

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 40th Annual General Meeting of the Members of **Prakash Woollen & Synthetic Mills Limited** will be held on Saturday, the 31st day of August, 2019 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, 2019, together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Vijay Kumar Gupta (DIN: 00335325), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESSES :

3. **To consider and approve Appointment of Mr. Jai Kishan Gupta (DIN: 00337659) as a Director of the Company**

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

“**RESOLVED THAT**, Mr. Jai Kishan GUPTA (DIN:-00337659), be and hereby appointed as Director of Company liable to retire by rotation.”

“**RESOLVED FURTHER THAT**, pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of members be and is hereby accorded to appoint Mr. Jai Kishan Gupta (DIN:-00337659), Director of the Company, to continue to hold office of Director of the Company even after attaining the age of 75 years.”

4. **To consider and approve Appointment of Mr. Jai Kishan Gupta (DIN: 00337659) as Managing Director w.e.f. 01st September, 2019.**

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. Jai Kishan Gupta, DIN: 00337659 (who has attained the age of more than 70 years i.e. 72 years) as Managing Director of the Company liable to retire by rotation, for three years with effect from 1st September 2019 to 31st August, 2022 on the following terms and conditions:-

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

However, the benefits namely Gratuity, Leave Encashment Benefits, Provident Fund etc. 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 a minimum remuneration as above.”

“**RESOLVED FURTHER THAT**, pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“regulations”) including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force and any other applicable provisions, the consent of the members of the Company be and is hereby accorded for continuation of Mr. Jai Kishan Gupta (DIN: 00337659) as Managing Director, who will attain the age of 75 years during his tenure, to continue as Managing Director till the end of his tenure i.e. till 31st August, 2022.”

5. **To consider and approve re-appointment of Mr. Vijay Kumar Gupta (DIN: 00335325) as Whole Time Director who will attain the age of 70 years during his tenure.**

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 re-appointment of Mr. Vijay Kumar Gupta as Whole Time Director (designated as Whole-Time Director & Chief Financial Officer), of the Company liable to retire by rotation and (who will attain the age of 70 years, on 07th August, 2023 for a period of five years with effect from 1st April, 2019 to 31st March, 2024 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 FUTURE THAT**, in the event of loss or inadequacy of profits, he shall be paid minimum remuneration as above.”

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6. To consider and approve Appointment of Mr. Daya Kishan Gupta (DIN: 00337569) as a Director of the Company.

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

“RESOLVED THAT, Mr. Daya Kishan Gupta (DIN: 00337569), be and hereby appointed as Director of Company liable to retire by rotation.”

“RESOLVED FURTHER THAT, pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of members be and is hereby accorded to appoint Mr. Daya Kishan Gupta (DIN:-00337569), Director of the Company, to continue to hold office of Director of the Company even after attaining the age of 75 years.”

7. To consider and approve Appointment of Mr. Daya Kishan Gupta (DIN: 00337569) as Whole-Time Director w.e.f. 01st September, 2019 who has attained the age of more than 70 years.

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 the appointment of Mr. Daya Kishan Gupta (DIN: 00337569), who has attained the age of 70 years as Whole - Time Director of the Company liable to retire by rotation, for three years with effect from 1st September 2019 to 31st August, 2022 on the following terms and conditions:-

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

However, the benefits namely Gratuity, Leave Encashment Benefits, Provident 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.”

“RESOLVED FURTHER THAT, pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“regulations”) including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force and any other applicable provisions, the consent of the members of the Company be and is hereby accorded for continuation of Mr. Daya Kishan Gupta (DIN: 00337569), as Whole Time Director, who will attain the age of 75 years during his tenure, to continue as Whole Time Director till the end of his tenure.”

8. To consider and approve the Appointment of Mr. Ved Prakash Gupta (DIN 00434369) as Non-Executive Director of the Company who has attained the age of more than 75 years i.e. 77 years.

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

“RESOLVED THAT, Mr. Ved Prakash Gupta (DIN 00434369) be and hereby appointed as Director of Company liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to section 152 of companies act 2013 and Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of members be and is hereby accorded to appoint Mr. Ved Prakash Gupta (DIN:-00434369), Director of the Company, to continue to hold office of Director of the Company even after attaining the age of 75 years.”

9. To consider and approve Re-appointment of Mr. Pramod Kumar Agarwal (DIN: 05248122) as a Non- Executive Independent Director of the Company.

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

“RESOLVED THAT, pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all 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) and on the basis of recommendation of Nomination and Remuneration committee approval of the members of the company be and is hereby granted to re-appointment of Mr. Pramod Kumar Agarwal (DIN: 05248122), as , an Independent Director, not liable to retire by rotation, for a further term of 5 (five) consecutive years w.e.f. 1st September, 2019 to 31st August, 2024.

“RESOLVED FURTHER THAT, pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“regulations”) including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force and any other applicable provisions, the consent of the members of the Company be and is hereby accorded for continuation of Mr. Pramod Kumar Agarwal (DIN: 05248122), who will attain the age of 75 years during his tenure and to continue, as a Non-Executive Independent Director of the Company till the end of his tenure i.e. till 31st August, 2024.”

10. To consider and approve Re-appointment of Mr. Satish Kumar Raj (DIN: 00852221) as a Non- Executive Independent Director of the Company.

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

“RESOLVED THAT, pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and

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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), and on the basis of recommendation of Nomination and Remuneration committee approval of the members of the company be and is hereby granted to re-appointment of Mr. Satish Kumar Raj (DIN: 00852221), as an Independent Director, not liable to retire by rotation, for a further term of 5 (five) consecutive years w.e.f. 1st September, 2019 to 31st August, 2024.”

“**RESOLVED FURTHER THAT**, pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“regulations”) including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force and any other applicable provisions, the consent of the members of the Company be and is hereby accorded for continuation of Mr. Satish Kumar Raj (DIN: 00852221), who will attain the age of 75 years during his tenure and to continue, as a Non-Executive Independent Director of the Company till the end of his tenure i.e. till 31st August, 2024.”

11. To consider and approve Appointment of Mr. Mahendra Kumar Agrawal (DIN: 02225421) as a Non- Executive Independent Director of the Company for who has attained the age of more than 75 years.

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

“**RESOLVED THAT**, pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all 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), and on the basis of recommendation of Nomination and Remuneration committee approval of the members of the company be and is hereby granted the appointment of Mr. Mahendra Kumar Agrawal (DIN: 02225421), who has submitted a declaration that he meets the criteria of Independence as provided in section 149(6) of the Companies act and who is eligible for appointment, be and is hereby appointed as an Independent Director (for second term) of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years w.e.f. 1st September, 2019 to 31st August, 2024.”

“**RESOLVED FURTHER THAT**, pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“regulations”) including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force and any other applicable provisions, the consent of the members of the Company be and is hereby accorded for appointment of Mr. Mahendra Kumar Agrawal (DIN: 02225421), who has attained the age of more than 75 years and to continue as Non-Executive Independent Director till the end of his tenure i.e. till 31st August, 2024”

12. AUTHORISATION U/S 180 (1) (a) OF COMPANIES ACT, 2013

To Sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as may be enacted from time to time and subject to the provisions of Articles of Association of the Company, the consent of the members of the Company by way of Special Resolution, be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”), to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertaking(s), in one or more tranches, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company’s any one or more of the undertakings 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.”

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

(Vijay Kumar Gupta)
Chairman & Whole Time Director
DIN : 00335325

18th July 2019
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.

- 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.

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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 28th August, 2019 (10:00 Hours (IST)) and ends on 30th August, 2019 (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, 2019, 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 26th July, 2019 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 id 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.

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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 scrutiner 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 scrutiner'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 40th 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 28th August, 2019 (10:00 Hours (IST)) and ends on 30th August, 2019 (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, 2019, may cast their vote electronically. The e-voting module shall be disabled 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

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platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- 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 Custodian
 - 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.

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 authorised 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.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

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

Item No. 3 and 4

The Board of Directors of the Company (the 'Board'), at its meeting held on 18th July 2019 has, appointed Mr. Jai Kishan Gupta (DIN: 00337659) as Additional Director to hold office upto the date of this Annual General Meeting. The NRC in its meeting has recommended the appointment of Mr. Jai Kishan Gupta as a regular Director on the Board of the Company and also recommended to the shareholder that he be appointed and should be allowed to continue as a director of company even after attaining the age of 75 years. Mr. Jai kishan Gupta will attain the age of 75 years on 8th July, 2022, hence, the special resolution is placed before the shareholders in order to comply with the SEBI (LODR) Regulation, 2015.

Further the Board of Directors of the Company (the 'Board'), at its meeting held on 18th July 2019 has, on the recommendation of NRC, subject to the approval of members, appointed Mr. Jai Kishan Gupta (DIN: 00337659) as Managing Director for a period of 3 (Three) years i.e. 1st September, 2019 to 31st August, 2022, who has attained the age of more than 70 years i.e. 72 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."

Pursuant to the provision of sections 152, 196, 197, 203, schedule V of the companies act read with companies Managerial rules, regulation 17, 17(1A) 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. Jai Kishan Gupta (DIN: 00337659) as a Director and Managing 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. Jai Kishan Gupta as MD, the company has either no profits or the profits are inadequate, the company will pay to him remuneration by way of salary, perquisites as specified above.

Mr. Jai Kishan Gupta is the promoter director of the company associated with the company since incorporation. He held the position of Managing Director for over approx 20 years. During his tenure as a Director and Managing Director of Company, your company has grown substantially. During his tenure as MD your company has switched over its line of activity i.e. from manufacturing of yarn to manufacturing of mink blankets. Today your company has established a name for itself in the mink blanket industry with established brand name like 'Dolphin, Metro, Korea Gold, Pringle, Autograph'. The Board is of the opinion that Mr. Jai Kishan Gupta's rich and diverse experience is valuable asset to the company which adds value and his experience/ enriched point of view in all aspects of the company's working and decision making at during Board discussion. He is also a person of integrity who possesses required expertise and his association as a director and MD will be beneficial to the company

A brief profile of Mr. Jai Kishan Gupta along with the required particulars is given at the end of the statement. Further Mr. Jai 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. Jai Kishan Gupta has also confirmed that he is not debarred from holding the office of director by virtue of any SEBI Order or any such authority pursuant to circular dated 20th June, 2018 issued by BSE pertaining to enforcement of SEBI Orders regarding appointment of directors by the listed company.

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

I. GENERAL INFORMATION:

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

| Financial Results | 2018-19 | 2017-18 |
|---|----------------|----------------|
| Profit/(Loss) before depreciation & amortization expenses and tax | 946.17 | 861.13 |
| Depreciation & amortization expenses | 474.03 | 474.27 |
| Profit before Tax | 472.14 | 386.86 |
| Provision for Tax | | |
| Current Tax | (102.34) | (86.42) |
| Provisions for Wealth Tax | | |
| Deferred Tax | 23.76 | (54.70) |
| Profit/(Loss) after Tax | 393.56 | 245.74 |

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

II. INFORMATION ABOUT MR. JAI KISHAN GUPTA

- (1) Background details:

Mr. Jai Kishan Gupta is the production head of the Company. He is 72 years old, a graduate and joined the company since its incorporation as a promoter director in 1979. His wide experience in field of manufacturing, production and quality management has helped the company keep up its consistency in quality and customer satisfaction for over three decades.

- (2) Past remuneration:

Rs. 450000 including perquisites as approved by the members in the annual general meeting held on 20th September, 2017.

- (3) Recognition or awards: Nil

- (4) Job profile and his suitability

Mr. Jai Kishan Gupta is on this post since its incorporation and has wide experience in field of manufacturing, production and quality management. Keeping in view the background of Mr. Jai Kishan Gupta, he is best suitable for the job.

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

- (6) Comparative remuneration profile with respect to industry.

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

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

Mr. Jai Kishan Gupta is the promoter and director of the company. He directly holds 417960 Eq. Shares of the company.

III. OTHER INFORMATION

- 1. Reasons of loss or inadequate profits:

During the year ending 31.03.2019, the company earned a profit of Rs.39356000/-.

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 & DISCLOSURES

The Shareholders of the Company have been informed about the remuneration of Mr. Jai Kishan Gupta in Item no.3 & 4 of the notice of this Annual General Meeting.

COMPLIANCE OF REGULATION 17 (1A) OF SEBI (LODR) REG 2015

Shareholders may note during the continuance of his tenure Mr. Jai Kishan Gupta will cross the age of 75 years. As per Regulation 17 (1A) Of SEBI (LODR) Regulation 2015, no person can continue beyond the age of 75 without obtaining the approval of shareholder by way of Special Resolution. Hence the resolution.

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. Jai Kishan Gupta himself and Mr. Vijay Kumar Gupta, Mr. Daya Kishan 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 paid to Mr. Jai Kishan Gupta, Managing 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.

Shareholders are requested to please to confirm / approve the appointment as a director and managing director and remuneration to be paid to Mr. Jai Kishan Gupta as mentioned in relevant item no. 4 of the notice.

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

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| | |
|---|---|
| Name | Mr. Jai Kishan Gupta |
| Designation | Director & Managing Director |
| Date of Birth | 08-07-1947 |
| Date of first appointment | He is associated as director since incorporation of the company |
| Qualification | Graduate |
| Experience | 40 years of experience in the field of industry, business and corporate management. |
| Profile | Mr. Jai Kishan Gupta is on this post since incorporation and has wide experience in field of manufacturing, production and quality 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 31.03.2019 | 417960 |
| No. of Board Meeting attended during the year | Five out of five |
| 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 of Remuneration Policy of the Company. His appointment & Remuneration has been made as per Remuneration Policy of the company which is available on the website of the company. |
| Past Remuneration | Total remuneration as last approved by shareholders in Annual General Meeting held on 20th September, 2017 was Rs. 450,000/- per month including perquisites. |
| Relationship with other Directors | Brother of Vijay Kumar Gupta, Daya Kishan Gupta and 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.

Item No. 5

The Board of Directors of the Company (the 'Board'), at its meeting held on 12th February 2019 has, on the recommendation of NRC, subject to the approval of members, re-appointed Mr. Vijay Kumar Gupta (DIN: 00335325) as Whole-Time Director for a period of 5 (Five) years i.e. 1st April, 2019 to 31st March, 2024, who will attain the age of more than 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."

Pursuant to the provision of sections 152, 196, 197, 203, schedule V of the companies act read with companies Managerial rules, regulation 17, 17(1A) of the SEBI (LODR) Regulation 2015, as amended from time to time, the members' approval for the appointment of Mr. Vijay Kumar Gupta (DIN: 00335325) as a Director and Whole-Time Director and remuneration paid 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 18 years. During his tenure as a Director and 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 WTD will be beneficial to the company

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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 is not debarred from holding the office of director by virtue of any SEBI Order or any such authority pursuant to circular dated 20th June, 2018 issued by BSE pertaining to enforcement of SEBI Orders regarding appointment of directors by the listed company.

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

I. GENERAL INFORMATION:

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

| Financial Results | 2018-19 | 2017-18 |
|---|----------------|----------------|
| Profit/(Loss) before depreciation & amortization expenses and tax | 946.17 | 861.13 |
| Depreciation & amortization expenses | 474.03 | 474.27 |
| Profit before Tax | 472.14 | 386.86 |
| Provision for Tax | | |
| Current Tax | (102.34) | (86.42) |
| Provisions for Wealth Tax | | |
| Deferred Tax | 23.76 | (54.70) |
| Profit/(Loss) after Tax | 393.56 | 245.74 |

- (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 66 years old. He is a graduate and joined the company since its incorporation as a promoter director in 1979. He has very rich experience in various fields. He has been responsible for liaison and finance of the company and thus helps build a strong base and backbone of the company.
- (2) Past remuneration:
Rs. 450000 including perquisites as approved by the members in the annual general meeting held on 20th September, 2017
- (3) Recognition or awards: Nil
- (4) Job profile and his suitability
Mr. Vijay Kumar Gupta has very rich experience in various fields. He has been responsible for liaison and finance of the company. 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.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. Vijay Kumar Gupta is the promoter and director of the company. He directly holds 453709 Eq. Shares of the company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:
During the year ending 31.03.2019, the company earned a profit of Rs.39356000/-.
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 & DISCLOSURES

The Shareholders of the Company have been informed about the remuneration of Mr. Vijay Kumar Gupta in Item no.5 of the notice of this Annual General Meeting.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

COMPLIANCE OF REGULATION 17 (1A) OF SEBI (LODR) REG 2015

Shareholders may note during the continuance of his tenure Mr. Vijay Kumar Gupta will cross the age of 75 years. As per Regulation 17 (1A) Of SEBI (LODR) Regulation 2015, no person can continue beyond the age of 75 without obtaining the approval of shareholder by way of Special Resolution. Hence the resolution.

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. Jai Kishan Gupta, Mr. Daya Kishan 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 paid to Mr. Vijay Kumar 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.

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

| | |
|---|---|
| Name | Mr. Vijay Kumar Gupta |
| Designation | Whole Time Director & CFO |
| Date of Birth | 07-08-1953 |
| Date of first appointment | He is associated as director since incorporation of the company |
| Qualification | Graduate |
| Experience | 40 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 Finance 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 31.03.2019 | 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 of Remuneration Policy of the Company. Terms and Conditions of appointment is as per the appointment letter |
| Past Remuneration | Total remuneration as last approved by shareholders in Annual General Meeting held on 20th September, 2017 was Rs. 450,000/- per month including perquisites. |
| Relationship with other Directors | Brother of Daya Kishan Gupta, Jai Kishan Gupta and 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. Vijay Kumar Gupta under section 190 of the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No.5 of the Notice for approval by the members.

Item No. 6 & 7

The Board of Directors of the Company (the 'Board'), at its meeting held on 18th July 2019 has, on the recommendation of NRC, subject to the approval of members, appointed Mr. Daya Kishan Gupta (DIN: 00337569) as Whole-Time Director for a period of 3 (Three) years i.e. 1st September, 2019 to 31st August, 2022, who has attained the age of more than 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.

Pursuant to the provision of sections 152, 196, 197, 203, schedule V of the companies act read with companies Managerial rules, regulation 17, 17(1A) of the SEBI (LODR) Regulation 2015, as amended from time to time, the members' approval for the appointment of Mr. Daya Kishan Gupta (DIN: 00337569) as a Director and Whole-Time Director and remuneration payable to him.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

MINIMUM REMUNERATION:-

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

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

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

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

I. GENERAL INFORMATION:

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

| Financial Results | 2018-19 | 2017-18 |
|---|----------|---------|
| Profit/(Loss) before depreciation & amortization expenses and tax | 946.17 | 861.13 |
| Depreciation & amortization expenses | 474.03 | 474.27 |
| Profit before Tax | 472.14 | 386.86 |
| Provision for Tax | | |
| Current Tax | (102.34) | (86.42) |
| Provisions for Wealth Tax | | |
| Deferred Tax | 23.76 | (54.70) |
| Profit/(Loss) after Tax | 393.56 | 245.74 |

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

II. INFORMATION ABOUT MR. DAYA KISHAN GUPTA

- (1) Background details:
Mr. Daya Kishan 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. 450000 including perquisites as approved by the members in the annual general meeting on 20th September, 2017.
- (3) Recognition or awards: Nil
- (4) Job profile and his suitability
Mr. Daya Kishan Gupta has in-depth experience in field of marketing, he looks after the marketing of the company. Keeping in view the background of Mr. Daya Kishan Gupta, he is best suitable for the job.
- (5) Remuneration proposed: As explained in resolution no.7 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. Daya Kishan Gupta is promoter and director of the company. He directly holds 170910 Eq. Shares of the company.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

During the year ending 31.03.2019, the company earned a profit of Rs.39356000/-.

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 & DISCLOSURES

The Shareholders of the Company have been informed about the remuneration of Mr. Daya Kishan Gupta in Item no.6 & 7 of the notice of this Annual General Meeting.

COMPLIANCE OF REGULATION 17 (1A) OF SEBI (LODR) REG 2015

Shareholders may note during the continuance of his tenure Mr. Daya Kishan Gupta will cross the age of 75 years. As per Regulation 17 (1A) Of SEBI (LODR) Regulation 2015, no person can continue beyond the age of 75 without obtaining the approval of shareholder by way of Special Resolution. Hence the resolution.

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

None of the Directors and Key Managerial personnel of the Company except Mr. Daya Kishan Gupta himself and Mr. 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. Daya Kishan 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.

Shareholders are requested to please to confirm / approve the appointment as a director and Whole-Time Director and remuneration payable to Mr. Daya Kishan Gupta as mentioned in relevant item no. 6 & 7 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. 6 & 7.

| | |
|---|--|
| Name | Mr. Daya Kishan Gupta |
| Designation | Whole Time Director |
| Date of Birth | 06-06-1949 |
| Date of first appointment | He is associated as director since incorporation of the company |
| Qualification | Graduate |
| Experience | 40 years of experience in the field of industry, business and corporate management. |
| Profile | Mr. Daya Kishan Gupta is on this post since incorporation and has wide experience in field of Marketing and Sales Management. |
| Directorship held in other Companies | NIL |
| Directorship held in Listed entities (other than Prakash Woollen & Synthetic Mills Limited) | NIL |
| Membership of Committees of the Board (only Listed Entities) in which Chairmanship, membership is held (includes only Audit Committee and Stakeholder Relationship Committee) | NIL |
| Numbers of shares held in the Company as on 31.03.2019 | 170910 |
| No. of Board Meeting attended during the year | Five out of five |
| Terms & Conditions of re-appointment | Proposed remuneration to be paid is Rs. 7,00,000/-p.m. inclusive of perquisites. Proposed remuneration is as per the Nomination and Remuneration Policy of the Company. Terms and Conditions of appointment is as per the appointment letter |
| Past Remuneration | Total remuneration as last approved by shareholders in Annual General Meeting held on 20th September, 2017 was Rs. 4,50,000/- per month including perquisites. |
| Relationship with other Directors | Brother of Vijay Kumar Gupta, Jai Kishan Gupta and Ved Prakash Gupta |

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

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

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

The Board recommends the Special Resolution set out at Item No.6 & 7 of the Notice for approval by the members.

Item No. 8

The members of the company may recollect that Mr. Ved Prakash Gupta served the company since its incorporation till 31-03-2019. He ceased to be a director of the company as he attained the age of 75. As per provisions of Reg 17 (as amended) of SEBI(LODR) Reg 2015, no person can continue to act as a director of the company after attaining the age of 75 years unless approval of Shareholders is obtained by way of a Special Resolution passed at a general meeting/ Postal Ballot.

The company has received a notice in writing under the provisions of section 160 of the act from a member proposing the candidature of Mr. Ved Prakash Gupta for appointment as a regular director.

The Nomination and remuneration Committee(NRC) of the Board of the Company, at its meeting unanimously recommended to the Board, the appointment of Mr. Ved Prakash Gupta as a Director, who has attained the age of 75, liable to retire by rotation while recommending the appointment of Mr. Ved Prakash Gupta the NRC had considered various factors, viz., the number of board and general meeting attended by him, knowledge and experience, his contribution to the growth of the Company is active participation in the Board meetings, time spent by him for the Company. Etc

The Board on the recommendation made by NRC as above, at its meeting unanimously decided to recommend to the shareholders to reappoint Mr. Ved Prakash Gupta as a regular director liable to retire by rotation at the forth coming annual general meeting.

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

Pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("regulations") including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force and any other applicable provisions, the consent of the members of the Company be and is hereby accorded for appointment of Mr. Ved Prakash Gupta (DIN: 00434369), who has attained the age of more than 75 years i.e. 77 years, as a Non-Executive Director of the Company.

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. Ved Prakash Gupta himself and Mr. Vijay Kumar Gupta, Mr. Daya Kishan Gupta and Mr. Jai Kishan Gupta, being relatives, are may be deemed to be concerned or interested in the resolution. His appointment shall be subject to retirement by rotation as provided in the Act but he shall be eligible for re-appointment.

Shareholders are requested to please to confirm / approve the appointment as a director of Mr. Ved Prakash Gupta as mentioned in relevant item no. 8 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. 8.

| | |
|---|---|
| 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 | 40 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 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 31.03.2019 | 176393 |
| No. of Board Meeting attended during the year | ONE |
| 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 Vijay Kumar Gupta, Jai Kishan Gupta and Daya Kishan Gupta |

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

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

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

The Board recommends the Special Resolution set out at Item No.8 of the Notice for approval by the members.

Item No. 9

Mr. Pramod Kumar Agarwal (DIN: 05248122), 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 to hold office as an Independent Director of the Company from 1st April, 2014 upto the conclusion of the Annual General Meeting of the company to be held in the calendar year 2019.

The members may note that pursuant to section 149(10) of the Act, an independent director shall hold office for a term of upto five(5) consecutive years on the Board of the Company but shall be eligible for reappointment for a further term of five(5) consecutive years by passing a Special Resolution by the Company.

The company has received a notice in writing under the provisions of section 160 of the act from a member proposing the candidature of Mr. Pramod Kumar Agarwal for appointment as a regular director.

The Nomination and remuneration Committee(NRC) of the Board of the Company, at its meeting, unanimously recommended to the Board, the appointment of Mr. Pramod Kumar Agarwal as an Independent Director, who has attained the age of 75, for a period of Five years from 1st September, 2019 to 31st August, 2024. While recommending the appointment of Mr. Pramod Kumar Agarwal the NRC had considered various factors, viz., the number of board and general meeting attended by him, knowledge and experience, his contribution to the growth of the Company is active participation in the Board meetings, time spent by him for the Company. Etc

The Board on the recommendation made by NRC as above, at its meeting unanimously decided to recommend to the shareholders to reappoint Mr. Pramod Kumar Agarwal as an Independent director not liable to retire by rotation at the forth coming annual general meeting.

A brief profile of Mr. Pramod Kumar Agarwal along with the required particulars is given at the end of the statement. Further Mr. Pramod Kumar Agarwal 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 Director. Mr. Pramod Kumar Agarwal 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.

Mr. Pramod Kumar Agarwal has given his consent to be reappointed as an ID and also confirm that he is not disqualified to act as a director in terms of section 164 of the Act besides he is also confirmed that he meets the criteria of independence as prescribed, both, u/s 149(6) of the Act read with relevant rules and under regulation 16(1)(b) of the SEBI LODR.

In the opinion of Board Mr. Pramod Kumar Agarwal fulfills the criteria/conditions specified in section 149,152 and other applicable provisions of the Act and rules made thereunder read with schedule 4 of the Act and Regulation 25 of the SEBI LODR.

The company has received a notice in writing under the provisions of section 160 of the act from a member proposing the candidature of Mr. Pramod Kumar Agarwal for appointment as a regular director.

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 Mr. Pramod Kumar Agarwal as an Independent Directors to hold office for a second term of 5 (Five) consecutive years w.e.f. 1st September to 31st August, 2024.

Pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("regulations") including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force and any other applicable provisions, the consent of the members of the Company be and is hereby accorded for continuation of Mr. Pramod Kumar Agarwal (DIN: 05248122), who will attain the age of more than 75 years during his tenure i.e. 75 years, as a Non-Executive Independent Director of the Company with effect from 26.8.2024

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given him background and experience and contributions made by him during his tenure, the continued association of Mr. Pramod Kumar Agarwal would be beneficial to the Company.

Except Mr. Pramod Kumar Agarwal himself, 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. He is a Post Graduate and is having a degree of L.L.M. also. He is retired manager of Life Insurance Corporation. He has been associated with Prakash woollen & Synthetic Mills Limited as an Independent Director and has gained vast experience in corporate affairs as well.

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.9 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. 9.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

| | |
|--|---|
| Name | Mr. Pramod Kumar Agarwal |
| Designation | Independent Director |
| Date of Birth | 26-08-1949 |
| Date of first appointment | 07-11-2012 |
| Qualification | Post Graduate |
| Experience | 48 |
| Profile | He is a Post Graduate and is having a degree of L.L.M. also. He is retired manager of Life Insurance Corporation. He 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 31.03.2019 | 200 |
| No. of Board Meeting attended during the year | Four out of five |
| Terms & Conditions of re-appointment | In compliance with the provisions of Sec. 149 read with Schedule IV of the Act, the re-appointment of Mr. Pramod Kumar Agarwal as an Independent Director to hold office for a second term of 5 (Five) consecutive years w.e.f. 1 st September, 2019 to 31 st August, 2024. |
| 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 Mr. Pramod Kumar Agarwal fulfils all the condition as are required for her appointment as an Independent Director, as specified in act. Further, Mr. Pramod Kumar Agarwal 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 Mr. Pramod Kumar Agarwal under section 149 of the Companies Act, 2013.

The Directors recommends the resolution for approval of the Shareholders.

Item No. 10

Mr. Satish Kumar Raj (DIN: 00852221), 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 to hold office as an Independent Director of the Company from 1st April, 2014 upto the conclusion of the Annual General Meeting of the company to be held in the calendar year 2019.

The members may note that pursuant to section 149(10) of the Act, an independent director shall hold office for a term of upto five(5) consecutive years on the Board of the Company but shall be eligible for reappointment for a further term of five(5) consecutive years by passing a Special Resolution by the Company.

The company has received a notice in writing under the provisions of section 160 of the act from a member proposing the candidature of Mr. Satish Kumar Raj for appointment as a regular director.

The Nomination and remuneration Committee(NRC) of the Board of the Company, at its meeting, unanimously recommended to the Board, the appointment of Mr. Satish Kumar Raj as an Independent Director, who will attain the age of 75, for a period of Five years from 1st September, 2019 to 31st August, 2024. While recommending the appointment of Mr. Satish Kumar Raj the NRC had considered various factors, viz., the number of board and general meeting attended by him, knowledge and experience, his contribution to the growth of the Company is active participation in the Board meetings, time spent by him for the Company. Etc

The Board on the recommendation made by NRC as above, at its meeting unanimously decided to recommend to the shareholders to reappoint Mr. Satish Kumar Raj as an Independent director not liable to retire by rotation at the forth coming annual general meeting.

A brief profile of Mr. Satish Kumar Raj along with the required particulars is given at the end of the statement. Further Mr. Satish Kumar Raj 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 Director. Mr. Satish Kumar Raj 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.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

Mr. Satish Kumar Raj has given his consent to be reappointed as an ID and also confirm that he is not disqualified to act as a director in terms of section 164 of the Act besides he is also confirmed that he meets the criteria of independence as prescribed, both, u/s 149(6) of the Act read with relevant rules and under regulation 16(1)(b) of the SEBI LODR.

In the opinion of Board Mr. Satish Kumar Raj fulfills the criteria/conditions specified in section 149,152 and other applicable provisions of the Act and rules made thereunder read with schedule 4 of the Act and Regulation 25 of the SEBI LODR.

The company has received a notice in writing under the provisions of section 160 of the act from a member proposing the candidature of Mr. Satish Kumar Raj for appointment as a regular director.

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 Mr. Satish Kumar Raj as an Independent Directors to hold office for a second term of 5 (Five) consecutive years w.e.f. 1st September to 31st August, 2024.

Pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("regulations") including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force and any other applicable provisions, the consent of the members of the Company be and is hereby accorded for continuation of Mr. Satish Kumar Raj (DIN: 00852221), who will attain the age of more than 75 years during his tenure i.e. 75 years, as a Non-Executive Independent Director of the Company with effect from 25.9.2022

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given him background and experience and contributions made by him during his tenure, the continued association of Mr. Satish Kumar Raj would be beneficial to the Company.

Except Mr. Satish Kumar Raj himself, 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. He is an M.B.B.S. and is having an experience of more than 40 years in this profession. He has been associated with Prakash woollen & Synthetic Mills Limited as an Independent Director and has gained vast experience in corporate affairs as well.

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.10 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. 10.

| | |
|---|---|
| Name | Dr. Satish Kumar Raj |
| Designation | Independent Director |
| Date of Birth | 21-09-1946 |
| Date of first appointment | 31-03-2003 |
| Qualification | MBBS |
| Experience | 47 |
| Profile | He is an M.B.B.S. and is having an experience in this profession and has a vast experience in this field.He 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 | Moradabad Club Private Limited (Director) |
| 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 CommitteeNomination & Remuneration Committee (Prakash woollen & Synthetic Mills Limited) |
| Numbers of shares held in the Company as on 31.03.2019 | 900 |
| No. of Board Meeting attended during the year | Two out of five |
| Terms & Conditions of re-appointment | In compliance with the provisions of Sec. 149 read with Schedule IV of the Act, the re-appointment of Dr. Satish Kumar Raj as an Independent Director to hold office for a second term of 5 (Five) consecutive years w.e.f. 1 st September, 2019 to 31 st August, 2024. |
| Past Remuneration | Only Sitting fee was paid. |
| Relationship with other Directors | None |
| Committee Positions | 2* |

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

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

In opinion of the Board Mr. Satish Kumar Raj fulfils all the condition as are required for her appointment as an Independent Director, as specified in act. Further, Mr. Satish Kumar Raj 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 Mr. Satish Kumar Raj under section 149 of the Companies Act, 2013.

The Directors recommends the resolution for approval of the Shareholders.

Item No. 11

Mr. Mahendra Kumar Agrawal (DIN: 02225421), 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. He holds office as an Independent Director of the Company upto 31st March, 2019.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended the appointment of Mr. Mahendra Kumar Agrawal as an Independent Directors to hold office for a second term of 5 (Five) consecutive years w.e.f. 1st September to 31st August, 2024.

Pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("regulations") including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force and any other applicable provisions, the consent of the members of the Company be and is hereby accorded for appointment of Mr. Mahendra Kumar Agrawal (DIN: 02225421), who has attained the age of more than 75 years i.e. 79 years

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given him background and experience and contributions made by him during his tenure, the continued association of Mr. Mahendra Kumar Agrawal would be beneficial to the Company.

A brief profile of Mr. Mahendra Kumar Agrawal along with the required particulars is given at the end of the statement. Further Mr. Mahendra Kumar Agrawal 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 Director. Mr. Mahendra Kumar Agrawal 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.

Except Mr. Mahendra Kumar Agrawal himself, 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. He is a Post Graduate and is having a degree of L.L.B. also. He is in business and is also having a printing press of himself. He has been associated with Prakash woollen & Synthetic Mills Limited as an Independent Director and has gained vast experience in corporate affairs as well.

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.11 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. 11.

| | |
|---------------------------|---|
| Name | Mr. Mahendra Kumar Agrawal |
| Designation | Independent Director |
| Date of Birth | 15-07-1940 |
| Date of first appointment | 30-06-2008 |
| Qualification | Post Graduate |
| Experience | 49 |
| Profile | He is a Post Graduate and having a degree of L.L.B. also. He is in business and also having a printing press of himself.He 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

| | |
|---|--|
| 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) | Audit Committee Nomination & Remuneration Committee (Prakash woollen & Synthetic Mills Limited) |
| Numbers of shares held in the Company as on 31.03.2019 | NIL |
| No. of Board Meeting attended during the year | Four out of five |
| Terms & Conditions of re-appointment | In compliance with the provisions of Sec. 149 read with Schedule IV of the Act, the re-appointment of Mr. Mahendra Kumar Agrawal as an Independent Director to hold office for a second term of 5 (Five) consecutive years w.e.f. 1 st September, 2019 to 31 st August, 2024 |
| Past Remuneration | Only Sitting fee was paid. |
| Relationship with other Directors | None |
| Committee Positions | 2* |

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

In opinion of the Board Mr. Mahendra Kumar Agrawal fulfils all the condition as are required for her appointment as an Independent Director, as specified in act. Further, Mr. Mahendra Kumar Agrawal 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 Mr. Mahendra Kumar Agrawal under section 149 of the Companies Act, 2013.

The Directors recommends the resolution for approval of the Shareholders.

Item No. 12

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.”

The Company, inter alia intends to dispose of its land situated at Bhudanpur.

This is to further clarify that the sale proceeds which may result from the transaction will be used for expansion of business of the Company and pay off the liabilities and for such other purposes which are necessary for fulfillment of objectives of the Company.

As per Section 180 (1) (a) and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of a Special resolution, which includes voting by electronic means in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (the"Rules").

None of the Directors, Key managerial personnel of the Company and their relatives are concerned or interested in the Resolution except to extent of their respective holding of equity or preference shares in the Company.

The Board of Directors of your Company recommends the resolution as set in the enclosed notice for approval.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

Annexure I

Details of Directors Seeking Re-appointment at the 40th 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 Kumar Gupta |
| Designation | Whole Time Director & CFO |
| Date of Birth | 07-08-1953 |
| Date of first appointment | He is associated as director since incorporation of the company |
| Qualification | Graduate |
| Experience | 40 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 Finance 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 31.03.2019 | 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 of Remuneration Policy of the Company. Terms and Conditions of appointment is as per the appointment letter |
| Past Remuneration | Total remuneration as last approved by shareholders in Annual General Meeting held on 20th September, 2017 was Rs. 450,000/- per month including perquisites. |
| Relationship with other Directors | Brother of Daya Kishan Gupta, Jai Kishan Gupta and Ved Prakash Gupta |

By Order of the Board of Directors
For Prakash Woollen & Synthetic Mills Limited
Sd/
(Vijay Kumar Gupta)
Chairman & Whole Time Director
DIN : 00335325

18th July 2019
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]

40th Annual General Meeting – August 31st, 2019

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 40th 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 Saturday, the 31st day of August 2019 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 Financial statements of the company alongwith the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2019 | | |
| 2. | Appoint a director in place of Mr. Mr. Vijay Kumar Gupta (DIN: 00335325) who retires by rotation and being eligible offers himself for re-appointment. | | |
| 3. | Special Business To consider and approve Appointment of Mr. Jai Kishan Gupta (DIN: 00337659) as a Director of the Company. | | |
| 4. | To consider and approve Appointment of Mr. Jai Kishan Gupta (DIN: 00337659) as Managing Director w.e.f from 01st September, 2019. | | |
| 5. | To consider and approve Re-appointment of Mr. Vijay Kumar Gupta (DIN: 00335325) as Whole Time Director who will attain the age of 70 years during his tenure i.e. 71 years | | |
| 6. | To consider and approve Appointment of Mr. Daya Kishan Gupta (DIN: 00337569) as a Director of the Company. | | |
| 7. | To consider and approve Appointment of Mr. Daya Kishan Gupta (DIN: 00337569) as Whole Time Director w.e.f. 1st September, 2019 who has attained the age of more than 70 years. | | |
| 8. | To consider and approve the Appointment of Mr. Ved Prakash Gupta (DIN : 00434369) as Non- Executive Director of the Company who has attained the age of more than 75 years i.e. 77 years. | | |
| 9. | To consider and approve Re-appointment of Mr. Pramod Kumar Agarwal (DIN: 05248122) as a Non- Executive Independent Director of the Company. | | |
| 10. | To consider and approve Re-appointment of Mr. Satish Kumar Raj (DIN: 00852221) as a Non- Executive Independent Director of the Company. | | |

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

| | | | |
|-----|---|--|--|
| 11. | To consider and approve Appointment of Mr. Mahendra Kumar Agrawal (DIN: 02225421) as a Non- Executive Independent Director of the Company who has attained the age of more than 75 years. | | |
| 12. | Authorization u/s 180(1) (a) of Companies Act, 2013 to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company | | |

Affix
Re. 1/-
Revenue
Stamp

Signed this day of 2019.

Signature of the member

Signature of the Proxy Holder(s)

NOTE:

1. 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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 40th Annual General Meeting.
3. 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.
4. 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
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 Saturday, the 31st day of August, 2019, 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:

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.

Signature of joint holder(s)

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
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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 40th Annual General Meeting (AGM) of the Company to be held on Saturday, 31st August, 2019 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, 2018 | Ordinary | | | |
| 2. | Appoint a director in place of Mr. Vijay Kumar Gupta (DIN: 00335325) who retires by rotation and being eligible offers himself for re-appointment | Ordinary | | | |
| 3. | To consider and approve Appointment of Mr. Jai Kishan Gupta (DIN: 00337659) as a Director of the Company | Special | | | |
| 4. | To consider and approve Appointment of Mr. Jai Kishan Gupta (DIN: 00337659) as Managing Director w.e.f from 01st September, 2019 | Special | | | |
| 5. | To consider and approve Re-appointment of Mr. Vijay Kumar Gupta (DIN: 00335325) as Whole Time Director who will attain the age of 70 years during his tenure i.e. 71 years. | Special | | | |
| 6. | To consider and approve Appointment of Mr. Daya Kishan Gupta (DIN: 00337569) as a Director of the Company | Special | | | |
| 7. | To consider and approve Appointment of Mr. Daya Kishan Gupta (DIN: 00337569) as Whole Time Director w.e.f. 1st September, 2019 who has attained the age more than 70 years. | Special | | | |

| | | | | | |
|-----|---|---------|--|--|--|
| 8. | To consider and approve the Appointment of Mr. Ved Prakash Gupta (DIN 00434369) as Non- Executive Director of the Company who has attained the age of more than 75 years i.e. 77 years. | Special | | | |
| 9. | To consider and approve Re-appointment of Mr. Pramod Kumar Agarwal (DIN: 05248122) as a Non- Executive Independent Director of the Company. | Special | | | |
| 10. | To consider and approve Re-appointment of Mr. Satish Kumar Raj (DIN: 00852221) as a Non- Executive Independent Director of the Company. | Special | | | |
| 11. | To consider and approve Appointment of Mr. Mahendra Kumar Agrawal (DIN: 02225421) as a Non- Executive Independent Director of the Company who has attained the age of more than 75 years. | Special | | | |
| 12. | Authorization u/s 180(1) (a) of Companies Act, 2013 to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company | Special | | | |

Date:

Place :

Signature of the Member

Notes: Please read the following instructions 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 23rd day of August, 2019 as per the Register of Members of the Company.
- 5) A Member may request for a duplicate Ballot Form, if so required.
- 6) Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
- 7) The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
- 8) The results declared along with Scrutinizer's Report, shall be communicated to the BSE Limited where the shares of the Company are listed.

Route Map for the venue of AGM of Prakash Woollen & Synthetic Mills Limited to be held on Saturday, 31st August, 2019 at 11.00 am at the Registered office of the Company.



If Undelivered please return to :

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

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