

**PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED**

Regd. Office: 18<sup>th</sup> Km Stone Delhi Moradabad Road,  
NH-24, Village Amhera, Distt. J.P Nagar-244102  
Contact: 8791001430, 9760091983  
website : www.prakashwoollen.com ; Email : info@prakashwoollen.com  
CIN: L17291UP1979PLC004804

**NOTICE OF ANNUAL GENERAL MEETING**

Dear Member(s),

NOTICE is hereby given that the 45th Annual General Meeting of the Members of Prakash Woollen & Synthetic Mills Limited will be held on Wenesday, the 28th day of August, 2024 at 11:45 A.M. at the Registered Office of the Company at 18 th 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, 2024, 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.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**Appointment of Auditors and fixation of remuneration**

“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 read with rules made thereunder, as amended from time to time and other applicable provisions, if any, M/s. Harshit Mehrotra and Associates, Chartered Accountants, (FRN:03291C) Moradabad , be and are hereby appointed as Statutory Auditors of the Company for a period of 5 year i.e. till the conclusion of 50th AGM of the Company at such remuneration as may be mutually agreed to between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESSES:**

4. To consider and , if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION:**

**Re-appointment of Mr. Adeep Gupta (DIN: 06612645) as Whole time Director**

“**RESOLVED THAT**, pursuant to the provisions of Sections 196, 197 and 203 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V and all other applicable statutory provisions of the Companies Act, 2013, and regulation 17 of SEBI (LODR) Regulation, 2015 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee, consent of the shareholders be and is hereby accorded to the re-appointment of Mr. Adeep Gupta, DIN: 06612645, as Whole Time Director of the Company, liable to retire by rotation for a period of three years with effect from 15th June, 2025 to 14th June, 2028 on the following terms and conditions

**Salary & Perquisites:** Rs. 7, 00,000 (Rupees Seven Lac) p.m. including perquisites.

However, the retirement benefits namely Gratuity, Leave Encashment Benefits, Provident Fund, Superannuation Fund shall not be counted as perquisites to the extent these are exempted under Income Tax Act, 1961.”

**RESOLVED FUTHER THAT**, in the event of loss or inadequacy of profits in any financial year he shall be paid minimum remuneration as above.”

5. To consider and, if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION:**

**Appointment of Dr. Sandeep Raj (DIN: 10667051), as a Non- Executive Independent Director of the Company**

“**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, Regulation 25 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 and Board of Directors , the approval of the members of the company be and is hereby granted for the appointment of **Dr. Sandeep Raj (DIN: 10667051)**, as , an Independent Director, not liable to retire by rotation, for a consecutive term of 5 (five years w.e.f. 1 st September, 2024 to 31st August, 2029.”

6. To consider and , if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION:**

**Appointment of Dr. Swatantra Agrawal (DIN: 10668457) as a Non- Executive Independent Director of the Company.**

“**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, Regulation 25 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 and Board of Directors, the approval of the members of the company

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be and is hereby granted for the appointment of **Dr. Swatantra Agrawal (DIN: 10668457)**, as, an Independent Director, not liable to retire by rotation, for the consecutive term of 5 (five) e years w.e.f. 1 st September, 2024 to 31st August, 2029.

7. To consider and, if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION:**

## **Appointment of Dr. Latha Agarwal (DIN: 10681488) as a Non- Executive Independent Director of the Company**

“**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, Regulation 25 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 and Board of Directors, the approval of the members of the company be and is hereby granted for the appointment of **Dr. Latha Agarwal (DIN: 10681488)**, as an Independent Director, not liable to retire by rotation, for the consecutive term of 5 (five) years w.e.f. 1 st September, 2024 to 31st August, 2029.

By Order of the Board of Directors  
For Prakash Woollen & Synthetic Mills Limited  
Sd/-  
(Daya Kishan Gupta)  
Managing Director  
DIN : 00337569

20<sup>th</sup> July, 2024

Registered Office:

18<sup>th</sup> 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.

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 24<sup>th</sup> August, 2024 (10:00 Hours (IST)) and ends on 27<sup>th</sup> August, 2024 (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 23<sup>rd</sup> August, 2024, 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 26<sup>th</sup> July, 2024 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](http://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](mailto: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 [ld.compliance@prakashwoollen.com](mailto:ld.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.

Shareholders can also cast their vote electronically using CDSL's mobile app m-Voting available for android, iPhone and windows based mobiles. The m-Voting app can be downloaded from google play store, App store and the windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

The facility for voting through ballot paper will also be made available at the Annual General Meeting (AGM) and the members attending the AGM who have not already cast their votes by e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are given below.

The Board of Directors has appointed Mr. Rupinder Singh Bhatia, Practicing Company Secretary (Membership No. FCS 2599), as scrutinizer for conducting the e-voting process in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the AGM by Polling Papers and thereafter unlock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The results of remote e-voting and votes casted at the meeting shall be aggregated. The Scrutinizer shall make, within a period not exceeding two days from the conclusion of the AGM; a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman of the meeting or a person authorized by him in writing.

The Results of voting along with the report of the Scrutinizer shall be placed on the website of the Company [www.prakashwoollen.com](http://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 43<sup>rd</sup> 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 voting period begins on **24<sup>th</sup> August, 2024 (10:00 Hours (IST)) and ends on 27<sup>th</sup> August, 2024 (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 **23<sup>rd</sup> August, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1. Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders   | Login Method   |
|--|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b> | <ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System MYEASI.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>   |
| Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b> | <ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol> |

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|---|--|
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b> | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type  | Helpdesk details  |
|---|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at HYPERLINK " <a href="mailto:helpdesk.evoting@cdslindia.com">mail to helpdesk.evoting@cdslindia.com</a> " or contact at toll free no.: 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30                                |

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote for physical shareholders and shareholders other than individual shareholders holding in Demat form.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - Click on "Shareholders" module.
  - 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on Login.
  - If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - If you are a first time user follow the steps given below:

|  |  |
|--|--|
| PAN  | <b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>  |
|  | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.                |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both 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 (v). |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the **PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED** on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@prakashwoollen.com](mailto:compliance@prakashwoollen.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

### **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 authorized 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](http://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**

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act. The Members at the Forty Fifth Annual General Meeting ('AGM') of the Company proposed to be held on August 28, 2024, the appointment of M/s. Harshit Mehrotra and Associates, Chartered Accountants, (FRN: 03291C) Moradabad has been proposed as the Statutory Auditor of the Company to hold office from the conclusion of the Forty Fifth AGM till the conclusion of the Fiftieth AGM of the Company to be held in the year 2030.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the appointment of M/s. Harshit Mehrotra and Associates, as the Statutory Auditors of the Company, for the period of five years from the conclusion of Forty Fifth AGM till the conclusion of Fiftieth AGM of the Company to be held in the year 2030, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

M/s. Harshit Mehrotra and Associates have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3) (g) of the Act and under Section 139 and 141 of the Companies Act, 2013 and the Rules framed thereunder. Their appointment is as per the Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

M/s. Harshit Mehrotra and Associates is a progressive and a leading firm of chartered accountants having completed 2 years and helps in redefining and shaping the businesses. The firm has continuously thrived successfully through the spectrum of services offered by it viz. Audit and Assurance, Internal Audits & Taxation. The firm has been peer reviewed by ICAI vide certificate no. 017345 which is valid till 30/06/2027.

M/s. A. Anand & Co., Chartered Accountants was paid a fees of Rs.4, 00,000 for the audit of standalone financial statements of the Company for the financial year ended March 31, 2024. The fees proposed to be paid to M/s. Harshit Mehrotra and Associates is Rs.4,00,000.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

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

### **Item No. 4**

Mr. Adeep Gupta is already working as a WTD of the company. His present term is upto 14 th June 2025 .The Board of Directors of the Company (the 'Board'), at its meeting held on 20 th July 2024 has, on the recommendation of NRC, subject to the approval of members, re-appointed Mr. Adeep Gupta as Whole Time Director (WTD) for a period of 3(Three) years w.e.f 15 th June, 2025 to 14 th June, 2028, on a remuneration of Rs.7 Lac per month (Whether by way of salary or perquisites. 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 196, 197, 203, schedule V of the Companies Act read with Companies Managerial Rules, Regulation 17 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. Adeep Gupta (DIN: 06612645)) as a Whole Time Director.

### **MINIMUM REMUNERATION**

Notwithstanding anything to the contrary contained herein, where in any financial year during the tenure of Mr. Adeep 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 and in the resolution.

Mr. Adeep Gupta is the promoter and was associated with the company as Whole time director since 2020. He was appointed as of Whole-Time Director w.e.f. 15.06.2020 for the term of 5 years which expires on 14.06.2025. During his tenure as a Whole time director, your company has grown substantially. He has a good experience in the field of manufacturing, production and quality management. He is also a person of integrity reliability. The Board is of the opinion that Mr. Adeep 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.

A brief profile of Mr. Adeep Gupta along with the required particulars is given at the end of the statement. Further Mr. Adeep Gupta has confirmed that he is not disqualified from being appointed as a Whole-Time Director in terms of schedule V of the act. Mr. Adeep 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. Mr. Adeep Gupta has further confirmed that he satisfies all the conditions as laid down in Part I of Schedule V of the Companies Act. 2013.

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 is into the manufacturing of Mink Blankets since September, 1996. Before that it was manufacturing Shoddy Blankets.
- (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

## PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

### (4) Financial performance

| Financial Results   | 2023-24 | 2022-23  |
|---|---------|----------|
| Profit/(Loss) before depreciation & amortization expenses and tax | 593.26  | (108.98) |
| Depreciation & amortization expenses                              | 574.75  | 406.77   |
| Profit before Tax   | 18.51   | (515.75) |
| Provision for Tax   | ---     | ---      |
| Current Tax   | 2.89    | ---      |
| Provisions for Wealth Tax   | ---     | ---      |
| Deferred Tax  | (81.21) | (14.31)  |
| Tax in respect of earlier years                                   | 0.86    | 2.46     |
| Profit/(Loss) after Tax   | 95.97   | (503.90) |

(5) Export performance and net foreign exchange collaborations: Nil

(6) Foreign investments or collaborators if any: N. A.

## II. INFORMATION ABOUT MR. ADEEP GUPTA

(1) Background details:

Mr. Adeep Gupta is 52 years old. He is a Graduate and joined the company as a promoter and as Vice President- Production since 2004 and as a director in 2020. His wide experience in field of manufacturing, production and quality management has helped the company keep up its consistency in quality and customer satisfaction.

(2) Past remuneration:

Rs. 700000 per month including perquisites as approved by the members in the annual general meeting held on 24th September, 2020.

(3) Recognition or awards: Nil

(4) Job profile and his suitability

Mr. Adeep Gupta has wide experience in field of manufacturing, production and quality management. Keeping in view the background of Mr. Adeep 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. Adeep Gupta is promoter and director of the company. He directly holds 464320 Eq. Shares of the company.

## III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

During the year ending 31.03.2024, the company is in profit of Rs. 95.97 lakh. 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 & DISCLOSURE

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. Adeep Gupta himself and Mr. Vijay Kumar Gupta, Mr. Daya Kishan Gupta, Mrs. Rajni 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. Adeep Gupta, Whole Time Director of the Company. His appointment shall be subject to retirement by rotation as provided in the Act.

Shareholders are requested to approve the appointment as Whole Time Director and remuneration payable to Mr. Adeep 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. 4.



## PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

|   |   |
|---|---|
| Name  | <b>Mr. Adeep Gupta</b>  |
| Designation   | Whole Time Director   |
| Date of Birth   | 02-04-1972  |
| Date of first appointment   | He is associated as vice president - Production since 2004. He has been serving as Whole Time Director since 15.06.2020.  |
| Qualification   | Graduate  |
| Experience  | Mr. Adeep Gupta was associated with the company as Vice President-Production since 2004. He has a good experience in the field of manufacturing, production and quality Management. He is also a person of integrity reliability. |
| Profile   | Mr. Adeep Gupta was associated with the company as Vice President-Production since 2004 and appointed as a Director and WTD w.e.f 15.06.2020.   |
| 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 31.03.2024  | 464320  |
| No. of Board Meeting attended during the year   | Five out of Six in the last Financial Year 2023-24  |
| 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.   |
| Past Remuneration   | Total remuneration was Rs. 7,00,000/- per month including perquisites.  |
| Relationship with other Directors   | Nephew of other 3 directors namely- Mr. Vijay Kumar Gupta, Mr. Daya Kishan Gupta , Mrs. Rajni 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. Adeep Gupta under section 190 of the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

### DISCLOSURE

As there are more than one Whole Time Director in the Company, getting remuneration which in aggregate exceeds/may exceed 5 per cent of the net profits of the Company on annualize basis, therefore, in terms of provisions of Regulation 17(6)(e)(ii) of SEBI (LODR) Regulation, 2015 shareholders' approval by way of Special Resolution is required.

### Item No. 5

It is proposed to appoint Dr. Sandeep Raj (DIN: 10667051), 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 SEBI (LODR), Regulations, 2015 to hold office as an Independent Director of the Company for a consecutive term of Five Years w.e.f. 1st September, 2024 to 31st August, 2029.

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. Sandeep 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. Sandeep Kumar Raj as an Independent Director, for a period of Five years from 1st September, 2024 to 31st August, 2029. While recommending the appointment of Dr. Sandeep Raj.

## PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

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

A brief profile of Dr. Sandeep Raj along with the required particulars is given at the end of the statement. Further Dr. Sandeep 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. Sandeep 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.

Dr. Sandeep Raj has given his consent to be appointed 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 has 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, Regulations.

In the opinion of Board Dr. Sandeep 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.

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 required for the appointment of Dr. Sandeep Raj (DIN: 10667051), as a Non-Executive Independent Director of the Company with effect from 01.9.2024 for a period of five (5) consecutive years.

Except Dr. Sandeep 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.

Dr. Sandeep Raj is the renowned Ophthalmologist and the Senior Consultant in Dr. Hans Raj Memorial Clinic since 2003 till now. Dr. Sandeep Raj has trained to pay meticulous attention to detail, critical in ensuring the quality standards of Woollen products. Their expertise in precision and care can contribute to maintaining high-quality manufacturing processes and final products. He prioritize health and safety in their practice. Their understanding of allergens, irritants, and comfort factors can inform decisions on product materials and manufacturing practices, ensuring products are safe and beneficial for consumers.

Appointment of the Dr. Sandeep Raj as an independent director of a PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED can leverage their expertise in quality assurance, innovation, health and safety, consumer insights, regulatory compliance, and brand credibility. This strategic addition to the board can contribute to the company's competitiveness, market appeal, and long-term growth in the textile industry.

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.5 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.

|   |  |
|---|--|
| Name  | Dr. Sandeep Raj  |
| Designation   | Independent Director   |
| Date of Birth   | 17-10-1972   |
| Date of first appointment   | 01-09-2024   |
| Qualification   | M.D.( Medicine), P.H.D( Ophthalmology)   |
| Experience  | 21   |
| Profile   | Dr. Sandeep Raj (DIN: 10667051), is the Ophthalmologist having over Two-decade (21 years) of successful career and experience as a senior consultant in Dr. Hans Raj Memorial Clinic Moradabad.<br><br>Dr. Sandeep Raj holds Bachelor's degree in M.B.B.S. and Master's degree in M.D. (Medicine) from Moscow State Medical Stomatological Institute, Russia. He has completed his P.H.D. from Fyodorov Eye Hospital Moscow in 2001. |
| 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  |

## PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

|  |  |
|--|--|
| Numbers of shares held in the Company as on 31.03.2024 | NIL  |
| No. of Board Meeting attended during the year          | NIL  |
| Terms & Conditions of appointment                      | In compliance with the provisions of Sec. 149 read with Schedule IV of the Act, the appointment of Mr. Sandeep Raj as an Independent Director to hold office for a first term of 5 (Five) consecutive years w.e.f. 1st September, 2024 to 31st August, 2029. |
| Past Remuneration                                      | NIL  |
| Relationship with other Directors                      | Son of outgoing director Dr. Satish Kumar Raj on 31.08.2024, appointment of Dr. Sandeep Raj is w.e.f 01.09.2024, hence there is no relationship as on the date of appointment.   |
| Committee Positions                                    | NIL  |

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

In opinion of the Board Dr. Sandeep Raj fulfils all the condition as are required for his appointment as an Independent Director, as specified in act. Further, Mr. Sandeep 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.

### Item No. 6

It is proposed to appoint Dr. Swatantra Agrawal (DIN: 10668457), 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 SEBI (LODR), Regulations, 2015 to hold office as an Independent Director of the Company for a consecutive term of Five Years w.e.f. 1st September, 2024 to 31st August, 2029.

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 Dr. Swatantra Agrawal 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, for the appointment of Dr. Swatantra Agrawal as an Independent Director, for a period of Five years from 1st September, 2024 to 31st August, 2029.

The Board on the recommendation made by NRC as above, at its meeting decided to recommend the shareholders to appoint Dr. Swatantra Agrawal as an Independent director not liable to retire by rotation at the forth coming annual general meeting.

A brief profile of Dr. Swatantra Agrawal along with the required particulars is given at the end of the statement. Further Dr. Swatantra 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.

Dr. Swatantra 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.

Dr. Swatantra Agrawal has given his consent to be appointed 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, Regulations.

In the opinion of Board Dr. Swatantra Agrawal 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.

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 required for continuation of Dr. Swatantra Agrawal (DIN: 10668457), as a Non-Executive Independent Director of the Company with effect from 01.09.2024 for a period of five consecutive years.

Except Dr. Swatantra 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.

Dr. Swatantra Agrawal is the Principal, Professor and the Head of Department of Prosthodontics in Kothiwal Dental College & Research Centre, Moradabad since 1999. He is highly knowledgeable about dental materials, including their properties, durability, and comfort. This expertise can translate well into understanding textile materials used in Woollen products, contributing to informed decisions on material sourcing and product development.

## PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

As a Professor, Dr. Swatantra Agarwal is involved in research and development, often at the cutting edge of material science and technology. This perspective can inspire innovation in Woollen product design, manufacturing processes, and the integration of new materials that improve product functionality, sustainability, or consumer appeal. Their educational background equips them with effective communication skills and the ability to analyze complex information, which can enrich board discussions and strategic decision-making within the woollen company.

Appointment of Dr. Swatantra Agarwal as an independent director of the Prakash Woollen & Synthetic Mills Limited can leverage their combined expertise in material science, innovation, educational insight, consumer-centric focus, ethical governance, and strategic leadership. This appointment can significantly enhance the company's competitive edge, product development capabilities, and overall governance framework, positioning it for sustained growth and success in the textile industry.

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.6 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.

|   |   |
|---|---|
| Name  | Dr. Swatantra Agrawal   |
| Designation   | Independent Director  |
| Date of Birth   | 03-06-1963  |
| Date of first appointment   | 01-09-2024  |
| Qualification   | B.D.S, M.D.S. from King George's Medical University( KGMC), Lucknow   |
| Experience  | 25  |
| Profile   | Dr. Swatantra Agrawal (DIN: 10668457) is the Principal, Professor and the Head of Department of Prosthodontics in Kothiwal Dental College & Research Centre, Moradabad since 1999.<br>Dr. Swatantra Agrawal holds Bachelor's degree in B.D.S. and Master's degree in M.D.S from King George's Medical College (KGMC), Lucknow. He is the Member of Dental Council of India<br>He is the Past Chairman, Pierre Fauchard Academy, India section and the Past President of International College of Dentists, Section VI<br>He is the Founder president of IPS, UP State Branch. He is the Chief Editor in Chronicles of Dental Research |
| 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 31.03.2024  | NIL   |
| No. of Board Meeting attended during the year   | NIL   |
| Terms & Conditions of re-appointment  | In compliance with the provisions of Sec. 149 read with Schedule IV of the Act, the appointment of Dr. Swatantra Agrawal as an Independent Director to hold office for the first term of 5 (Five) consecutive years w.e.f. 1st September, 2024 to 31st August, 2029.  |
| Past Remuneration   | NIL   |
| Relationship with other Directors   | None  |
| Committee Positions   | NIL   |

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

## PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

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In opinion of the Board Dr. Swatantra Agrawal fulfils all the condition as are required for his appointment as an Independent Director, as specified in act. Further, Dr. Swatantra 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.

### Item No. 7

It is proposed to appoint Dr. Latha Agarwal (DIN: 10681488), 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 SEBI (LODR), Regulations, 2015 to hold office as an Independent Director of the Company for a consecutive term of Five Years w.e.f. 1st September, 2024 to 31st August, 2029.

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 Dr. Latha Agrawal for appointment as a regular director.

The Nomination and remuneration Committee (NRC) of the Board of the Company, at its meeting, recommended to the Board, the appointment of Dr. Latha Agrawal as an Independent Director, for a period of Five years from 1st September, 2024 to 31st August, 2029.

The Board on the recommendation made by NRC as above, at its meeting decided to recommend the shareholders to appoint Dr. Latha Agrawal as an Independent director not liable to retire by rotation at the forth coming annual general meeting.

A brief profile of Dr. Latha Agrawal along with the required particulars is given at the end of the statement. Further Dr. Latha Agrawal has confirmed that she is not disqualified from being appointed as a director in terms of section 164 of the act and from being appointed as a Director. Dr. Latha 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.

Dr. Latha Agrawal has given her consent to be appointed as an ID and also confirm that she is not disqualified to act as a director in terms of section 164 of the Act besides she has also confirmed that she 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, Regulations.

In the opinion of Board Dr. Latha Agrawal 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.

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 required for continuation of Dr. Latha Agrawal (DIN10681488), as a Non-Executive Independent Director of the Company with effect from 01.9.2024 for a period of five consecutive years.

Except Dr. Latha 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.

Dr. Latha Agrawal is the Consultant in Raj ENT Care Center, Moradabad since 2009. She is highly knowledgeable about respiratory health, allergies, and sensitivity to materials. Their expertise can guide the company in ensuring that woollen products are hypoallergenic, breathable, and comfortable, addressing consumer concerns related to skin sensitivity and respiratory issues.

Dr. Latha Agrawal innovative mindset can inspire new approaches in woollen product design, such as integrating antimicrobial properties or enhancing breathability, to meet evolving consumer demands for functional and health-promoting textiles. Her presence on the board can reinforce ethical governance practices within the company, promoting transparency, accountability, and stakeholder confidence in the company's commitment to consumer well-being.

Appointment of Dr. Latha Agrawal as an independent director of Prakash Woollen & Synthetic Mills Limited can leverage their expertise in health and comfort, quality assurance, innovation, regulatory compliance, consumer health insights, and ethical governance. This strategic addition can enhance the company's product development capabilities, market positioning, and reputation for producing safe, high-quality woollen products that meet the needs and preferences of health-conscious consumers.

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.7 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. 6

## PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

|   |   |
|---|---|
| Name  | Dr. Latha Agrawal   |
| Designation   | Independent Director  |
| Date of Birth   | 28-08-1975  |
| Date of first appointment   | 01-09-2024  |
| Qualification   | M.B.B.S from Dr. BR Ambedkar Medical College, Bengaluru.  |
| Experience  | 15  |
| Profile   | <p>Dr. Latha Agrawal (DIN: 10681488)), is the Senior Consultant having over one and half decade (15 years) of successful career and experience in Raj ENT Care Center Moradabad.</p> <p>Dr. Latha Agrawal holds a Bachelor's degree in M.B.B.S. from Dr. BR Ambedkar Medical College, Bengaluru. She has completed a Post Graduate Diploma in Prevention and Promotion of Health Care from Apollo Hospitals Educational &amp; Research Foundation in August 2009.</p> |
| 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 31.03.2024  | NIL   |
| No. of Board Meeting attended during the year   | NIL   |
| Terms & Conditions of appointment   | In compliance with the provisions of Sec. 149 read with Schedule IV of the Act, the appointment of Dr. Latha Agrawal as an Independent Director to hold office for the first term of 5 (Five) consecutive years w.e.f. 1st September, 2024 to 31st August, 2029.  |
| Past Remuneration   | NIL   |
| Relationship with other Directors   | None  |
| Committee Positions   | NIL   |

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

In opinion of the Board Dr. Latha Agrawal fulfils all the condition as are required for her appointment as an Independent Director, as specified in act. Further, Dr. Latha 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.

# PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

## Annexure I

Details of Directors Seeking Re-appointment at the 45th 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 on General Meetings (SS-2)]

|   |  |
|---|--|
| Name  | Mr. Vijay Kumar Gupta  |
| Designation   | Whole Time Director  |
| Date of Birth   | 07.08.1953   |
| Date of first appointment   | He is associated as director since incorporation of the company  |
| Qualification   | Graduate   |
| Experience  | 45 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 Accounting and Financial 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) | Audit Committee  |
| Numbers of shares held in the Company as on 31.03.2024  | 453709   |
| No. of Board Meeting attended during the year   | Six out of Six   |
| Terms & Conditions of appointment   | In compliance with the provisions of Sec. 152 of the Act, the appointment of Mr. Vijay Kumar Gupta as Executive Director liable to retire by rotation. |
| Past Remuneration   | Remuneration   |
| Relationship with other Directors   | Brother of Mr. Daya Kishan Gupta.  |
| Name  | Mr. Vijay Kumar Gupta  |
| Designation   | Executive Director   |
| Date of Birth   | 07.08.1953   |
| Date of first appointment   | Date of appointment as a director was 23.08.1979   |
| Qualification   | Graduate   |

By Order of the Board of Directors  
For Prakash Woollen & Synthetic Mills Limited  
Sd/-  
(Daya Kishan Gupta)  
Managing Director  
DIN : 00337569

20<sup>th</sup> July, 2024  
Registered Office:  
18<sup>th</sup> 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: 18<sup>th</sup> Km Stone Delhi Moradabad Road,  
 NH-24, Village Amhera , Distt. J.P Nagar-244102  
 Tel: 8791001430, 9760091983  
 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]

**45<sup>th</sup> Annual General Meeting – August 28<sup>th</sup>, 2024 at 11.45 A.M.**

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 45<sup>th</sup> Annual General Meeting of the Company to be held at 18<sup>th</sup> Km Stone Delhi Moradabad Road, NH-24, Village Amhera, Distt. J.P Nagar-244102 on Wednesday, the 28<sup>th</sup> day of August, 2024 at 11.45 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 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, 2024. |     |         |
| 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                           |     |         |
| 3.       | Appointment of Auditors and fixation of remuneration  |     |         |
|          | Special Business  |     |         |
| 4.       | Re-appointment of Mr. Adeep Gupta (DIN: 06612645) as Whole time Director  |     |         |
| 5.       | Appointment of Dr. Sandeep Raj (DIN: 10667051), as a Non- Executive Independent Director of the Company   |     |         |
| 6.       | Appointment of Dr. Swatantra Agrawal (DIN: 10668457) as a Non- Executive Independent Director of the Company.   |     |         |
| 7.       | Appointment of Dr. Latha Agarwal (DIN: 10681488) as a Non- Executive Independent Director of the Company  |     |         |

Signed this ..... day of ..... 2024

Affix  
 Re. 1/-  
 Revenue  
 Stamp

**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 45<sup>th</sup> 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: 18<sup>th</sup> Km Stone Delhi Moradabad Road,

NH-24, Village Amhera, Distt. J.P Nagar-244102

Tel: 8791001430, 9760091983

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 Forty Fifth Annual General Meeting of the Company on Wednesday, the 28<sup>th</sup> day of August, 2024, at 11.45 a.m. at 18<sup>th</sup> 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:

Signature of joint holder(s)

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.

## 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: 18<sup>th</sup> Km Stone Delhi Moradabad Road,  
NH-24, Village Amhera, Distt. J.P Nagar-244102  
Tel: Tel: 8791001430, 9760091983

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 45<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on Wednesday, 28<sup>th</sup> August, 2024 at 11.45 a.m., 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, 2024 | Ordinary                              |  |                                     |  |
| 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.                          | Ordinary                              |  |                                     |  |
| 3.       | Appointment of Auditors and fixation of remuneration   | Ordinary                              |  |                                     |  |
| 4.       | Re-appointment of Mr. Adeep Gupta (DIN: 06612645) as Whole time Director   | Special                               |  |                                     |  |
| 5.       | Appointment of Dr. Sandeep Raj (DIN:10667051), as a Non- Executive Independent Director of the Company   | Special                               |  |                                     |  |
| 6.       | Appointment of Dr. Swatantra Agrawal (DIN: 10668457) as a Non- Executive Independent Director of the Company.  | Special                               |  |                                     |  |
| 7.       | Appointment of Dr. Latha Agarwal (DIN:10681488) as a Non- Executive Independent Director of the Company.   | Special                               |  |                                     |  |

Date:  
Place :

Signature of the Member

Notes: Please read the following instructions printed overleaf carefully before exercising your vote.

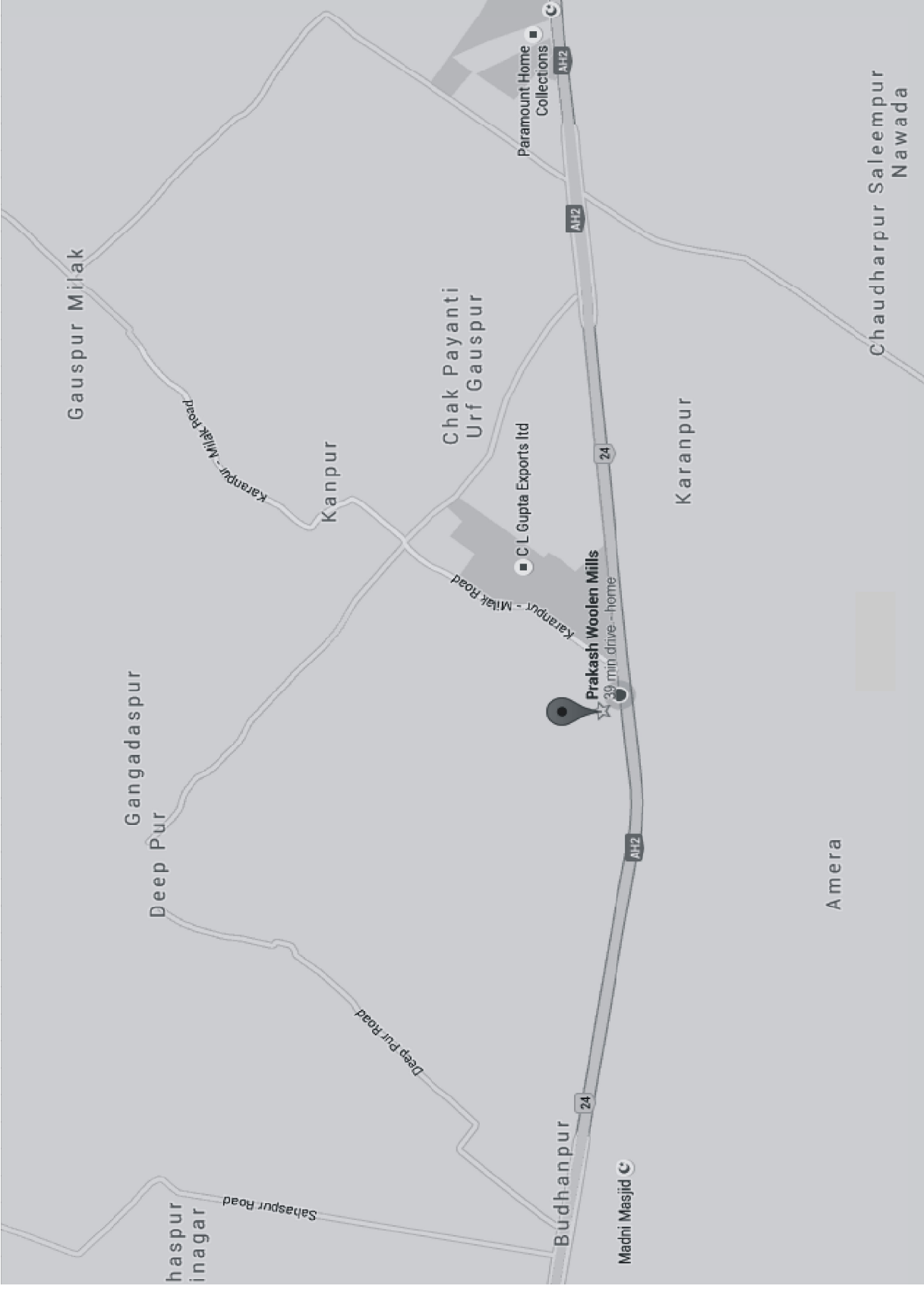
## **INSTRUCTIONS**

- 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 28th day of August, 2024 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 Wednesday, 28<sup>th</sup> August, 2024 at 11.45 am at the Registered office of the Company.



*If Undelivered please return to :*

**PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED**

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

