

R. S. Bhatia
M.A., F.C.S.
Company Secretary in Practice
CP No.: 2514

J-17 (Basement), Lajpat Nagar III,
New Delhi-110024.
Ph. 011-41078605 M: 9811113545
PAN. AAFPB5130M
GST No.- 07AAFPB5130M1ZX
Email: bhatia_r_s@hotmail.com

Secretarial compliance report of Prakash Woollen & Synthetic Mills Ltd.

CIN L17291UP1979PLC004804

For the year ended 31.03.2022

I, R.S. Bhatia, Practicing Company Secretary, have examined as under:

- (a) all the documents and records made available to me and explanation provided by **PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED** ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31.03.2022 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), and
- (c) The Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not Applicable**
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 - **Not Applicable**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not Applicable**
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable**
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not Applicable**
- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

And based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

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S. No.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1	As per Code of conduct of the company framed under Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015 Directors/Promoters/Designated person of the company : i) Should have taken prior approval from Compliance Officer for entering into any transections during window closure.	Mrs. Deepali Gupta has violated CODE: i) Prior approval not obtained for entering into transaction during window closure however post approval was obtained on 18.01.2022.	Violation relating to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015 has been reported to BSE on 18.01.2022.
2	Action taken by Company	Warning letter has been issued to the Designated Person, Mrs. Deepali Gupta that she would not engage in any kind of dealings in the Equity Shares of the Company in violation of the Company's Code of Conduct and SEBI (Prohibition of Insider Trading) Regulations, 2015. However it was 1st time trade, a monetary penalty of Rs. 25,000/- (Rupees Twenty Five Thousand Only) has been imposed. The aforesaid penalty has been duly submitted to the Investor Protection and Education Fund of SEBI Account as on 31.01.2022.	

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S.No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations remarks of the Practicing Company Secretary, if any.
-	-	-	-	-

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations of the Practicing Company	Observations made in the secretarial compliance report for the year	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions
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	Secretary in the previous reports	ended 31.3.2021		taken by the listed entity
-	-	-	-	-

Place: New Delhi
Date: 07-05-2022

R.S. Bhatia
Practicing Company Secretary
FCS NO.: 2599
CP NO.:2514
UDIN: F002599D000285244

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

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Annexure – A

The Board of Directors
PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED,
Regd Off.: 18th Km. Stone, Delhi Moradabad road, NH-24,
Village Amhera, Distt JP Nagar, Uttar Pradesh- 244102

My report of even date is to be read along with this letter.

1. Maintenance of record is the responsibility of the management of the Company. Our responsibility is to express an opinion on those records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on text basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed provide a reasonable basis for our opinion.
3. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of SEBI laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
5. As regards the books, papers, forms, reports and returns filed by the Company under these regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of management. My examination was limited to checking the execution and timelines of the filing of various forms, reports, returns and documents that need to be filed by the Company under the said regulations. I have verified the correctness and coverage of the contents of such forms, returns and documents.

Place: New Delhi
Date: 07-05-2022

R.S. Bhatia
Practicing Company Secretary
FCS NO.: 2599
CP NO.:2514
UDIN: F002599D000285244