

R. S. Bhatia

M.A., F.C.S.

Company Secretary in Practice

CP No – 2514

J-17 (Basement), Lajpat Nagar III,
New Delhi-110024.

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Secretarial Compliance Report of Prakash Woollen & Synthetic Mills Ltd. for the year ended 31.03.2020

I, R.S. Bhatia, taking into considering the relaxations given by the Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, have examined:

- (a) all the documents and records made available to us and explanation provided by **Prakash Woollen & Synthetic Mills Ltd.** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (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 31.03.2020 (“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”), rules made thereunder and 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) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - N.A.
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- N.A.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - N.A.

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - N.A.
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - N.A.
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depository 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:

| Sr. No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|---------------|---|-------------------|--|
| | NIL | NIL | NIL |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my 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:

| Sr. 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. |
|----------------|------------------------|-----------------------------|--|---|
| | NIL | NIL | NIL | NIL |

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

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned) | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|--|--|--|--|
| | N.A. | N.A. | N.A. | N.A. |

Place: New Delhi
Date: 15.06.2020

--Sd/--
R.S. Bhatia
FCS NO.: 2599
CP NO.: 2514
UDIN: F002599B000343324

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.

R. S. Bhatia
M.A., F.C.S.
Company Secretary in Practice
CPNo.: 2514

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New Delhi-110024.
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Annexure – A

The Board of Directors
Prakash Woollen & Synthetic Mills Ltd.,
18th KM Stone, Delhi Moradabad Road,
NH-24, Village Amhera Dist JP Nagar
U.P. 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. My 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 I followed provide a reasonable basis for my 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 timeliness 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 :15-06-2020

--Sd/--
R.S. BHATIA
PRACTICING COMPANY SECRETARY
FCS NO.: 2599
C.P. NO: 2514
UDIN: F002599B000343324