

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 39th Annual General Meeting of the Members of **Prakash Woollen & Synthetic Mills Limited** will be held on Saturday, the 22nd day of September, 2018 at 10:30 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 Statement of the Company for the year ending March 31st, 2018, together with the report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Vijay Anand Rastogi (DIN: 00368488), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESSES:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** :
“**RESOLVED THAT**, pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Sushma Pandey (DIN: 07022749), a Non-Executive Director, who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2018 i.e. September 22, 2018 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 3 (Three) consecutive years from September 23, 2018 up to September 22, 2021.”

By Order of the Board of Directors
For Prakash Woollen & Synthetic Mills Limited
Sd/-
(Jai Kishan Gupta)
Chairman & Managing Director
DIN : 00337659

11th August 2018
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. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE APPOINTMENT OF PROXY SHALL BE IN THE FORM NO. MGT-11. A BLANK PROXY FORM IS ATTACHED WITH THIS NOTICE. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY’S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE.**
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) 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 shareholder.
3. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

4. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of Secretarial Standard II, of the persons seeking re-appointments as Directors under Item No. 2 annexed as Annexure II and Appointment of Independent Director for second term under Item No. 3 annexed as Annexure I.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of place of the meeting. Proxy/representative of a member should mark on the Attendance Slip as "Proxy" or "Representative" as the case may be.
7. Members who hold shares in dematerialized mode are requested to intimate any changes pertaining with their bank account details, ECS mandates, nominations, power of attorney, change of address/name etc. to their Depository Participant only and not to the Company's Registrar & Share Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better service to the members.
8. Members holding shares in physical form are requested to intimate all changes pertaining to their bank details, ECS mandates, nominations, power of attorney, change of address/name etc. to the Company's Registrar & Share Transfer Agent quoting their registered folio number.
9. Members/Proxies/Authorized Representative are requested to:
 - a. Bring their copy of the Annual Report for the meeting and duly filled attendance Slip enclosed herewith along with a valid identity proof such as the PAN card, passport, AADHAR card, or driving license to attend the meeting.
 - b. Note that all correspondence relating to share transfers/transmission/Dividend/ Demat of shares etc should be addressed to Registrar and Transfer Agents of the Company, viz. Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase I, New Delhi, Delhi 110020.
 - c. Quote their DP ID No. /Client ID No. or folio number in all their correspondence.
10. Members desirous of having any information regarding accounts are requested to address their queries to the Compliance Officer at the registered office of the Company at least seven days before the date of the meeting, so that the requisite information is made available at the meeting.
11. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
12. The annual report for 2017-18 along with the notice of Annual General Meeting, attendance slip and proxy form is being sent by electronic mode to all the shareholders who have registered their email ids with the depository participants / registrar and share transfer agent unless where any member has requested for the physical copy. Members who have not registered their email ids, physical copies of the annual report 2017-18 along with the notice of annual general meeting, attendance slip and proxy form are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website www.prakashwoollen.com for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's email id viz. compliance@prakashwoollen.com.

Pursuant to Section 101 of the Companies Act, 2013 and rules made there under, the companies are allowed to send communication to shareholders electronically. We therefore, request you to kindly register/update your email ids with your respective depository participant and Company's registrar and share transfer agent (in case of physical shares) and make this initiative a success.
13. SEBI has made the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Share Transfer Agents, Skyline Financial Services (P) Ltd.
14. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
15. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Skyline Financial Services (P) Ltd. for assistance in this regard.
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in same order of names are requested to send share certificates to Skyline Financial Services (P) Ltd (RTA), for consolidation in to a single folio.

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.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

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 39th 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 e-voting period begins on 19th September, 2018 (10:00 Hours (IST)) and ends on 21st September, 2018 (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 14th September, 2018, may cast their vote electronically. The e-voting module shall be displayed by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on "Shareholders" tab.
- iv. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. 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) <ul style="list-style-type: none"> • 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. • In case the sequence number/member ID is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number/member ID 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details 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 (iv).

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

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the **PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Window phone users can download the app from the app store and the window phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 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.
- (xx) In case you have any queries or issues regarding e-voting, 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.

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

Item No. 3

Dr. Sushma Pandey (DIN: 07022749), was appointed as a Non-Executive Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. She holds office as an Independent Director of the Company upto the conclusion of the Annual General Meeting of the company to be held in the calendar year 2018.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Dr. Sushma Pandey as an Independent Directors to hold office for a second term of 3 (Three) consecutive years up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2021.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience and contributions made by her during her tenure, the continued association of Dr. Sushma Pandey would be beneficial to the Company.

Except Dr. Sushma Pandey herself, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this item. She is a Gynaecologist and has a vast experience in this field. She has been associated with Prakash woollen & Synthetic Mills Limited as an Independent Director and has gained vast experience in corporate affairs as well.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

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

The members are requested to consider and approve the above Special Resolution.

Information about the appointees 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. 3.

Annexure 1

Name	Dr. Sushma pandey
Designation	Independent Director
Date of Birth	01-01-1951
Date of first appointment	12-02-2015
Qualification	MBBS
Experience	35
Profile	She is a Gynaecologist and has a vast experience in this field. She has been associated with Prakash woollen & Synthetic Mills Limited as an Independent Director and has gained vast experience in corporate affairs as well.
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)	Stakeholder Relationship Committee (Prakash woollen & Synthetic Mills Limited)
Numbers of shares held in the Company as on 31.03.2018	2300
No. of Board Meeting attended during the year	Two meetings
Terms & Conditions of appointment/ re-appointment	In compliance with the provisions of Sec. 149 read with Schedule IV of the Act, the re-appointment of Dr. Sushma Pandey as an Independent Director to hold office for a second term of 3 (Three) consecutive years up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2021.
Past Remuneration	Only Sitting fee was paid
Relationship with other Directors	None
Committee Positions	1*

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

In opinion of the Board Dr. Sushma Pandey fulfils all the condition as are required for her appointment as an Independent Director, as specified in act. Further, Dr. Sushma Pandey has also given a declaration to the Board that she meet the criteria of independence as provided under section 149(6) of Companies Act 2013 read with schedule IV of the act.

The above may be treated as a written memorandum setting out the terms of appointment of Dr. Sushma Pandey under section 149 of the Companies Act, 2013. Details as required under SS-2 are also given in corporate Governance report.

Directors recommends the resolution for approval of the shareholders.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

Annexure 2

Details of Directors Seeking Re-appointment at the 39th 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. Vijay Anand Rastogi
Designation	Independent Director
Date of Birth	12-01-1935
Date of appointment	11-11-2013
Qualification	Graduate
Experience	45 years
Profile	He has very rich experience in specific functional areas like marketing and finance. He is also a director in a pvt. ltd. company
Directorship held in other Companies	1 (Crosswheels Auto Pvt. Ltd.)
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)	Audit Committee Stake holder Relationship Committee (Prakash Woollen & Synthetic Mills Limited)
Numbers of shares held in the Company	Nil
No. of Board Meeting attended during the year	Three
Terms & Conditions of appointment/ re-appointment	To be appointed as Ordinary Director liable to retire by rotation
Past Remuneration	Sitting Fees
Relationship with other Directors	None

By Order of the Board of Directors
For Prakash Woollen & Synthetic Mills Limited
Sd/-
(Jai Kishan Gupta)
Chairman & Managing Director
DIN : 00337659

11th August 2018
Registered Office:
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