	Graduate
Experience	44 years of experience in the field of industry, business and corporate management.
Profile	Mr. Vijay Kumar Gupta is on this post since incorporation and has wide experience in field of Accounting and Financial 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 31.03.2023	453709
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. 700,000/- per month including perquisites.
Relationship with other Directors	Brother of Mr. Daya Kishan Gupta.

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

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

The Board recommends the Special Resolution set out at Item No. 3 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.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

Annexure I

Details of Directors Seeking Re-appointment at the 44th 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	Mrs. Rajni Gupta
Designation	Non-Executive Director
Date of Birth	24-03-1952
Date of first appointment	She is associated with the company as the promoter. Her date of appointment as a director is 07.05.2021
Qualification	Graduate
Experience	Mrs. Rajni Gupta was associated with the company as one of the Promoter. She is a person of integrity reliability.
Profile	Mrs. Rajni Gupta was associated with the company as Promoter and appointed as a Director and NED w.e.f 07.05.2021.
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 31.03.2023	393600
No. of Board Meeting attended during the year	One out of Five
Terms & Conditions of appointment	In compliance with the provisions of Sec. 152 of the Act, the appointment of Mrs. Rajni Gupta as a Non-Executive Woman Director liable to retire by rotation.
Past Remuneration	NIL
Relationship with other Directors	Wife of Mr. Daya Kishan Gupta.

By Order of the Board of Directors
For Prakash Woollen & Synthetic Mills Limited
Sd/-
(Daya Kishan Gupta)
Managing Director
DIN : 00337569

20th July, 2023
Registered Office:
18th 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: 18th Km Stone Delhi Moradabad Road,
NH-24, Village Amhera , Distt. J.P Nagar-244102

Contact : 8791001430, 9760091983

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]

44th Annual General Meeting – August 29th, 2023 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 44th Annual General Meeting of the Company to be held at 18th Km Stone Delhi Moradabad Road, NH-24, Village Amhera, Distt. J.P Nagar-244102 on Tuesday, the 29th day of August, 2023 at 11.45 A.M. or at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions Ordinary Business	For	Against
1.	Adoption of Financial statements of the company alongwith the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2023		
2.	Appoint a director in place of Mrs. Rajni Gupta (DIN: 9160441) who retires by rotation and being eligible offers herself for re-appointment.		
	Special Business		
3.	Reappointment of Mr. Vijay Kumar Gupta (DIN: 00335325) As Chief Financial Officer/ Whole time Director who has attained the age of 70 years		

Signed this day of 2023

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 44th 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: 18th Km Stone Delhi Moradabad Road,

NH-24, Village Amhera, Distt. J.P Nagar-244102

Contact : 8791001430, 9760091983

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 Fourth Annual General Meeting of the Company on Tuesday, the 29th day of August, 2023, at 11.45 a.m. at 18th 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: 18th Km Stone Delhi Moradabad Road,
NH-24, Village Amhera, Distt. J.P Nagar-244102
Contact : 8791001430, 9760091983

Website: www.prakashwoollen.com ; Email : info@prakashwoollen.com
CIN: L17291UP1979PLC004804

- Name(s) & Registered Address of the Sole/First Named Member :
- Name(s) of the Joint Holders(s),
If Any
- Registered Folio Number/ DP ID No./Client ID No*
(* Applicable To investors holding
shares in demat form) :
- Number of Equity Share(s) held :
- I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the 44th Annual General Meeting (AGM) of the Company to be held on Tuesday, 29th August, 2023 at 11.45 a.m., by recording my/our assent or dissent to the said Resolutions by placing the tick (I /) 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, 2023	Ordinary			
2.	To appoint a director in place of Mrs. Rajni Gupta (DIN: 09160441), who retires by rotation and being eligible offers herself for re-appointment	Ordinary			
3.	Appointment of Mr. Vijay Kumar Gupta (DIN: 00335325) as Chief Financial Officer/ whole time Director who has attained the age of 70 years in the month of August	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 (1/) 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 29th day of August, 2023 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.