



PRAKASH WOOLLEN & SYNTHETIC MILLS LTD.

Manufacturers, Exporters & Importers of High Class Mink Blankets

Regd. Office & Works :
18th KM. Stone Delhi Moradabad Road, NH-24, Vill. Amhera PO. Chaudherpur, Distt. Amroha - 244 102 U.P.
CIN: L17291UP1979PLC004804 • Tel: 8791001430, 9760091983

H. O. & Mailing Address :
430, Civil Lines, Kanth Road, Moradabad - 244001 U.P. (India) • Mob. : 9837007288
E-mail : info@prakashwoollen.com • Website : www.prakashwoollen.com

Date: July 10, 2024

NOTICE FOR THE MEETING No. 2 OF 2024-25 OF
THE BOARD OF DIRECTORS OF
PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

Dear Sir,

Notice is hereby given that a meeting of the Board of Directors of the Company shall be held as per the following schedule:

Date : 20.07.2024
Day : Saturday
Time : 12:30 PM
Venue : 18th Km. Stone, Delhi Moradabad road, NH-24,
Village Amhera, Distt JP Nagar, Uttar Pradesh-
244102

The agenda for the meeting is enclosed.

You are requested to make it convenient to attend the above meeting.

For **Prakash Woollen & Synthetic Mills Limited**


Sneha Agarwal

Company Secretary cum Compliance Officer

Membership No. : A70716

Address: C-85, Gandhi Nagar , Moradabad (U.P)-244001 India.





**PRAKASH WOOLLEN & SYNTHETIC
MILLS LIMITED**

**AGENDA FOR THE BOARD MEETING NO. 2 OF 2024-2025
OF THE BOARD OF DIRECTORS**

- Day** : Saturday
- Date** : 20th July, 2024
- Time** : 12.30 P.M.
- Venue** : 18th Km. Stone, Delhi Moradabad road, NH-24, Village Amhera, Distt JP Nagar, Uttar Pradesh-244102
- Mode** : The Members of the Committee have been given the option to attend the meeting via AC/VC. It is hereby requested to inform the participation well in advance.



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Agenda for the Meeting of the Board of Directors to be held on 20th July, 2024

Agenda Item No(s)	Particulars
1.	To ascertain the quorum of the meeting & the chairman presides his chair.
2.	To grant leave of absence, if any.
3.	To confirm and take note of Minutes of the previous meeting of the Board of Directors held on 27 th May 2024.
4.	To confirm and take note of Minutes of the previous Committees Meeting of the Audit Committee and Nomination and Remuneration Committee held on 27 th May 2024.
5.	To take note of action taken on the decisions held in previous board meetings
6.	To consider and approve the recommendation of the Re-appointment of Mr. Vijay Kumar Gupta (DIN: 00335325) by the NRC Committee, who retires by rotation and being eligible to offer himself for re-appointment as an Executive Director.
7.	To take note of cessation letter.
8.	To take note of the written consent, along with a certificate from the auditor.
9.	To Consider and approve the appointment of Statutory Auditor.
10.	To consider and approve the recommendation of Re-appointment of Mr. Adeep Gupta (DIN: 06612645) by NRC Committee as Whole time Director for the period of 3 years w.e.f 15.06.2025 to 14.06.2028.
11.	To recommend the Appointment of Mr. Sandeep Raj (DIN: 10667051) as Independent Director of the company.
12.	To recommend the Appointment of Mr. Swatantra Agarwal (DIN: 10668457) as Independent Director of the company.
13.	To recommend the Appointment of Mrs. Latha Agarwal (DIN: 10681488) as Independent Director of the company.
14.	To give authorization u/s 180(1) (a) for the sale of land subject to the approval of shareholders in the upcoming AGM.
15.	To provide facility of voting through electronic means and appoint registrar and transfer agent (RTA) for facilitating e-voting
16.	To appoint Mr. R. S. Bhatia, Practicing Company Secretary as scrutinizer for Annual General Meeting.
17.	To Take note of Secretarial Audit Report.
18.	To Approve Draft Board Report for the Financial year ended on 31st March, 2024.
19.	To Approve Corporate Governance report to the shareholder to be annexed with annual report.



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Agenda for the Meeting of the Board of Directors to be held on 20th July, 2024

20.	To Take note of Auditors' Certificate on Corporate Governance.
21.	To Fix the date, time and venue for the 45 th Annual General Meeting for the financial year 2023-2024.
22.	To Discuss any other matter with the permission of the Chair.



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Agenda for the Meeting of the Board of Directors to be held on 20th July, 2024

ITEM NO. 1. TO ASCERTAIN THE QUORUM OF THE MEETING & THE CHAIRMAN PRESIDS HIS CHAIR

Mr. Satish Kumar Raj, Chairman, presided over the meeting. After making the roll call it will be ascertained that the requisite quorum is present, then he will start conducting business of the Meeting.

ITEM NO. 2. TO GRANT LEAVE OF ABSENCE

To grant, leave of absence to the Director(s) unable to attend the Meeting.

ITEM NO. 3. TO CONFIRM AND TAKE NOTE OF MINUTES OF THE PREVIOUS MEETING OF THE BOARD OF DIRECTORS HELD ON 27TH MAY 2024.

The Minutes of the previous Board Meeting held on May 27th, 2024 be placed before the Board for their confirmation and signature of the Chairman of the Meeting.

The Board is requested to take note of the same.

ITEM NO.4. TO CONFIRM AND TAKE NOTE OF MINUTES OF PREVIOUS COMMITTEE MEETING

- **AUDIT COMMITTEE**

The Minutes of the previous Audit Committee Meeting held on May 27, 2024 be placed before the board for their confirmation.

ITEM NO.5. TO TAKE NOTE OF ACTION TAKEN ON THE DECISIONS HELD IN PREVIOUS BOARD MEETINGS:

SR.NO.	AGENDA ITEM	ACTION TAKEN/ REQUIRED
1	Quorum	Was present
2	Noting of the minutes of the last Board Meeting held on 27.05.2024	Completed, no further action required
3	Action taken report for all the agenda items of the last board meeting held on 27 th May, 2024	Completed, no further action required



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Agenda for the Meeting of the Board of Directors to be held on 20th July, 2024

4	Informing the Board, a summary of the proceedings of the meetings of the following Committees to be held on 27 th May, 2024 by the Chairpersons of the respective Committees:	Completed, no further action required
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ITEM NO. 6. TO CONSIDER AND APPROVE THE RECOMMENDATION OF THE RE-APPOINTMENT OF MR. VIJAY KUAMR GUPTA BY NRC COMMITTEE, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, TO OFFER HIMSELF FOR RE-APPOINTMENT AS A DIRECTOR

This is informed to the Board that Mr. Vijay Kumar Gupta (DIN: 00335325) would retire at the forthcoming AGM and being eligible to offer himself for re-appointment as per provisions of the Companies Act, 2013.

The Board is requested to consider and recommend his appointment by the Shareholders at the forthcoming AGM and pass the following resolution:-

"RESOLVED THAT Mr. Vijay Kumar Gupta (DIN: 00335325) who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."

ITEM NO. 7 TO TAKE NOTE OF CESSATION LETTER

The Board is requested to take note of the Cessation Letter on account of expiry of tenure of M/S. A.Anand & Co., Chartered Accountants (Firm Registration no. 005147c) w.e.f the conclusion of 45th AGM to be held on 28.08.2024.

ITEM NO. 8 TO TAKE NOTE OF THE WRITTEN CONSENT, ALONG WITH A CERTIFICATE FROM THE AUDITOR

The Board is requested to take note of the written consent along with the certificate from the auditor that the appointment, if made, shall be in accordance with the conditions as prescribed by the Auditor and that the Auditor satisfies the criteria provided in Section 141 of the Companies Act, 2013.



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Agenda for the Meeting of the Board of Directors to be held on 20th July, 2024

ITEM NO. 9. TO CONSIDER AND APPROVE THE APPOINTMENT OF STATUTORY AUDITOR

The chairman informed to the Board that the term of the statutory auditor of the company will complete in the forthcoming AGM, 2024. The chairman requested the Board to consider and appoint M/s. Harshit Mehrotra and Associates, Chartered Accountants (Firm Registration No. 03291C) for the 1st term of 5years.

After due discussions, the following resolution was passed:

“RESOLVED THAT pursuant to the provisions of section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 made thereunder, as amended from time to time and as recommended by audit committee, M/s. Harshit Mehrotra and Associates, Chartered Accountants (Firm Registration No. 03291C), be and is hereby appointed as Statutory Auditor of the Company, for the 1st term of five years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in the year 2030, at such remuneration as may be fixed by the Board of Directors of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

ITEM NO. 10 TO CONSIDER AND APPROVE THE RECOMMENDATION OF THE RE-APPOINTMENT OF MR. ADEEP GUPTA BY NRC COMMITTEE, AS WHOLE TIME DIRECTOR FOR THE PERIOD OF 3 YEARS W.E.F. 15.06.2025 TO 14.06.2028

This is informed to the Board that Mr. Adeep Gupta (DIN: 06612645) would reappoint at the forthcoming AGM as per provisions of the Companies Act, 2013.

The Board is requested to consider and recommend his appointment by the Shareholders at the forthcoming AGM and pass the following 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. Adeep Gupta,(DIN: 06612645), as a Whole Tim Director (designated as Whole Tim Director) of the Company, for three years with effect from 15.06.2025 to 14.06.2028 on the following terms and conditions:-



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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.”

ITEM NO.11. TO RECOMMEND THE APPOINTMENT OF DR. SANDEEP RAJ (DIN: 10667051) AS INDEPENDENT DIRECTOR OF THE COMPANY

On the basis of the recommendation of NRC Committee, the Board be and hereby recommend the appointment of Dr. Sandeep Raj as the Independent Director of the company subject to the approval of shareholders in the forthcoming AGM of the company w.e.f 01.09.2024.

ITEM NO.12. TO RECOMMEND THE APPOINTMENT OF DR. SWATANTRA AGARWAL (DIN: 10668457) AS THE INDEPENDENT DIRECTOR OF THE COMPANY

On the basis of the recommendation of NRC Committee, the Board be and hereby recommend the appointment of Dr. Swatantra Agarwal as the Independent Director of the company subject to the approval of shareholders in the forthcoming AGM of the company w.e.f 01.09.2024.

ITEM NO.13. TO RECOMMEND THE APPOINTMENT OF DR. LATHA AGARWAL (DIN: 10681488) AS INDEPENDENT DIRECTOR OF THE COMPANY

On the basis of the recommendation of NRC Committee, the Board be and hereby recommend the appointment of Dr. Latha Agarwal as the Independent Director of the company subject to the approval of shareholders in the forthcoming AGM of the company w.e.f 01.09.2024.

ITEM NO.14. TO GIVE AUTHORIZATION UNDER SECTION 180(1)(a)

The Company, inter alia intends to dispose of its piece of land situated at New Moradabad Mangupura.

Pursuant to Section 180(1) (a) of the Companies Act, 2013 and other applicable provisions, the Board of Directors of the Company, shall not, except with the consent of the shareholders in General Meeting; sell, lease or otherwise dispose off the whole, or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of such undertaking or all of the undertakings of the Company to anybody(ies) corporate or person(s) or related parties or any other entity, whether a shareholder(s) of the Company or not.”



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ITEM NO. 15. TO PROVIDE FACILITY OF VOTING THROUGH ELECTRONIC MEANS AND APPOINTED REGISTRAR AND TRANSFER AGENT (RTA) FOR FACILITATING E-VOTING.

The Company Secretary informed the Board that pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (LODR), Regulation, 2015, every Listed Company is required to provide to its members facility to exercise their right to vote at general meeting by electronic means.

A member may exercise his rights to vote at any general meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the provisions of the above mentioned Rule.

Further, it is also required under Section 108 of the Companies to appoint RTA in order to facilitate E-Voting in the Annual General Meeting.

The Board is requested to consider the same and pass the following resolution:-

“RESOLVED THAT pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (LODR), Regulation, 2015, the Company do avail the services of Central Depository Services Limited (CDSL) to provide system for conducting e-voting by the members of the Company on the resolutions requiring their approval either at the venue of the general meeting of the Company or through postal ballot or otherwise.

RESOLVED FURTHER THAT the cut-off date be fixed as 23rd August, 2024, for determining the eligibility to vote by electronic means and in general meeting and e-voting period to commence on 24th August, 2024 (10:00 am) and to end on 27th August, 2024 (5:00 pm).

RESOLVED FURTHER THAT Mr. Daya Kishan Gupta, Managing Director of the Company, be and is hereby severally authorized to sign and execute such documents as may be required for the purpose, from time to time, for and on behalf of the Company.

RESOLVED FURTHER THAT Mr. R. S. Bhatia, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and give his report thereon.

RESOLVED FURTHER THAT pursuant to provision of section 108 of the Companies Act, 2013, M/s Skyline Financial Services Private Limited be and is hereby appointed to facilitate E-Voting for the Annual General Meeting and all related works.

RESOLVED FURTHER THAT M/s Skyline Financial Services Private Limited be and is hereby authorized to do all such acts, things as required from time to time in this regard.”



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ITEM NO. 16. TO APPOINT MR. R. S. BHATIA, PRACTICING COMPANY SECRETARY AS SCRUTINIZER FOR ANNUAL GENERAL MEETING.

This is informed to the board that for scrutinizing the votes cast by the shareholders it is proposed to appoint Mr. R S Bhatia, F.C.S. a Practicing Company Secretary as Scrutinizer of the Company and the Board is requested to consider the same and pass the following resolution:-

“RESOLVED THAT Mr. R S Bhatia, F.C.S. a Practicing Company Secretary, be and is hereby appointed as the Scrutinizer for scrutinizing the E-voting process & Poll under the Companies Act 2013, and to provide the report thereof.”

ITEM NO. 17. TO TAKE NOTE OF SECRETARIAL AUDIT REPORT.

Shri Daya Kishan Gupta, Managing Director of the Company place before the Board the Secretarial Audit Report for the period ended on 31st March, 2024, as given by Mr. R S Bhatia, Practicing Company Secretary.

The Chairman informed the Board that no adverse observations were made by the Auditors in the Secretarial Auditors' Report.

A Copy of the same is enclosed for your kind review. The Board is requested to take note of the same.

ITEM NO. 18. TO APPROVE DRAFT BOARD REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024.

The draft Board Report covering all the required details is presented to the Board for their review as the same is need to annexed to the Annual Report for the Financial Year ended 31st March, 2024 is enclosed for your review. The Board is requested to consider the same and pass the following resolution:-

“RESOLVED THAT the Board's Report for the year ended on 31st March, 2024, as placed before the Board, be and is hereby considered and approved.

RESOLVED FURTHER THAT Mr. Daya Kishan Gupta, Managing Director of the Company be and is hereby authorized to sign the same for and on behalf of the Company in accordance with the provisions of section 134 of the Companies Act, 2013.”

ITEM NO. 19. TO APPROVE CORPORATE GOVERNANCE REPORT TO THE SHAREHOLDER TO BE ANNEXED WITH ANNUAL REPORT.



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The Company Secretary of the Company place before the board the brief of Corporate Governance Report to the Shareholders for the Financial Year ended 31st March, 2024 to be annexed with the Annual Report.

The Statutory Auditors of the Company have examined the compliance of conditions of Corporate Governance as stipulated in Regulation 27(2) of SEBI (LODR), Regulations 2015.

The Board is requested to consider and approve the same.

ITEM NO. 20. TO TAKE NOTE OF AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE.

The Company Secretary place before the Board a Certificate from A. Anand & Co., Chartered Accountants, Statutory Auditors of the Company as an addition disclosure of Annual report pursuant to the provisions of Part E of Schedule V of SEBI (LODR), 2015 regarding compliance of conditions of corporate governance dated 20.07.2024 to be annexed with the directors' report.

A Copy of the same is enclosed for your kind review. The Board is requested to note the same.

ITEM NO. 21. TO FIX THE DAY, DATE, TIME AND VENUE FOR THE 45th ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2023-2024.

The Company Secretary informed the Board that it is proposed to convene the 45th Annual General Meeting of the Company held on Wednesday, the 28th Day of August, 2024 at 11.45 A.M. at its registered office at 18th KM Stone, Delhi Moradabad Road, NH-24, Village Amhera, District J. P. Nagar (U.P.)-244102.

The Board is requested to consider the same and pass the following resolution:-

“RESOLVED THAT Shri Daya Kishan Gupta, Managing Director, Shri Vijay Kumar Gupta, Whole Time Director & CFO and Ms. Sneha Agarwal, Company Secretary of the Company be and are hereby authorized to issue notice for the same pursuant to Section 101 of the Companies Act, 2013

RESOLVED FURTHER THAT the notice for the 45th Annual General Meeting as placed before the Board be and is hereby approved

RESOLVED FURTHER THAT Shri Daya Kishan Gupta, Managing Director and Ms. Sneha Agarwal, Company Secretary of the Company be and are hereby authorized to do all such acts, and things as are required to do for convening the Annual General Meeting.”

ITEM NO. 22. TO DISCUSS ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIR.