

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

Regd. Office: 18th Km Stone Delhi Moradabad Road,
NH-24, Village Amhera, Distt. J.P Nagar-244102
Ph. No.: 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 46th Annual General Meeting of the Members of Prakash Woollen & Synthetic Mills Limited will be held on Saturday, the 30th day of August, 2025 at 12:30 P.M. at the Registered Office of the Company at 18th Km Stone, Delhi Moradabad Road, NH-24, Village Amhera, Distt. J. P. Nagar- 244102, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Adeep Gupta (DIN: 06612645), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESSES:

3. Appointment of Secretarial Auditors and fixation of remuneration

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 204 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, pursuant to recommendation of the Audit Committee and the Board of Directors, consent of the members of the Company be and is here by accorded for appointment of Mr. R.S. Bhatia, Company Secretary in Practice (Membership Number: FCS 2599, CP No. 2514) (Peer review Certificate No. 1496/2021) as the Secretarial Auditor of the Company for a period of 5 (Five) consecutive years from Financial Year April 1, 2025 to March 31, 2030 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company (including its Committee thereof as may be authorised in this regard) and Secretarial Auditor and reimbursement of out of pocket expenses incurred in connection with the audit.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

4. Appointment of Mr. Ashish Gupta (DIN: 08708369) as a Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Ashish Gupta (DIN: 08708369), be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. Appointment of Mr. Kapil Gupta (DIN: 08708451) as a Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Kapil Gupta (DIN: 08708451), be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. Appointment of Mr. Mayur Gupta (DIN: 11191064) as a Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Mayur Gupta (DIN: 11191064), be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. Appointment of Mr. Deepak Oberoi (DIN: 11191007) as a Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Regulation 17 and 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Deepak Oberoi (DIN: 11191007), who has attained the age of 75 years, and in respect of whom the board is of the opinion that he fulfills the conditions specified in the Companies Act 2013 and whose candidature for the office of Director has been recommended by the Nomination & Remuneration Committee and by the Board, be and is hereby appointed as a Non-promoter, Non-executive and Non-Independent Director of the Company whose office shall be liable to retire by rotation.”

8. Appointment of Mr. Pankaj Kumar Mittal (DIN: 02169695) as a Non- Executive Independent Director of the Company

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of the

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Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Pankaj Kumar Mittal (DIN: 02169695) in respect of whom the board is of the opinion that he fulfills the conditions specified in the Companies Act 2013, and who has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and whose candidature for the office of Director has been recommended by the Nomination & Remuneration Committee and by the Board, be and is hereby appointed as a Non-executive Independent Director of the Company to hold office for a term of five consecutive years with effect from July 23, 2025 to July 22, 2030 and whose office shall not be liable to retire by rotation.”

9. Re-Appointment of Mr. Daya Kishan Gupta (DIN: 00337569) as Managing Director who has attained the age of 75 years.

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Sections 196, 197 and 203 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V and all other applicable statutory provisions of the Companies Act, 2013, and regulation 17 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, on such remuneration as recommended by the Audit Committee consent of the shareholders be and is hereby accorded to the appointment of Mr. Daya Kishan Gupta, DIN: 00337569, who has attained the age of more than 70 years i.e. 75 years, as Managing Director of the Company, for three years with effect from 1st September 2025 to 31st August, 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, he shall be paid minimum remuneration as above.”

10. Appointment of Mr. Ashish Gupta (DIN: 08708369) as a Whole Time Director.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Sections 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, on such remuneration as recommended by the Audit Committee consent of the shareholders be and is hereby accorded to the appointment of Mr. Ashish Gupta (DIN: 08708369) as Whole Time Director of the Company for a period of three years with effect from 23rd July, 2025 to 22nd July, 2028 on the following terms and conditions:-

Salary & Perquisites: Rs. 5,00,000 (Rupees Five Lacs) p.m.

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

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

11. Appointment of Mr. Kapil Gupta (DIN: 08708451) as a Whole Time Director.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Sections 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, on such remuneration as recommended by the Audit Committee consent of the shareholders be and is hereby accorded to the appointment of Mr. Kapil Gupta (DIN: 08708451) as Whole Time Director of the Company for a period of three years with effect from 23rd July, 2025 to 22nd July, 2028 on the following terms and conditions:-

Salary & Perquisites: Rs. 5,00,000 (Rupees Five Lacs) p.m.

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

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

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

23rd July, 2025
Registered Office:
18th Km. Stone, Delhi Moradabad Road
NH-24, Village Amhera, Distt. J.P Nagar,
Uttar Pradesh-244102
CIN: L17291UP1979PLC004804
E-mail: info@prakashwoollen.com.

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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 27th August, 2025 (10:00 Hours (IST)) and ends on 29th August, 2025 (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 i.e. 25th August, 2025, 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 25th July, 2025 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 is 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. According to regulation 36(1)(b) of the SEBI LODR Regulations, a letter will be sent by the Company containing weblink of the Notice of the AGM and Annual Report for the financial year 2024-25 to the members who have not registered their email addresses.
- b) Full version of the Annual report and notice of AGM will also be available on the website of the Company at www.prakashwoollen.com under the Investor Relations section and at the website of CDSL at <https://www.evotingindia.com>. Hard copies of the full annual reports will be sent to those shareholders who will request the same to the company's email id : compliance@prakashwoollen.com
- c) All the documents referred to in the accompanying notice, explanatory statement and Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested are open for inspection at the registered office of the Company on all working days except Saturdays and Sundays, between 11.00 AM to 1.00 PM up to the date of AGM and also at the venue of the AGM.
- d) In case you have any query related to the enclosed annual accounts you are requested to send the same to the Company Secretary at the Registered office of the Company or on email 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.
- 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.
- e) 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

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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 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 exchange where the shares of the Company are listed.

The route map along with prominent land mark for easy location of the 46th 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 **27th August, 2025 (10:00 Hours (IST)) and ends on 29th August, 2025 (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 **25th August, 2025** 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.

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 CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon and New System MYEASI Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

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	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the Evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) 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: https://eservices.nsdl.com 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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109 911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
 - The shareholders should log on to the e-voting website www.evotingindia.com.

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- 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 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	For Shareholders holding shares in Demat Form other than individual and Physical Form
	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.
- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the **PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED** on which you choose to vote.
- xi. 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.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. 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.
- xvii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xviii. **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 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
 - 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.

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- 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 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 or contact at toll free no. 1800 21 09911

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 or call at toll free no. 1800 21 09911

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

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.

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

Item No. 3

The Board of Directors has, based on the recommendation of the Audit Committee recommended the appointment of Mr. R.S. Bhatia, Company Secretary in Practice (Membership Number: FCS 2599, CP No. 2514) (Peer review Certificate No. 1496/2021) as Secretarial Auditor of the Company for a term of five (5) years to hold office of the Secretarial Auditor from the Financial Year 2025-26 upto Financial Year 2029-2030.

Rationale for appointment

Mr. R.S. Bhatia has over thirty-four years of experience as a Corporate Professional. He is registered as a Practicing Company Secretary with The Institute of Company Secretaries of India (ICSI) and has Peer Review Certificate No. 1496/2021 issued by the Institute of Company Secretaries of India (ICSI). His expertise covers corporate legal compliances, Corporate Governance, Advisory and Consulting. Mr. R.S. Bhatia has capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments and possesses the market standing and technical knowledge best suited to handle the scale, diversity and complexity associated with the audit of the Secretarial matters of the Company.

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Mr. R.S. Bhatia has given his consent to act as the Secretarial Auditor of the Company and has confirmed that his appointment, if made, will be within the limit specified under section 204 of the Companies Act, 2013. He has also confirmed that he is not disqualified to be appointed as secretarial auditor in terms of the provisions of the Section 204 of the Companies Act, 2013 and the Rules made thereunder, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable Regulations.

In view of his qualifications and experience in undertaking Secretarial Audit, it is proposed to appoint Mr. R.S. Bhatia, Company Secretary in Practice as Secretarial Auditor of the Company. The Board, based on the recommendations of the Audit Committee, approved a remuneration of Rs. 5,50,000 plus taxes as applicable and out of pocket expenses for the Financial Year April 1, 2025 to March 31, 2026.

The Remuneration payable to Mr. R.S. Bhatia for subsequent years will be as mutually agreed between Board of Directors and Secretarial Auditor.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution.

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

Item No. 4 & 10

The Board of Directors of the Company on the recommendation of Nomination & Remuneration Committee and pursuant to the provisions of Section 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, has appointed Mr. Ashish Gupta (DIN: 08708369) as an Additional Director w.e.f. 23rd July, 2025.

According to the provisions of Section 161 of the Act, Mr. Ashish Gupta is to hold office up to the date of this Annual General Meeting ("AGM").

On the recommendation of Nomination and Remuneration Committee in line with the Nomination and Remuneration Policy of the Company and considering his vast experience the Board is of the opinion that he be Appointed as a regular director of the company, liable to retire by rotation.

Mr. Ashish Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. A copy of disclosure is available for inspection by the members at the registered office of the company. Mr. Ashish Gupta has also confirmed that he is not debarred from holding the office of director by virtue of the SEBI Order in this regard and pursuant to circular dated 20/06/2018 issued by BSE Limited and the NSE pertaining to the enforcement of the SEBI orders regarding appointment of directors by the listed companies.

Further the Board of Directors of the Company at its meeting held on the recommendations of NRC committee and subject to approval of the members appointed Mr. Ashish Gupta as Whole Time Director for a period of three years with effect from 23rd July, 2025 to 22nd July, 2028.

Mr. Ashish Gupta is appointed at a remuneration of Rs. 5 Lac per month (Whether by way of salary or perquisites to the extent these are not taxable under the Income Tax Act 1961). However, the benefits namely Gratuity, Leave Encashment, Provident Fund etc. shall not be counted as perquisites to the extent it is exempted under Income Tax Act, 1961.

Pursuant to the provision of sections 152, 196, 197, 203 and Schedule V of the Companies Act read with Companies Managerial Rules and Regulation 17 of the SEBI (LODR) Regulation 2015, as amended from time to time, the members' approval is required for the appointment of Mr. Ashish Gupta (DIN: 08708369) as a Director and Whole-Time Director and remuneration payable to him.

In respect of appointment of Mr. Ashish Gupta the Company has received a Notice in writing from a Member under section 160(1) of the Act, proposing his candidature for the office of Director,

Mr. Ashish Gupta is the promoter and is associated with the company as Vice President of Finance since April 2004.. His strategic leadership and financial expertise have been instrumental in the Company's performance over the past years. Under his guidance and leadership, the Finance Department has continued to uphold strong financial governance, ensure regulatory compliance, and support the Company's growth objectives through prudent fiscal management. He is also a person of integrity reliability. The Board is of the opinion that Mr. Ashish 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. Ashish Gupta along with the required particulars is given at the end of the statement alongwith information required to be furnished under secretarial standard - 2 and regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I. GENERAL INFORMATION:

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

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(4) Financial performance

Financial Results	2024-25	2023-24
Profit/(Loss) before depreciation & amortization expenses and tax	(396.03)	593.26
Depreciation & amortization expenses	513.10	574.75
Profit before Tax	144.70	18.51
Provision for Tax	-	-
Current Tax	150.29	2.89
Provisions for Wealth Tax	-	-
Deferred Tax	(131.24)	(81.21)
Tax in respect of earlier years		0.86
Profit/(Loss) after Tax	125.65	95.97

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

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

II. **INFORMATION ABOUT MR. ASHISH GUPTA**

(1) Background details:

Mr. Ashish Gupta is 46 years old. He is a Graduate in finance and has been associated with company as Vice President (Finance department) since 2004. Using his extensive and in-depth experience in field of Financing, he has played a pivotal role in shaping the financial strategy, governance, and operational stability of the organization.

(2) Past remuneration:

INR 2,50,000 per month including perquisites for his previous role as a Vice President (Finance department).

(3) Recognition or awards: Nil

(4) Job profile and his suitability

Mr. Ashish Gupta has in-depth in corporate finance, accounting, treasury management, and compliance, he brings a depth of knowledge and leadership that has significantly contributed to the Company's financial health and long-term sustainability. Keeping in view the background of Mr. Ashish Gupta, he is best suitable for the job.

(5) Remuneration proposed: As explained in resolution no.10 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. Ashish Gupta is promoter and proposed whole time director of the company. He directly holds 143000 Eq. Shares of the company.

III. **OTHER INFORMATION**

1. During the year ending 31.03.2025, the company has profit of Rs. 125.65 lakh.

The proposed Remuneration is with the parameters given in schedule V.

2. Steps taken proposed to be taken for improvement : To expand the market 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**

Since there are more than one Whole Time Director, the aggregate and annual remuneration to such directors exceeds 5 percent of the net profits of the Company, therefore, in pursuance of Reg 17(6)(e) of SEBI LODR REG, resolution is required to be passed as a Special Resolution.

Further, as per provisions of schedule V of Companies Act, 2013, approval of shareholders by way of Special Resolution is required for appointment and payment of remuneration. Hence, the resolution.

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

None of the Directors and Key Managerial personnel of the Company except Mr. Ashish Gupta himself, and Mr. Vijay Kumar 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. Ashish Gupta, Whole time Director of the Company. His appointment shall be subject to retirement by rotation as provided in the Act.

The Board recommends this resolution as set forth in the Notice as Item No. 4 as Ordinary Resolution and 10 as Special Resolution.

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Item No. 5 & 11

The Board of Directors of the Company on the recommendation of Nomination & Remuneration Committee and pursuant to the provisions of Section 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, has appointed Mr. Kapil Gupta (DIN: 08708451) as an Additional Director w.e.f. 23rd July, 2025.

According to the provisions of Section 161 of the Act, Mr. Kapil Gupta is to hold office up to the date of this Annual General Meeting ("AGM").

On the recommendation of Nomination and Remuneration Committee in line with the Nomination and Remuneration Policy of the Company and considering his vast experience the Board is of the opinion that he be Appointed as a regular director of the company, liable to retire by rotation.

Mr. Kapil Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. A copy of notice is available for inspection by the members at the registered office of the company. Mr. Kapil Gupta has also confirmed that he is not debarred from holding the office of director by virtue of the SEBI Order in this regard and pursuant to circular dated 20/06/2018 issued by BSE Limited and the NSE pertaining to the enforcement of the SEBI orders regarding appointment of directors by the listed companies.

Further the Board of Directors of the Company at its meeting held on the recommendations of NRC committee and subject to approval of the members appointed Mr. Kapil Gupta as a Whole Time Director for a period of three years with effect from 23rd July, 2025 to 22nd July, 2028.

Mr. Kapil Gupta shall be appointed on a remuneration of Rs. 5 Lac per month (Whether by way of salary or perquisites to the extent these are not taxable under the Income Tax Act 1961). However, the benefits namely Gratuity, Leave Encashment, Provident Fund etc. shall not be counted as perquisites to the extent it is exempted under Income Tax Act, 1961.

In respect of appointment of Mr. Kapil Gupta the Company has received a Notice in writing from a Member under section 160(1) of the Act, proposing his candidature for the office of Director,

Pursuant to the provision of sections 152, 196, 197, 203, Schedule V of the Companies Act read with Companies Managerial Rules and Regulation 17 of the SEBI (LODR) Regulation 2015, as amended from time to time, the members' approval is required for the appointment of Mr. Kapil Gupta as a Director and Whole-Time Director and remuneration payable to him.

Mr. Kapil Gupta is the promoter and was associated with the company as Vice President- Sales since 2004. During his tenure as a Vice President- Sales of the Company, through his strategic leadership and deep market insight, the Sales Department has delivered strong performance, contributing to the Company's overall revenue growth and market expansion.

He has played a pivotal role in driving key sales initiatives, strengthening customer relationships, and enhancing the Company's competitive position across core and emerging markets. He is also a person of integrity reliability. The Board is of the opinion that Mr. Kapil 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. Kapil Gupta along with the required particulars is given at the end of the statement alongwith information required to be furnished under secretarial standard - 2 and regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I. GENERAL INFORMATION:

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

Financial Results	2024-25	2023-24
Profit/(Loss) before depreciation & amortization expenses and tax	(396.03)	593.26
Depreciation & amortization expenses	513.10	574.75
Profit before Tax	144.70	18.51
Provision for Tax	-	-
Current Tax	150.29	2.89
Provisions for Wealth Tax	-	-
Deferred Tax	(131.24)	(81.21)
Tax in respect of earlier years		0.86
Profit/(Loss) after Tax	125.65	95.97

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

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

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II. INFORMATION ABOUT MR. KAPIL GUPTA

(1) Background details:

Mr. Kapil Gupta is 50 years old. He is a Graduate and joined the company as a promoter member since 2004. Using his extensive and in-depth experience in field of sales, he has been a key driving force behind the Company's revenue growth, market expansion, and customer engagement strategies.

(2) Past remuneration:

INR 2,50,000 per month including perquisites for his previous role as a Vice President (Sales department).

(3) Recognition or awards: Nil

(4) Job profile and his suitability

Mr. Kapil Gupta has years of experience in sales leadership, business development, and market strategy, he has brought transformative changes to the Company's commercial operations since joining. Under his leadership, the Company has achieved consistent year-on-year revenue growth, improved customer retention rates, and enhanced its market share. Keeping in view the background of Mr. Kapil Gupta, he is best suitable for the job.

(5) Remuneration proposed: As explained in resolution no.11 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. Kapil Gupta is promoter and proposed whole time director of the company. He directly holds 107770 Eq. Shares of the company.

III. OTHER INFORMATION

1. During the year ending 31.03.2025, the company has profit of Rs. 125.65 lakh.

The proposed Remuneration is with the parameters given in schedule V.

2. Steps taken proposed to be taken for improvement : To expand the market 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

Since there are more than one Whole Time Director, the aggregate and annual remuneration to such directors exceeds 5 percent of the net profits of the Company, therefore, in pursuance of Reg 17(6)(e) of SEBI LODR REG, resolution is required to be passed as a Special Resolution.

Further, as per provisions of schedule V of Companies Act, 2013, approval of shareholders by way of Special Resolution is required for appointment and payment of remuneration. Hence, the resolution.

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

None of the Directors and Key Managerial personnel of the Company except Mr. Kapil Gupta himself, Mr. Daya Kishan 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. Kapil Gupta, Whole time Director of the Company. His appointment shall not be subject to retirement by rotation as provided in the Act.

The Board recommends this resolution as set forth in the Notice as Item No. 5 as Ordinary Resolution and 11 as Special Resolution.

Item No. 6

The Board of Directors of the Company on the recommendation of Nomination & Remuneration Committee and pursuant to the provisions of Section 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, has appointed Mr. Mayur Gupta (DIN: 11191064) as an Additional Director w.e.f. 23rd July, 2025.

According to the provisions of Section 161 of the Act, Mr. Mayur Gupta is to hold office up to the date of this Annual General Meeting ("AGM").

On the recommendation of Nomination and Remuneration Committee in line with the Nomination and Remuneration Policy of the Company and considering his vast experience the Board is of the opinion that he be Appointed as a director of the company, liable to retire by rotation.

In respect of appointment of Mr. Mayur Gupta the Company has received a Notice in writing from a Member under section 160(1) of the Act, proposing his candidature for the office of Director,

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Mr. Mayur Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. A copy of notice is available for inspection by the members at the registered office of the company. Mr. Mayur Gupta has also confirmed that he is not debarred from holding the office of director by virtue of the SEBI Order in this regard and pursuant to circular dated 20/06/2018 issued by BSE Limited and the NSE pertaining to the enforcement of the SEBI orders regarding appointment of directors by the listed companies.

Mr. Mayur Gupta is a qualified architect with extensive experience in design, spatial innovation, and sustainable development. He brings a unique perspective to the Board, with years of experience in architecture and design. His expertise in aesthetics, functional design, and sustainable materials is expected to complement the Company's strategic focus on product innovation, manufacturing efficiency, and enhancing brand identity within the woollen textiles industry.

The Board believes that the appointment Mr. Mayur Gupta will add valuable insights into design-led thinking, customer experience, and environmental sustainability – areas that are increasingly important to the long-term growth and global positioning of the Company.

A brief profile of Mr. Mayur Gupta along with the required particulars is given at the end of the statement alongwith information required to be furnished under secretarial standard - 2 and regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Mr. Mayur Gupta himself none of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution.

The Board recommends this resolution as set forth in the Notice as Item No. 6 to be passed as an Ordinary Resolution for consideration and approval of the shareholders.

Item No. 7

The Board of Directors of the Company on the recommendation of Nomination & Remuneration Committee and pursuant to the provisions of Section 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, has recommended appointment of Mr. Deepak Oberoi (DIN: 11191007) as Director (Non-executive and Non-Independent) w.e.f. 1st September, 2025. Mr. Deepak Oberoi has already attained the age of 75 years hence prior approval of members required as per Regulation 17(1A) of SEBI LODR Regulations.

On the recommendation of Nomination and Remuneration Committee in line with the Nomination and Remuneration Policy of the Company and considering his vast experience the Board is of the opinion that he be Appointed as a director of the company, liable to retire by rotation.

In respect of appointment of Mr. Deepak Oberoi the Company has received a Notice in writing from a Member under section 160(1) of the Act, proposing his candidature for the office of Director,

Mr. Deepak Oberoi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. A copy of notice is available for inspection by the members at the registered office of the company. Mr. Deepak Oberoi has also confirmed that he is not debarred from holding the office of director by virtue of the SEBI Order in this regard and pursuant to circular dated 20/06/2018 issued by BSE Limited and the NSE pertaining to the enforcement of the SEBI orders regarding appointment of directors by the listed companies.

Mr. Deepak Oberoi is a qualified mechanical engineer with a distinguished career spanning having years in the areas of industrial engineering, manufacturing technology, and operational excellence. He has been appointed as a Non-Executive Director of the Company, subject to shareholders' approval w.e.f. 01.09.2025.

Mr. Deepak Oberoi brings years of experience in engineering, manufacturing processes, and operational efficiency. His expertise in industrial systems, automation, and production optimization is expected to add significant value to the Company's efforts in modernizing its manufacturing operations and enhancing product quality in the woollen textile segment.

The Board believes that Mr. Deepak Oberoi technical acumen and strategic insights will be highly beneficial as the Company continues to strengthen its manufacturing infrastructure and adopt modern engineering practices in the production of high-quality woollen blankets. With growing market demand for premium, sustainable textile products, his expertise is expected to support the Company in enhancing product consistency, operational efficiency, and environmental performance.

A brief profile of Mr. Deepak Oberoi along with the required particulars is given at the end of the statement alongwith information required to be furnished under secretarial standard - 2 and regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Mr. Deepak Oberoi himself none of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution.

The Board recommends this resolution as set forth in the Notice as Item No. 7 to be passed as a Special Resolution for consideration and approval of the shareholders.

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Item No. 8

The Board of Directors of the Company on the recommendation of Nomination & Remuneration Committee and pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, has appointed Mr. Pankaj Kumar Mittal (DIN: 02169695) as an Additional Director, designated as Non-executive Independent Director on the Board of the Company for a period of 5 years w.e.f. 23rd July, 2025 for a tenure upto 22nd July, 2030, subject to approval of the Members.

According to the provisions of Section 161 of the Act, Mr. Pankaj Kumar Mittal is to hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as Director.

In respect of appointment of Mr. Pankaj Kumar Mittal the Company has received a Notice in writing from a Member under section 160(1) of the Act, proposing his candidature for the office of Director,

The Company has received a declaration from Mr. Pankaj Kumar Mittal, that he meets the criteria of independence as prescribed 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI(LODR) Regulations, as amended from time to time. Mr. Pankaj Kumar Mittal is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013. In the opinion of the Board, Mr. Pankaj Kumar Mittal fulfils the conditions for appointment as Independent Director as specified in the Act and the rules framed there under and is independent of the management.

Mr. Pankaj Kumar Mittal is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) and brings with him/her over 33 years of rich experience in the areas of finance, taxation, audit, corporate structuring, risk management, and corporate governance. Over the course of his/her professional journey, Mr. Pankaj Kumar Mittal has held various senior leadership positions in reputed organizations, both in the private and public sectors. He has played a key role in financial strategy, regulatory compliance, internal controls, and business advisory, contributing significantly to sustainable growth and governance frameworks.

Appointment of the Mr. Pankaj Kumar Mittal 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. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for appointment of Mr. Pankaj Kumar Mittal as an Independent Director of the Company.

Except Mr. Pankaj Kumar Mittal, himself none of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends this resolution as set forth in the Notice as Item No. 8, be passed as Special Resolution for consideration and approval of the shareholders.

Item. No. 9

The Board of Directors of the Company (the 'Board'), at its meeting held on 23rd July 2025 has, on the recommendation of NRC and Board, subject to the approval of members, shall re-appoint Mr. Daya Kishan Gupta (DIN: 00337569) as Managing Director for a period of 3 (Three) years i.e. 1st September, 2025 to 31ST August, 2028, who has attained the age of more than 70 years i.e. 75 years, on a remuneration of Rs.7 Lac per month (Whether by way of salary or perquisites to the extent these are not taxable under the Income Tax Act 1961). However, the benefits namely Gratuity, Leave Encashment Benefits, Provident Fund etc. shall not be counted as perquisites to the extent it is exempted under Income Tax Act, 1961. Mr. Daya Kishan Gupta has attained the age of 75 years, hence the special resolution is placed before the shareholders in order to comply with the SEBI (LODR) Regulation, 2015."

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 is required by way of Special Resolution for the appointment of and payment of remuneration to Mr. Daya Kishan Gupta (DIN: 00337569) as a Managing Director.

MINIMUM REMUNERATION

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

Mr. Daya Kishan Gupta is the promoter director of the company associated with the company since incorporation. He held the position of Whole-Time Director for over approx 22 years and as an MD for 5 years. During his tenure as a Whole-Time Director and managing Director of Company, your company has grown substantially. During his tenure as WTD or MD your company has switched over its line of activity i.e. from manufacturing of yarn to manufacturing of mink blankets. Today your company has established a name for itself in the mink blanket industry with established brand name like 'Dolphin, Metro, Korea Gold, Pringle, Autograph'. The Board is of the opinion that Mr. Daya Kishan Gupta's rich and diverse experience is valuable asset to the company which adds value and his experience/enriched point of view in all aspects of the company's working and decision making during Board discussion. He is also a person of integrity who possesses required expertise and his association as a director and MD will be beneficial to the company.

A brief profile of Mr. Daya Kishan Gupta along with the required particulars is given at the end of the statement. Further Mr. Daya Kishan Gupta has confirmed that he is not disqualified from being appointed as a director in terms of section 164 of the act and from being

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appointed as a Whole-Time Director in terms of schedule V of the act. Mr. Daya Kishan Gupta has also confirmed that he is not debarred from holding the office of director by virtue of any SEBI Order or any such authority pursuant to circular dated 20th June, 2018 issued by BSE pertaining to enforcement of SEBI Orders regarding appointment of directors by the listed company.

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

I. **GENERAL INFORMATION:**

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

Financial Results	2024-25	2023-24
Profit/(Loss) before depreciation & amortization expenses and tax	(396.03)	593.26
Depreciation & amortization expenses	513.10	574.75
Profit before Tax	144.70	18.51
Provision for Tax	-	-
Current Tax	150.29	2.89
Provisions for Wealth Tax	-	-
Deferred Tax	(131.24)	(81.21)
Tax in respect of earlier years		0.86
Profit/(Loss) after Tax	125.65	95.97

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

II. **INFORMATION ABOUT MR. DAYA KISHAN GUPTA**

- (1) Background details:

Mr. Daya Kishan Gupta is 75 years old. He is a Graduate and joined the company since its incorporation as a promoter director in 1979. Using his extensive and in-depth experience in field of marketing, he looks after the marketing of the company helping it grow and reach the maximum number of satisfied customers across the country.

- (2) Past remuneration:

Rs. 700000 per month including perquisites as approved by the members in the annual general meeting held on 27th August, 2022.

- (3) Recognition or awards: Nil

- (4) Job profile and his suitability

Mr. Daya Kishan Gupta has in-depth experience in field of marketing, he looks after the marketing of the company. Keeping in view the background of Mr. Daya Kishan Gupta, he is best suitable for the job.

- (5) Remuneration proposed: As explained in resolution no.9 of this notice.

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

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

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

Mr. Daya Kishan Gupta is promoter and director of the company. He directly holds 170910 Eq. Shares of the company.

III. **OTHER INFORMATION**

1. During the year ending 31.03.2025, the company has profit of Rs. 125.65 lakh.

The proposed Remuneration is with the parameters given in schedule V.

2. Steps taken proposed to be taken for improvement : To expand the market 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.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

IV. OTHER INFORMATION & DISCLOSURE

Since there are more than one Whole Time Director, the aggregate and annual remuneration to such directors exceeds 5 percent of the net profits of the Company, therefore, in pursuance of Reg 17(6)(e) of SEBI LODR REG, resolution is required to be passed as a Special Resolution.

Further, as per provisions of schedule V of Companies Act, 2013, approval of shareholders by way of Special Resolution is required for appointment and payment of remuneration. Hence, the resolution.

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

None of the Directors and Key Managerial personnel of the Company except Mr. Daya Kishan Gupta himself and Mr. Adeep Gupta and Mr. Vijay Kumar 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. DK Gupta, Managing Director of the Company. His appointment shall not be subject to retirement by rotation as provided in the Act.

The Board recommends this resolution as set forth in the Notice as Item No. 9, be passed as Special Resolution for consideration and approval of the shareholders.

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

23rd July, 2025

Registered Office:

18th Km. Stone, Delhi Moradabad Road
NH-24, Village Amhera, Distt. J.P Nagar,
Uttar Pradesh-244102

CIN: L17291UP1979PLC004804

E-mail: info@prakashwoollen.com

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

Annexure to Explanatory statement

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

As required under Listing Regulations and Secretarial Standard-2, the particulars of Directors who are proposed to be appointed /re-appointed, during the year under review are furnished below:

Name	Mr. Adeep Gupta	Mr. Ashish Gupta	Mr. Kapil Gupta	Mr. Mayur Gupta
Designation	Whole time director	Whole time director	Whole time director	Director
Date of Birth	02-04-1972	27-02-1979	25-05-1975	06-07-1975
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.	23-07-2025	23-07-2025	23-07-2025
Qualification	Graduate	Graduate	Graduate	B.Arch
Experience	He has a good experience in the field of manufacturing, production and quality Management. He is also a person of integrity reliability.	He has 21 years of experience in the field of industry, business finance and corporate management. He is also a person of integrity reliability.	He has 21 years of experience in the field of corporate sales and Management. He is also a person of integrity reliability.	20 years of experience in architecture industry.
Profile	Mr. Adeep Gupta is associated with the company as a Vice President-Production since 2004 and appointed as a Director and WTD w.e.f 15.06.2020.	Mr. Ashish Gupta is associated with the company as a Vice President-Finance since 2004 and has wide experience in the field of Financing and appointed as a Director and WTD w.e.f. 23.07.2025	Mr. Kapil Gupta is associated with the company as a vice President-Sales since 2004 and has wide experience in the field of Sales Management and appointed as a Director and WTD w.e.f. 23.07.2025	Mr. Mayur Gupta holds a degree in Architecture. He is professionally qualified architect with years of experience in architectural design, project planning, and infrastructure development.
Directorship held in other Companies	NIL	2	2	NIL
Directorship held in Listed entities (other than Prakash Woollen & Synthetic Mills Limited)	NIL	NIL	NIL	NIL
Membership of Committees of the Board (only Listed Entities) in which Chairmanship, membership is held (includes only Audit Committee and Stakeholder Relationship Committee)	Prakash Woollen & Synthetic Mills Limited-Stakeholders Relationship committee	NIL	NIL	NIL
Numbers of shares held in the Company as on 31.03.2025	464320	143000	107770	NIL
No. of Board Meeting attended during the year	7	NIL	NIL	NIL

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

Terms & Conditions of appointment	Mr. Adeep Gupta is liable to retire by rotation and being eligible reappointed on same term and conditions as approved by the members in 45 th AGM.	Proposed remuneration to be paid is Rs. 5,00,000/-p.m. inclusive of perquisites. Proposed remuneration is as per the Nomination and Remuneration Policy of the Company. Terms and Conditions of appointment is as per the appointment letter	Proposed remuneration to be paid is Rs. 5,00,000/-p.m. inclusive of perquisites. Proposed remuneration is as per the Nomination and Remuneration Policy of the Company. Terms and Conditions of appointment is as per the appointment letter	Proposed remuneration is as per the Nomination and Remuneration Policy of the Company. Terms and Conditions of appointment is as per the appointment letter
Past Remuneration	Total remuneration was Rs. 7,00,000/- per month including perquisites.	Total remuneration was Rs. 2,50,000/- per month including perquisites.	Total remuneration was Rs. 2,50,000/- per month including perquisites.	NIL
Relationship with other Directors	Nephew of other 2 directors namely- Mr. Vijay Kumar Gupta, Mr. Daya Kishan Gupta	Son of Mr. Vijay Kumar Gupta and Nephew of Mr. Daya Kishan Gupta	Son of Mr. Daya kishan Gupta and Nephew of Mr. Vijay Kumar Gupta	None
Confirmation pursuant to BSEcircular dated 20.06.2018	It is confirmed that he is not debarred from holding the Office of Director by virtue of any SEBI Order or any such authority.	It is confirmed that he is not debarred from holding the Office of Director by virtue of any SEBI Order or any such authority.	It is confirmed that he is not debarred from holding the Office of Director by virtue of any SEBI Order or any such authority.	It is confirmed that he is not debarred from holding the Office of Director by virtue of any SEBI Order or any such authority.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

Annexure to Explanatory statement

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

As required under Listing Regulations and Secretarial Standard-2, the particulars of Directors who are proposed to be appointed /re-appointed, during the year under review are furnished below:

Name	Mr. Deepak Oberoi	Mr. Pankaj Kumar Mittal	Mr. Daya Kishan Gupta
Designation	Director	Independent Director	Managing Director
Date of Birth	21-08-1948	05-05-1967	06-06-1949
Date of first appointment	01-09-2025	23-07-2025	He is associated as director since incorporation of the company
Qualification	Diploma in mechanical engineer	Post Graduate, L.L.B , FCA(Chartered Accountant)	Graduate
Experience	40 years of experience in engineering industry.	33 years of experience	46 years of experience in the field of industry, business and corporate management.
Profile	Mr. Deepak oberoi possesses in-depth knowledge of industrial systems, production planning, equipment maintenance, quality assurance, and process optimization. His expertise lies in driving operational efficiency, implementing cost-effective technologies, and supporting sustainable engineering practices – all of which are critical to manufacturing-intensive industries such as woollen textiles.	Mr. Pankaj Kumar Mittal (DIN: 02169695) is a Fellow Member of the Institute of Chartered Accountants of India (ICAI), with over 33 years of experience in the finance, taxation, audit, and fields of corporate governance. He has held senior leadership roles across various industries and brings a strong understanding of financial controls, regulatory compliance, and strategic advisory. His appointment is expected to bring valuable insights and strengthen the Board's oversight functions. Mr. Pankaj Kumar Mittal holds LLB Degree in labour laws from Chaudhary Charan Singh University, Meerut. He pursued Chartered accountant from ICAI, Delhi. Mr. Pankaj Kumar Mittal has also attended a training program on independent directors.	Mr. Daya Kishan Gupta is on this post since incorporation and has wide experience in field of Marketing and Sales Management.
Directorship held in other Companies	NIL	9	NIL
Directorship held in Listed entities (other than Prakash Woollen & Synthetic Mills Limited)	NIL	NIL	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	NIL	NIL

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

Numbers of shares held in the Company as on 31.03.2025	NIL	NIL	170910
No. of Board Meeting attended during the year	NIL	NIL	Six out of Seven
Terms & Conditions of appointment	Proposed remuneration is as per the Nomination and Remuneration Policy of the Company. Terms and Conditions of appointment is as per the appointment letter	In compliance with the provisions of Sec. 149 read with Schedule IV of the Act, the appointment of Mr. Pankaj Kumar Mittal as an Independent Director to hold office for a first term of 5 (Five) consecutive years w.e.f. 23 rd July, 2025 To 22 nd July, 2030	Proposed remuneration to be paid is Rs. 7,00,000/-p.m. inclusive of perquisites. Proposed remuneration is as per the Nomination and Remuneration Policy of the Company. Terms and Conditions of appointment is as per the appointment letter
Past Remuneration	NIL	NIL	Total remuneration was Rs. 7,00,000/- per month including perquisites.
Relationship with other Directors	None	NIL	Brother of Mr. Vijay Kumar Gupta and Paternal Uncle of Mr. Adeep Gupta.
Confirmation pursuant to BSE circular dated 20.06.2018	It is confirmed that he is not debarred from holding the Office of Director by virtue of any SEBI Order or any such authority	It is confirmed that he is not debarred from holding the Office of Director by virtue of any SEBI Order or any such authority	It is confirmed that he is not debarred from holding the Office of Director by virtue of any SEBI Order or any such authority

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

23rd July, 2025
Registered Office:
18th Km. Stone, Delhi Moradabad Road
NH-24, Village Amhera, Distt. J.P Nagar,
Uttar Pradesh-244102
CIN: L17291UP1979PLC004804
E-mail: info@prakashwoollen.com.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

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

46th Annual General Meeting – August 30th, 2025 at 12:30 P.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 46th Annual General Meeting of the Company to be held at 18th Km Stone Delhi Moradabad Road, NH-24, Village Amhera, Distt. J.P Nagar-244102 on Saturday, the 30th day of August, 2025 at 12:30 P.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 Fiancial statements of the company alongwith the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2025.		
2.	To appoint a director in place of Mr. Adeep Gupta (DIN: 06612645), who retires by rotation and being eligible offers himself for re-appointment.		
	Special Business		
3.	Appointment of Secretarial Auditors and fixation of remuneration.		
4.	Appointment of Mr. Ashish Gupta (DIN: 08708369) as a Director of the Company.		
5.	Appointment of Mr. Kapil Gupta (DIN: 08708451) as a Director of the Company.		
6.	Appointment of Mr. Mayur Gupta (DIN: 11191064) as a Director of the Company.		
7.	Appointment of Mr. Deepak Oberoi (DIN: 11191007) as a Director of the Company.		
8.	Appointment of Mr. Pankaj Kumar Mittal (DIN: 02169695) as a Non- Executive Independent Director of the Company.		
9.	Re-Appointment of Mr. Daya Kishan Gupta (DIN: 00337569) as Managing Director who has attained the age of 75 years.		
10.	Appointment of Mr. Ashish Gupta (DIN: 08708369) as a Whole Time Director.		
11.	Appointment of Mr. Kapil Gupta (DIN: 08708451) as a Whole Time Director.		

Signed this day of 2025

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 46th Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
4. Please complete all details including detail of member(s) in above box before submission.

ATTENDANCE SLIP

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

Regd. Office: 18th Km Stone Delhi Moradabad Road,
NH-24, Village Amhera, Distt. J.P Nagar-244102
Tel: 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 sixth Annual General Meeting of the Company on Saturday, the 30th day of August, 2025, at 12:30 p.m. at 18th Km Stone, Delhi Moradabad Road, NH-24, Village Amhera, Distt. J. P. Nagar- 244102.

Full name of proxy (in case of proxy)

Signature of first holder/proxy

Note:

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: 18th 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

- 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 46th Annual General Meeting (AGM) of the Company to be held on Saturday, 30th August, 2025 at 12.30 P.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)/We assent to the Resolution	(AGAINST)/We dissent to the Resolution
1.	Adoption of 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, 2025	Ordinary			
2.	To appoint a director in place of Mr. Adeep Gupta (DIN: 06612645), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary			
3.	Appointment of Secretarial Auditors and fixation of remuneration.	Ordinary.			
4.	Appointment of Mr. Ashish Gupta (DIN: 08708369) as a Director of the Company.	Ordinary			
5.	Appointment of Mr. Kapil Gupta (DIN: 08708451) as a Director of the Company.	Ordinary			
6.	Appointment of Mr. Mayur Gupta (DIN: 11191064) as a Director of the Company.	Ordinary			
7.	Appointment of Mr. Deepak Oberoi (DIN: 11191007) as a Director of the Company.	Special			
8.	Appointment of Mr. Pankaj Kumar Mittal (DIN: 02169695) as a Non-Executive Independent Director of the Company	Special			
9.	Re-Appointment of Mr. Daya Kishan Gupta (DIN: 00337569) as Managing Director who has attained the age of 75 years.	Special			
10.	Appointment of Mr. Ashish Gupta (DIN: 08708369) as a Whole Time Director	Special			
11.	Appointment of Mr. Kapil Gupta (DIN: 08708451) as a Whole Time Director.	Special			

Date:

Place :

Signature of the Member

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

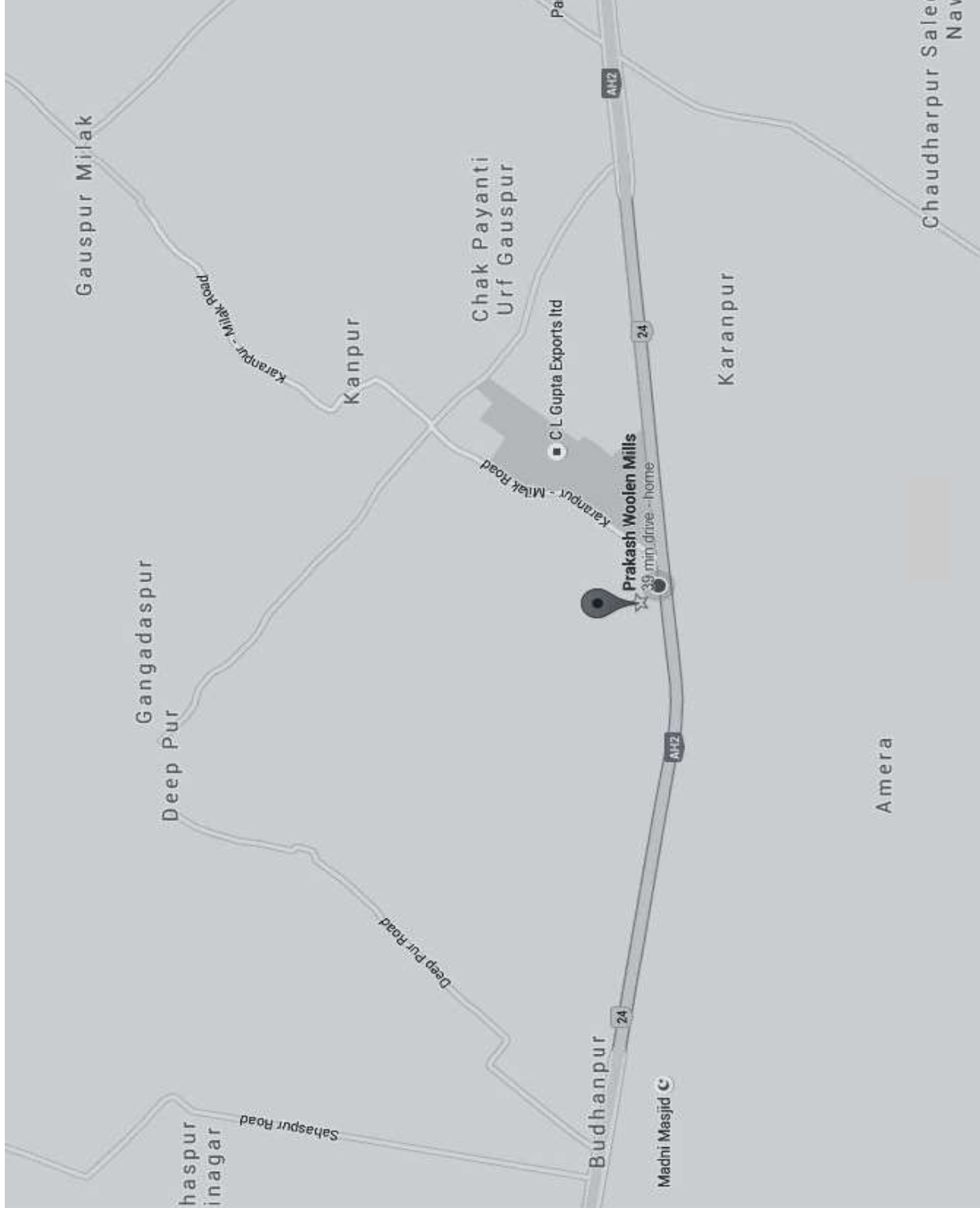
INSTRUCTIONS

- 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 30th day of August, 2025 as per the Register of Members of the Company.
- 5) A Member may request for a duplicate Ballot Form, if so required.
- 6) Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
- 7) The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
- 8) The results declared along with Scrutinizer's Report, shall be communicated to the BSE Limited where the shares of the Company are listed.

Route Map for the venue of AGM of Prakash Woollen & Synthetic Mills Limited to be held on Saturday, 30th August, 2025 at 12:30 P.M. at the Registered office of the Company.



If Undelivered please return to :

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

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