

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
Tel: 0591-2223008/18 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 41st Annual General Meeting of the Members of **Prakash Woollen & Synthetic Mills Limited** will be held on Thursday, the 24th day of September, 2020 at 11:00 A.M. at the registered office of the Company at 18th 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, 2020, together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ved Prakash Gupta (DIN: 00434369), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESSES:

3. **Re-designation of Mr. Daya Kishan Gupta (DIN: 00337569) as Managing Director 15th June, 2020.**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in accordance with the provisions of Sec 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and Rules made thereunder and Regulation 17 of SEBI (LODR) Regulations, 2015, as amended from time to time, the consent be and is hereby accorded for the Change in Designation of Mr. Daya Kishan Gupta (DIN: 00337569), from Whole Time Director To Managing Director of the Company w.e.f. June 15, 2020 on the existing terms and conditions for remaining part of his tenure.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient and to do any such acts, deeds, matters and things to give effect to this Resolution”.

4. **Appointment of Mr. Adeep Gupta (DIN: 06612645) as a Director of the Company.**

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT**, Mr. Adeep Gupta (06612645), be and hereby appointed as a Director of Company liable to retire by rotation.”

5. **Appointment of Mr. Adeep Gupta (DIN: 06612645) As a Whole Time Director.**

To consider and, if thought fit, to pass 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(1A) 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. Adeep Gupta (06612645) as Whole Time Director of the Company liable to retire by rotation for a period of five years with effect from 15th June, 2020 to 14th June, 2025 on the following terms and conditions:-

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

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

RESOLVED FURTHER 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)
Chairman & Managing Director
DIN : 00337569

21st August, 2020

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

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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.

- 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 21st September, 2020 (10:00 Hours (IST)) and ends on 23rd September, 2020 (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 17th September, 2020, 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 August, 2020 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".

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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 41st

Annual General Meeting venue is printed on the last page of the Annual report.

The instructions for shareholders voting electronically are as under:

The voting period begins on **21st September, 2020 (10:00 Hours (IST)) and ends on 23rd September, 2020 (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 **17th September, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

The shareholders should log on to the e-voting website www.evotingindia.com.

Click on "Shareholders" module.

Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

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 Members holding shares in Demat Form and Physical Form | |
|--|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number/member ID in the PAN field. |
| 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 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). |

After entering these details appropriately, click on "SUBMIT" tab.

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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.

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

Click on the EVSN for the **PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED** on which you choose to vote.

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.

Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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.

Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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.

Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

Note for Non – Individual Shareholders and Custodians –Remote Voting

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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required 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.

If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

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 on 022-23058542/43.

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

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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

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 15th June, 2020 has, on the recommendation of NRC, redesignated Mr. Daya Kishan Gupta (DIN:-00337569) who was appointed as Whole-Time Director of the company w.e.f 1st September, 2019, as Managing Director of the Company re-designated him as Managing Director of the company on the existing terms and conditions i.e. for the rest of his tenure, subject to the approval of members.

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 Managing 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.

Item No. 4 & 5

The Board of Directors of the Company (the 'Board'), at its meeting held on 15th June 2020 has, on the recommendation of Nomination and Remuneration Committee appointed Mr. Adeep Gupta (Din: 06612645) as an additional director w.e.f 15 June, 2020. His term expires at the conclusion of forthcoming AGM. Your directors recommend that he be appointed as a regular director on the board of the company liable to retire by rotation.

Further, the Board of Directors of the Company (the 'Board'), at its meeting held on 15th June 2020 has, on the recommendation of Nomination and Remuneration Committee, subject to the approval of members, appointed Mr. Adeep Gupta (DIN: 06612645) as Whole-Time Director for a period of 5 (Five) years i.e. 15th June, 2020 to 14th June, 2025, 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, Provident Fund etc. shall not be counted as perquisites to the extent it is exempted under Income Tax Act, 1961.

Pursuant to the provision of sections 152, 196, 197, 203, Schedule V of the Companies Act read with Companies Managerial Rules and Regulation 17, 17(1A) of the SEBI (LODR) Regulation 2015, as amended from time to time, the members' approval is required for the appointment of Mr. Adeep Gupta (DIN: 06612645) as a Director and Whole-Time Director and remuneration payable to him.

Mr. Adeep Gupta is the promoter and was associated with the company as Vice President- Production since 2004. He has been appointed as of Whole-Time Director w.e.f. 15.06.2020. During his tenure as a Vice President- Production of Company, your company has grown substantially. 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.

He has a good experience in the field of manufacturing, production and quality management. He is also a person of integrity reliability. The Board is of the opinion that Mr. Adeep 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.

A brief profile of Mr. Adeep Gupta along with the required particulars is given at the end of the statement. Further Mr. Adeep 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. Adeep 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 .

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- (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 | 2019-20 | 2018-19 |
|---|----------------|----------------|
| Profit/(Loss) before depreciation & amortization expenses and tax | 1434.47 | 946.17 |
| Depreciation & amortization expenses | 429.11 | 474.03 |
| Profit before Tax | 1005.36 | 472.14 |
| Provision for Tax | | |
| Current Tax | (175.66) | (102.34) |
| Provisions for Wealth Tax | | |
| Deferred Tax | (24.13) | 23.76 |
| Profit/(Loss) after Tax | 805.57 | 393.56 |

- (5) Export performance and net foreign exchange collaborations: Nil
- (6) Foreign investments or collaborators if any: N. A.

II. INFORMATION ABOUT MR. ADEEP GUPTA

- (1) Background details:

Mr. Adeep Gupta is 47 years old. He is a Graduate and joined the company as a promoter and as Vice President- Production since 2004 and as a director in 2020. His wide experience in field of manufacturing, production and quality management has helped the company keep up its consistency in quality and customer satisfaction.

- (2) Past remuneration: Nil
- (3) Recognition or awards: Nil
- (4) Job profile and his suitability

Mr. Adeep Gupta has wide experience in field of manufacturing, production and quality management. Keeping in view the background of Mr. Adeep Gupta, he is best suitable for the job.

- (5) Remuneration proposed: As explained in resolution no.5 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. Adeep Gupta is promoter and director of the company. He directly holds 363450 Eq. Shares of the company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

During the year ending 31.03.2020, the company earned a profit of Rs. 80557000/-.

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. Adeep Gupta in Item no.4 & 5 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. Adeep Gupta himself and Late Mr. Jai Kishan Gupta, Mr. Vijay Kumar 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. Adeep Gupta, Whole-Time Director of the Company. His appointment shall be subject to retirement by rotation as provided in the Act but he shall be eligible for re-appointment.

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Shareholders are requested to please to confirm / approve the appointment as a director and Whole-Time Director and remuneration payable to Mr. Adeep Gupta as mentioned in relevant item no. 4 & 5 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 & 5.

| | |
|---|--|
| Name | Mr. Adeep Gupta |
| 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. 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 31.03.2020 | 363450 |
| No. of Board Meeting attended during the year | None |
| Terms & Conditions of 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 | NIL |
| Relationship with other Directors | Nephew of other 3 directors namely- Mr. Vijay Kumar Gupta, Mr. Daya Kishan Gupta & Mr. Ved Prakash 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. Jai Kishan Gupta under section 190 of the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No.3 & 4 of the Notice for approval by the members.

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Annexure I

Details of Directors Seeking Re-appointment at the 41st 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 | Mr. Ved Prakash Gupta |
| Designation | Non Executive Director |
| Date of Birth | 20-01-1942 |
| Date of first appointment | He is associated as director since incorporation of the company |
| Qualification | Graduate |
| Experience | 41 years of experience in the field of industry, business and corporate management. |
| Profile | Mr. Ved Prakash Gupta has wide experience in field of Marketing Management. |
| Directorship held in other Companies | ONE |
| 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 31.03.2020 | 176393 |
| No. of Board Meeting attended during the year | NONE |
| Terms & Conditions of re-appointment | In compliance with the provisions of Sec. 152, 160 of the Act, the appointment of Mr. Ved Prakash Gupta as a Non-Executive Director liable to retire by rotation. |
| Past Remuneration | Sitting Fee |
| Relationship with other Directors | Brother of Mr. Vijay Kumar Gupta, Late Mr. Jai Kishan Gupta, Mr. Daya Kishan Gupta and uncle of Mr. Adeep Gupta |

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

Sd/-

(Daya Kishan Gupta)

Chairman & Managing Director

DIN : 00337569

21st August, 2020

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
 Tel: 0591-2223008/18 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]

41st Annual General Meeting – September 24th, 2020 at 11.00 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 41st 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 Thursday, the 24th day of September, 2020 at 11.00 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 Fiancial statements of the company alongwith the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2020 | | |
| 2. | Appoint a director in place of Mr. Mr. Ved Prakash Gupta (DIN: 00434369) who retires by rotation and being eligible offers himself for re-appointment. | | |
| | Special Business | | |
| 3. | Re-designation of Mr. Daya Kishan Gupta (DIN: 00337569) as Managing Director 15th June, 2020. | | |
| 4. | Appointment of Mr. Adeep Gupta (DIN: 06612645) as a Director of the Company. | | |
| 5. | Appointment of Mr. Adeep Gupta (DIN: 06612645) As a Whole Time Director. | | |

Signed this day of 2019.

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 41st 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.

Affix
 Re. 1/-
 Revenue
 Stamp

ATTENDANCE SLIP

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

Regd. Office: 18th Km Stone Delhi Moradabad Road,

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

Tel: 0591-2223008/18 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 thirty ninth Annual General Meeting of the Company on Thursday, the 24th day of September, 2020, at 11.00 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
Tel: 0591-2223008/18 Fax:0591-2223009

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 41st Annual General Meeting (AGM) of the Company to be held on Thursday, 24th September, 2020 at 11.00 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, 2020 | Ordinary | | | |
| 2. | Appoint a director in place of Mr. Ved Prakash Gupta (DIN: 00434369) who retires by rotation and being eligible offers himself for re-appointment | Ordinary | | | |
| 3. | Re-designation of Mr. Daya Kishan Gupta (DIN: 00337569) as Managing Director w.e.f 15th June, 2020 | Special | | | |
| 4. | Appointment of Mr. Adeep Gupta (DIN: 06612645) as a Director of the Company | Special | | | |
| 5. | Appointment of Mr. Adeep Gupta (DIN: 06612645) as a Director 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 17th day of September, 2020 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 Thursday, 24th September, 2020 at 11.00 am at the Registered office of the Company.

