



PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

(formerly known as Prakash Woollen Mills Limited)

Annual Report

2015-2016

BOARD OF DIRECTORS

Mr. Jai Kishan Gupta
Chairman & Managing Director

Mr. Vijay Kumar Gupta
Whole Time Director & CFO

Mr. Daya Kishan Gupta
Whole Time Director

Mr. Ved Prakash Gupta
Whole Time Director

Mr. Pramod Kumar Agarwal
Independent Director

Mr. Mahendra K. Agarwal
Independent Director

Mr. Vijay Anand Rastogi
Independent Director

Dr. Satish Kumar Raj
Independent Director

Mrs. Sushma Pandey
Independent Director

COMPANY SECRETARY

Ms. Shivangi Agarwal

BANKERS

State Bank of India
Commercial Branch,
Moradabad, U. P.

STATUTORY AUDITORS

M/s. A. Anand & Co.
Chartered Accountants
Moradabad, U. P.

SECRETARIAL AUDITORS

Mr. R. S. Bhatia
Company Secretary in Practice
New Delhi

REGISTERED OFFICE

18th KM, Stone, Delhi Moradabad Road,
NH-24, Village Amhera, Distt. J.P. Nagar-244102
Ph. No.: 0591-2223008/18; Fax: 0591-2223009
Email id: info@prakashwoollen.com
Website: www.prakashwoollen.com

REGISTRAR & TRANSFERS AGENTS

Skyline Financial Services Private Limited,
D-153 A, 1st Floor, Okhla, Indl. Area, Phase-I,
New Delhi-110024
Ph. No.: 01126812682/83 Fax: 011-30857562
Email id: admin@skylinerta.com

LISTING

Bombay Stock Exchange

CORPORATE IDENTIFICATION NUMBER

CIN:L17291UP1979PLC004804

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PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

(formerly known as Prakash Woollen Mills Limited)

Regd. Office: 18th Km Stone Delhi Moradabad Road,

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

Tel: 0591-2223008/18 Fax:0591-2223009

website : www.prakashwoollen.com ; Email : info@prakashwoollen.com

CIN: L17291UP1979PLC004804

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the Members of **Prakash Woollen & Synthetic Mills Limited (formerly known as Prakash Woollen Mills Limited)** will be held on Friday, the 23rd day of September, 2016 at 11:30 AM 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 Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ved Prakash Gupta (DIN: 00434369), 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:

Re-Appointment of Auditors and fixation of remuneration

“RESOLVED THAT pursuant to the provisions of section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, as amended from time to time and as recommended by audit committee, M/s. A. Anand & Co., Chartered Accountants (Firm Registration No. **005147C**), be and are hereby re-appointed as Auditors of the Company, for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in the year 2021, at such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESSES

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

APPOINTMENT OF MR. JAI KISHAN GUPTA (DIN: 00337659) AS MANAGING DIRECTOR

“RESOLVED THAT in accordance with the provisions of Section 196, 197 & 203 read with rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and with Schedule V and all other applicable Statutory provisions of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee, approval of the shareholders be and is hereby accorded to the continuance of the appointment of Mr. Jai Kishan Gupta as Managing Director even after attaining the age of 70 years on 08.07.2017 till his present term ends i.e. 31.03.2019 on same terms & conditions as already approved by Company at the Annual General Meeting held on 25th September, 2014 and any modification(s) made thereafter.”

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

(Jai Kishan Gupta)

Chairman & Managing Director

DIN : 00337659

August 12, 2016

Registered Office:

18th Km. Stone, Delhi Moradabad Road

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

Uttar Pradesh-244102

CIN: L17291UP1979PLC004804

E-mail: info@prakashwoollen.com

NOTES:

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE APPOINTMENT OF PROXY SHALL BE IN THE FORM NO. MGT-11. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE. THE BLANK PROXY FORM IS ATTACHED.**
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) 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 shareholder.

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3. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of Secretarial Standard II, of the person seeking re-appointment as Director under Item No. 2 and for continuance of appointment of Mr. Jai Kishan Gupta as Managing Director as per item no 4 of the Notice, are annexed as Annexure 1.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of place of the meeting. Proxy/representative of a member should mark on the Attendance Slip as "Proxy" or "Representative" as the case may be.
7. Members who hold shares in dematerialized mode are requested to intimate any changes pertaining with their bank account details, ECS mandates, nominations, power of attorney, change of address/name etc. to their Depository Participant only and not to the Company's Registrar & Share Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better service to the members.
8. Members holding shares in physical form are requested to intimate all changes pertaining to their bank details, ECS mandates, nominations, power of attorney, change of address/name etc. to the Company's Registrar & Share Transfer Agent quoting their registered folio number.
9. Members/Proxies/Authorized Representative are requested to:
 - a. Bring their copy of the Annual Report for the meeting and duly filled attendance Slip enclosed herewith along with a valid identity proof such as the PAN card, passport, AADHAR card, or driving license to attend the meeting.
 - b. Note that all correspondence relating to share transfers/transmission/Dividend/ Demat of shares etc should be addressed to Registrar and Transfer Agents of the Company, viz. Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase I, New Delhi, Delhi 110020.
 - c. Quote their DP ID No. /Client ID No. or folio number in all their correspondence.
10. Members desirous of having any information regarding accounts are requested to address their queries to the Compliance Officer at the registered office of the Company at least seven days before the date of the meeting, so that the requisite information is made available at the meeting.
11. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
12. The annual report for 2015-16 along with the notice of Annual General Meeting, attendance slip and proxy form is being sent by electronic mode to all the shareholders who have registered their email ids with the depository participants / registrar and share transfer agent unless where any member has requested for the physical copy. Members who have not registered their email ids, physical copies of the annual report 2015-16 along with the notice of annual general meeting, attendance slip and proxy form are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website www.prakashwoollen.com for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's email id viz. compliance@prakashwoollen.com.
Pursuant to Section 101 of the Companies Act, 2013 and rules made there under, the companies are allowed to send communication to shareholders electronically. We therefore, request you to kindly register/update your email ids with your respective depository participant and Company's registrar and share transfer agent (in case of physical shares) and make this initiative a success.
13. SEBI has made the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Share Transfer Agents, Skyline Financial Services (P) Ltd.
14. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
15. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Skyline Financial Services (P) Ltd. for assistance in this regard.
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in same order of names are requested to send share certificates to Skyline Financial Services (P) Ltd (RTA), for consolidation in to a single folio.

17. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.

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

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

The Board of Directors has appointed Mr. Rupinder Singh Bhatia, Practicing Company Secretary (Membership No. FCS 2599), as 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 exchanges where the shares of the Company are listed.

The route map along with prominent land mark for easy location of the 37th Annual General Meeting venue is printed on the last page of the Annual report.

The instructions for shareholders voting electronically are as under:

- (i) The e-voting voting period begins on 20th September, 2016 (10:00 Hours (IST)) and ends on 22nd September, 2016 (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 16th September, 2016, may cast their vote electronically. The e-voting module shall be displayed by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number/member ID in the PAN field. • In case the sequence number/member ID is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number/member ID 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED (formerly known as Prakash Woollen Mills Limited)

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

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the **PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT PURSUING TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item No. 4

The members may recall that at the Annual General Meeting held on 25th September, 2014, Mr. Jai Kishan Gupta (DIN: 00337659) was appointed as Managing Director by the members for a term of five years w.e.f. 01.04.2014 upto 31.03.2019 at a remuneration as fixed by the members and any modification made thereof, if any. Section 196(3) of the Companies Act, 2013 read with schedule V, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution.

Mr. Jai Kishan Gupta will attain the age of 70 years on 08.07.2017 and hence continuation of his employment as Managing Director requires the approval of members by way of a special resolution.

The Board of Directors at their meeting held on 12.08.2016, considered on the recommendation of Nomination & Remuneration Committee and approved that his appointment should continue even after his attaining the age of 70 years keeping in view his contribution to the Company’s growth his expertise & experience for the rest of his term that is upto 31.03.2019 on same terms & conditions as already approved by shareholders as Annual General Meeting held on 25th September, 2014 and any modification made thereafter.

None of the Directors and Key Managerial Personnel of the Company being his relatives except Mr. Vijay Kumar Gupta, Mr. Jai Kishan Gupta himself, Mr. Daya Kishan Gupta and Mr. Ved Prakash Gupta are concerned or interested financially or otherwise in the resolution.

The Directors recommend the resolution for approval of the shareholders.

By Order of the Board of Directors
For Prakash Woollen & Synthetic Mills Limited
Sd/-
(Jai Kishan Gupta)
Chairman & Managing Director
DIN : 00337659

August 12, 2016
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 (formerly known as Prakash Woollen Mills Limited)

Annexure 1

Details of Directors Seeking Re-appointment at the 37th Annual General Meeting

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Clause 1.2.5 of Secretarial Standards.

Name	Mr. Ved Prakash Gupta	Mr. Jai Kishan Gupta
Designation	Whole Time Director	Chairman & Managing Director
Date of Birth	20-01-1942	08-07-1947
Date of first appointment	23-08-1979	23-08-1979
Qualification	Graduate	Graduate
Experience	37 years	37 years
Profile	The company under his able guidance, has grown tremendously and has been able to maintain a steady and sustainable growth rate.	He has gained rich experience in textile industry and is incharge of production of the company.
Directorship held in other Companies	SG Graphics Pvt. Ltd.	NIL
Directorship held in Listed entities (other than Prakash Woollen & Synthetic Mills Limited)	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
Numbers of shares held in the Company	176393	417960
No. of Board Meeting attended during the year	Three	Five
Terms & Conditions of appointment/ re-appointment	Rs. 2,50,000 per month including perquisites	Rs. 3,50,000 per month including perquisites
Past Remuneration	Rs. 24,00,000 p.a	Rs. 30,00,000 p.a
Relationship with other Directors	Brother of Vijay Kumar Gupta, Daya Kishan Gupta and Jai Kishan Gupta	Brother of Vijay Kumar Gupta, Daya Kishan Gupta and Ved Prakash Gupta

By Order of the Board of Directors
For Prakash Woollen & Synthetic Mills Limited
Sd/-
(Jai Kishan Gupta)
Chairman & Managing Director
DIN : 00337659

August 12, 2016
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

BOARD'S REPORT

To The Members,

Your Directors are pleased to present their Report for the Financial Year ended March 31, 2016.

FINANCIAL SUMMARY OF THE COMPANY

Particulars	(Rs. in lacs) 2015-2016	(Rs. in lacs) 2014-2015
Gross Sales	9498.57	8818.36
Other Income	28.39	27.66
Total Revenue	9526.96	8846.02
Profit before Depreciation & Tax	811.08	715.93
Depreciation	419.90	360.79
Profit before Tax	391.18	355.14
Tax adjustment for Current year	(120.19)	(93.29)
Tax adjustment for Deferred Tax	(5.67)	(28.01)
Profit after Tax	265.32	233.84

KEY HIGHLIGHTS/ REVIEW OF OPERATIONS

During the period under consideration the revenue of the Company has increased from Rs. 8818.36 lakh to Rs 9498.57 lakh.

However the net profit after Tax of the Company has increased from Rs. 233.84 Lakh to Rs. 265.32 Lakh. Your directors hope for better results in the coming financial years.

STATEMENT OF AFFAIRS

The company specializes in the production of Mink Blankets and Bed Covers. The manufacturing unit boasts of state-of-the-art machinery based on the most advanced technology which has been specially imported for the production facility. The company has streamlined facilities for knitting, dyeing, processing, printing, finishing and packaging. The complete facility is backed by the team of highly skilled and experienced workforce, who ensure zero defects at every stage of production.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There are no material changes affecting the affairs of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of this report.

CHANGE IN NAME OF THE COMPANY

The Shareholders may recall that by way of Postal Ballot held on 10.07.2015, approval was obtained to change the name of company from Prakash Woollen Mills Limited to Prakash Woollen & Synthetic Mills Limited. Subsequently company received a fresh Certificate of Incorporation dated 27.07.2015.

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the Business during the financial year under review.

DIVIDEND & RESERVES

In order to meet the additional working capital requirements of the Company, No Dividend has been declared. During the period under review, no amount was transferred to General Reserve.

CAPITAL STRUCTURE

The paid up Equity Share Capital as at March 31, 2016 stood at 1025.98 Lakh. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2016, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(3) read with Schedule V (B) of the Securities of Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, is presented in a separate section forming part of the Annual Report.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Your company does not have any unlisted/listed subsidiary company or Joint Ventures or any Associate Companies.

Pursuant to the provisions of the Rule 8 of Companies (Accounts) Rules, 2014, Form AOC-1 is attached as **Annexure I**.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally. The report on Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions or covered under Section 188 of the Companies act, 2013. Hence, the details of such contracts or arrangements with its related parties are not disclosed in Form AOC-2 as prescribed under the Companies Act, 2013 and the Rules framed thereunder.

Considering the nature of the industry in which the Company operates, transactions with related parties of the Company are in the ordinary course of business specially w.r.t. transactions which are also on arms' length basis. All such related Party Transactions are placed before the Audit Committee for approval, wherever applicable. Prior omnibus approval for normal business transactions is also obtained from the Audit Committee for the related party transactions which are of repetitive nature as well as for the normal business transactions which cannot be foreseen and accordingly the details of related party transactions entered into by the company pursuant to each of the omnibus approval give has been reviewed by audit committee on a quarterly basis in terms of the approval of the Committee.

The Policy on dealing with related party transactions and on determining materiality of related party transactions as approved by the Board may be accessed on the Company's website at the link <http://www.prakashwoollen.com/reports/polices/related-party-policy.pdf>

RISK MANAGEMENT

In accordance with provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is not required to maintain Risk Management Committee. Hence, at the meeting of the Board of Directors held on 08.02.2016, your directors decided to dissolve the Risk Management Committee w.e.f. 08.02.2016. The roles and responsibilities as entrusted with the committee earlier shall be looked into by the Board at their Board Meetings.

Further, a Risk Management Policy of the Company as adopted by the Board during the FY 2014-15 is available on Company's Website at the link http://www.prakashwoollen.com/reports/polices/PWM_Risk_Management_Policy.pdf

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to the provisions of Section 135 of the Companies Act, 2013 every company having network of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board and shall formulate a Corporate Social Responsibility Policy. Your Company is not falling under the preview of said section during the year.

INTERNAL FINANCIAL CONTROLS

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Company's Internal Control Systems are commensurate with the nature of its business and the size and complexity of its operations. It comprises of audit and compliance by internal audit checks by M/s Agarwal Pawan Kumar & Co, Internal Auditors of the Company.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED (formerly known as Prakash Woollen Mills Limited)

The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the financial transactions and review various business processes. Independence of the Internal Auditors and compliance is ensured by the direct report of Internal Auditors to the Audit Committee of the Board.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

No change has occurred during the Financial Year 2016

DECLARATION BY INDEPENDENT DIRECTORS

There was no Appointment and Re-appointment of Independent Director during the year.

The existing Independent directors had submitted their disclosure to the Board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of Section 149 read with Schedule IV of the Companies Act, 2013. The Board confirms that the independent directors meet the criteria as laid down under the Companies Act, 2013.

FORMAL ANNUAL EVALUATION

The Companies Act, 2013 mandates that the Board shall monitor and review the Board evaluation framework. The framework includes the evaluation of directors on various parameters such as:

- Board dynamics and relationships
- Information flows
- Decision-making
- Relationship with stakeholders
- Company performance and strategy
- Tracking Board and committees' effectiveness
- Peer evaluation

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board and as collated by Nomination and Remuneration Committee and the Board expressed its satisfaction.

The details of the framework for performance evaluation of Independent Directors, Board, Committees and other individual Directors are placed on the website of the company at the link: <http://prakashwoollen.com/node/190>

The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link: <http://prakashwoollen.com/node/189>

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, key managerial personnel and senior management of the company. This policy also lays down criteria for selection and appointment of Board Members. The details of the policy are explained in the Corporate Governance Report.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

M/s A. Anand & Co., Chartered Accountants, (Firm Registration No. 005147C), Statutory Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

Cost Auditors

Companies (cost records and audit) (Amendment) Rules, 2015 are not applicable on the Company for the financial year 2015-16:

Secretarial Auditor

Pursuant to the provision of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company with the approval of the Board, appointed Shri Rupinder Singh Bhatia (PCS No. 2514), Practising Company Secretary to conduct the Secretarial Audit of the Company for the financial year 2015-16, as required under Companies Act, 2013. The Secretarial Audit Report forms part of the Annual Report as **Annexure II** to the Board's Report.

The Secretarial Audit Report contains the qualification that the date of birth of Mr. Jai Kishan Gupta is different in DIN details as compared to PAN data base. With reference to difference in date of birth, Mr. Jai Kishan Gupta explained that date of birth in PAN data base is incorrect and he had applied for correction in PAN data base.

COMPOSITION OF COMMITTEES

Audit Committee

The Audit Committee comprises Independent Directors namely Mr. Vijay Anand Rastogi (Chairman), Mr. Mahendra Kumar Agarwal and Dr. S.K Raj as other members. All the recommendations made by the Audit Committee were accepted by the Board.

Nomination and Remuneration Committee

The Board of Directors constituted a Nomination and Remuneration Committee comprising three Non-Executive Independent Directors namely Mr. Vijay Anand Rastogi (Chairman), Mr. Mahendra Kumar Agarwal and Dr. S.K Raj as other members. The function of the Nomination and Remuneration Committee includes recommendation of appointment of Whole-time Director(s)/ Managing Director/Joint Managing Director and recommendation to the Board of their remuneration.

A Nomination and Remuneration Committee has been constituted under section 178 of the Companies Act 2013 for formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

The aforesaid policy has been posted on the Website of the Company (<http://www.prakashwoollen.com/reports/policies/nomination-remuneration-policy.pdf>)

Stakeholder Relationship Committee

The Board of Directors constituted a Stakeholder Relationship Committee comprising three Non-Executive Independent Directors namely Mr. Vijay Anand Rastogi (Chairman), Mr. Vijay Kumar Gupta and Mr. Daya Kishan Gupta as other members. The Stakeholder Relationship Committee, inter alia, oversees and reviews all matters connected with the investor services in connection with applications received and shares allotted in the Initial Public Offer, status of refund account, conversion of partly paid shares into fully paid shares, rematerialization and dematerialization of shares and transfer of shares of the Company.

The Committee oversees performance of the Registrar and Transfer Agents of the Company and recommends measures for overall improvement in the quality of investor services.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, includes an Ethics & Compliance Task Force comprising senior executives of the Company. The Company has a whistle blower policy/ vigil mechanism for directors and employees to report genuine concerns or grievances.

The whistle Blower policy has been posted on the Website of the Company (<http://www.prakashwoollen.com/reports/policies/whistle-blower-policy.pdf>)

MEETINGS OF THE BOARD OF DIRECTORS

Five meetings of the Board of Directors were held during the year. The details of the meetings of the Board held during the financial year 2015-16 forms part of the Corporate Governance Report.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

The Company has not given any loan, made investment and provided security in terms of section 186 of the Companies Act, 2013.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in **Annexure III** to this Report.

DEPOSIT

Your Company has neither accepted nor any fixed deposit was outstanding as on the Balance Sheet date.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return in Form No. MGT – 9, as required under Section 92 of the Companies Act, 2013, is included in this Report as **Annexure IV** and forms an integral part of this Report.

PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Non-executive directors	Ratio to median Remuneration
Mr. Vijay Anand Rastogi	0.05:1
Mr. Pramod Kumar Agarwal	0.03:1
Mr. Mahendra Kumar Agarwal	0.06:1
Mr. Satish Kumar Raj	0.05:1
Ms. Sushma Pandey	0.05:1

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED (formerly known as Prakash Woollen Mills Limited)

Executive directors	Ratio to median Remuneration
Mr. Vijay Kumar Gupta	7.51:1
Mr. Daya Kishan Gupta	7.51:1
Mr. Jai Kishan Gupta	7.51:1
Mr. Ved Prakash Gupta	6.01:1

- b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
Mr. Vijay Kumar Gupta	0
Mr. Daya Kishan Gupta	0
Mr. Jai Kishan Gupta	0
Mr. Ved Prakash Gupta	0
Mr. Vijay Anand Rastogi	- 45.95
Mr. Pramod Kumar Agarwal	- 50.00
Mr. Mahendra Kumar Agarwal	- 21.88
Mr. Satish Kumar Raj	- 9.09
Ms. Sushma Pandey	100.00
Ms. Shivangi Agarwal	45.21

* Remuneration of Independent Director is sitting fees.

- c. The percentage increase in the median remuneration of employees in the financial year: 5.71%

- d. The number of permanent employees on the rolls of Company: 27

- e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average annual increase was around 9.51%.

No increase was made in managerial remuneration for the year.

- f. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms remuneration is as per the remuneration policy of the Company.

Information Pursuant to compliance Section 197 of the Act read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

S. No	Name of The Employee	Designation	Nature of Employment	Educational Qualification	Age	Experience (in years)	Date of Joining	Remuneration Paid (₹)	Whether employee is relative of Director
1	Vijay Kumar Gupta	Whole Time Director & CFO	Permanent	Commerce Graduate	63	37	23/08/1979	3000000	Brother of Mr. Daya Kishan Gupta, Mr. Jai Kishan Gupta, Mr. Ved Prakash Gupta
2	Daya Kishan Gupta	Whole Time Director	Permanent	Commerce Graduate	67	37	23/08/1979	3000000	Brother of Mr. Vijay Kumar Gupta, Mr. Jai Kishan Gupta, Mr. Ved Prakash Gupta
3	Jai Kishan Gupta	Chairman & Managing Director	Permanent	Commerce Graduate	69	37	23/08/1979	3000000	Brother of Mr. Vijay Kumar Gupta, Mr. Daya Kishan Gupta, Mr. Ved Prakash Gupta
4	Ved Prakash Gupta	Whole Time Director	Permanent	Commerce Graduate	74	37	23/08/1979	2400000	Brother of Mr. Vijay Kumar Gupta, Mr. Daya Kishan Gupta, Mr. Jai Kishan Gupta
5	Kapil Gupta	Vice President-Sales & Marketing	Permanent	M.Com	41	16	1/6/2004	1440000	Son of Mr. Daya Kishan Gupta
6	Adeep Gupta	Vice President-Production	Permanent	Commerce Graduate	44	19	1/7/2004	1440000	Son of Mr. Jai Kishan Gupta
7	Ashish Gupta	Vice President-Finance	Permanent	Commerce Graduate	37	12	1/7/2004	1440000	Son of Mr. Vijay Kumar Gupta
8	Sanjay Kumar Agarwal	Manager-Plant & Operations	Permanent	Mechanical Engineer-B.E	56	30	1/4/2000	1440000	NIL
9	Praveen Gupta	Manager Accounts	Permanent	B.Com, FCA	56	30	1/11/1994	1368000	NIL
10	Omkar Dongre	General Manager	Permanent	Diploma in Industrial Management	57	35	1/1/2015	1260000	NIL

GENERAL DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares/ ESOP) to employees of the Company under any scheme.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board of Directors

Place : Vill Amhera (J.P. Nagar)
Date : 12th August 2016

Jai Kishan Gupta
Chairman and Managing Director
DIN: 00337659

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details	
1.	Sl. No.		
2.	Name of the subsidiary		
3.	The date since when subsidiary was acquired		
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period		
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries		
6.	Share capital		
7.	Reserves & surplus		
8.	Total assets		
9.	Total Liabilities		
10.	Investments		
11.	Turnover		
12.	Profit before taxation		
13.	Provision for taxation		
14.	Profit after taxation		
15.	Proposed Dividend		
16.	Extent of shareholding (In percentage)		

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations - N.A.
- Names of subsidiaries which have been liquidated or sold during the year - N.A.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures				
1.	Latest audited Balance Sheet Date			
2.	Date on which the Associate or Joint Venture was associated or Acquired			
3.	Shares of Associate/Joint Ventures held by the company on the year end No.			
	Amount of Investment in Associates/Joint Venture			
	Extend of Holding (In percentage)			
4.	Description of how there is significant influence			
5.	Reason why the associate/joint venture is not consolidated			
6.	Net worth attributable to shareholding as per latest audited Balance Sheet			
7.	Profit/Loss for the year			
i.	Considered in Consolidation			
ii.	Not Considered in Consolidation			

- Names of associates or joint ventures which are yet to commence operations - N.A.
- Names of associates or joint ventures which have been liquidated or sold during the year - N.A.

Sd/-
V. K. GUPTA
 CFO & Whole Time Director
 DIN-00335325

Sd/-
J. K. GUPTA
 Managing Director
 DIN-00337659

Sd/-
Shivangi Agarwal
 Company secretary

Place: Village. Amhera (J.P. Nagar)
 Dated: 30 May 2016

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
Prakash Woollen & Synthetic Mills Limited
18th km Stone, Delhi Moradabad Road
Nh-24, Village Amhera
District J P Nagar, Uttar Pradesh
CIN No.: L17291UP1979PLC004804

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by "Prakash Woollen & Synthetic Mills Limited" formerly known as "Prakash Woollen Mills Limited" (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing my opinion thereon.

I report that:

1. Maintenance of Secretarial and other laws records/compliance is the responsibility of the management of the Company. My responsibility is to express an opinion on such records/compliance, based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records.
3. I have not verified the correctness and appropriateness of the financial statements of the company.
4. Where ever required, I have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of the corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 1956 (to the extent applicable) and Companies Act, 2013 read with the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(NOT APPLICABLE ON THE COMPANY)**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(NOT APPLICABLE ON THE COMPANY)**

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED (formerly known as Prakash Woollen Mills Limited)

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(NOT APPLICABLE ON THE COMPANY)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(NOT APPLICABLE ON THE COMPANY)**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(NOT APPLICABLE ON THE COMPANY)** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(NOT APPLICABLE ON THE COMPANY)**
- (vi) As informed to me the following other laws specifically applicable to the company are as under:
- a) Explosives Act, 1884
 - b) Petroleum Act, 1934
 - c) Hazardous Wastes (Management and Handling) Rules, 1989 & Amendment Rule 2003
 - d) Indian Boilers Act, 1923

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India to the extent applicable.
- (ii) The Listing Agreement as applicable from 1st April, 2015 to 30th November, 2015 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as applicable from 1st December, 2015 onwards for the financial year 2015-2016.

I further report that:

Compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit and the same has been subject to review by the Statutory Auditors and others designated professionals.

Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on review of quarterly compliance reports taken on record by the Board of Directors of the Company in my opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance of provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above and applicable general laws like labour laws, environmental laws, etc. except that as per the information made available on MCA site, the Date of Birth of Mr. Jai kishan Gupta is different in DIN Deatils as compared to PAN database.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman the decisions of the Board were unanimous and no dissenting views have been recorded.

Based on the compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) of the Managing Director and taken on record by the Board of Directors at its meeting(s), I am of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with the specifically applicable laws, rules, regulations and guidelines.

I further report that:

The Company sought approval of the Shareholders through Postal Ballot for the following:

- Change in the Name of the Company from “Prakash Woollen Mills Limited” to “Prakash Woollen & Synthetic Mills Limited” with consequential amendments in Memorandum and Articles of Association of the Company.
- Change in the object clause of MOA
- In relation to Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 to create such charges etc. and to borrow any sum or sums of money respectively, not exceeding at any time, a sum of Rs. 50 crore.

R.S. BHATIA
PRACTICING COMPANY SECRETARY
CP NO.: 2514

PLACE : NEW DELHI
DATE : 25.07.2016

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) Conservation of energy:

- (i) the steps taken or impact on conservation of energy;

In line with the company's commitment toward conservation of energy, it continues with its efforts aimed at improving energy efficiency through improved operational and maintenance practices. The steps taken in this direction include: replacement of inefficient motor with energy efficient motors, replacement of lightings with LED and installation of capacitors at various machines.

- (ii) the steps taken by the company for utilising alternate sources of energy;

The Company utilizes petcoke as fuel in its boilers. In addition, the Company is looking for utilizing other alternate sources of energy in its factory.

- (iii) the capital investment on energy conservation equipments : NIL

(B) Technology absorption:

- (i) the efforts made towards technology absorption;

The efforts made by the company towards technology absorption during the year under review are:

- Efficient utilization of new boiler to reduce fuel consumption.
- Replacement of Lighting with LED.

- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution;

The company has set a standard that can match any global company in international products. The company produces mink blankets of single ply as well as of double ply with superfine finish.

- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- :
Not Applicable

(a) the details of technology imported;

(b) the year of import;

(c) Whether the technology been fully absorbed;

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and

- (iv) the expenditure incurred on Research and Development. : NIL

(C) Foreign exchange earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year:

	2015-16	2014-15
	NIL	NIL

The Foreign Exchange outgo during the year in terms of actual outflows:

	2015-16	2014-15
Imports	312.96	740.94
Travelling	9.22	6.59
	322.18	747.53

For and on behalf of the Board of Directors

Place : Vill Amhera (J.P. Nagar)
Date : 12th August 2016

Jai Kishan Gupta
Chairman and Managing Director
DIN: 00337659

FORM NO. MGT 9

**EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31.03.2016**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.**

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L17291UP1979PLC004804
2.	Registration Date	23/08/1979
3.	Name of the Company	PRAKASH WOOLLEN AND SYNTHETIC MILLS LIMITED (formerly known as Prakash Woollen Mills Limited)
4.	Category/Sub-category of the Company	Category: Company Limited by Shares Sub-Category : Indian Non-Government Company
5.	Address of the Registered office & contact details	18th Km Stone, Delhi Moradabad Road, NH-24, Vill-Amhera, Distt. J. P. Nagar-244102 Ph. No.: 0591-2223008/18; Fax: 0591-2223009 Website: www.prakashwoollen.com E-mail: info@prakashwoollen.com
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Private Ltd, D-153 A, 1 st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020. Tel.: +91 11 64732681-88 Fax: +91 11 26812682 Email : admin@skylinerta.com Website:www.skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Blanket	13926	100%
2			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate Company	% of Shares Held	Applicable Section
1			N.A		
2					

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED (formerly known as Prakash Woollen Mills Limited)

III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	6414698	36822	6451520	62.88	6441520	0	6441520	62.78	-0.10%
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)	6414698	36822	6451520	62.88	6441520	0	6441520	62.78	-0.10%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	13400	13400	0.13	0	13400	13400	0.13	0
b) Banks / FI	120000	0	120000	1.17	120000	0	120000	1.17	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	120000	13400	133400	1.30	120000	13400	133400	1.30	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	120589	127400	247989	2.42	144281	127400	271681	2.65	0.23
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	105706	593600	699306	6.82	278713	568600	847313	8.26	1.44
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2033386	486280	2519666	24.56	1916157	431380	2347537	22.88	- 1.68
c) Others (specify)	200369	0	200369	1.95	203204	0	203204	1.98	0.03
Non Resident Indians	3000	4500	7500	0.07	8045	4500	12545	0.12	0.05
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	2550	0	2550	0.02	0.02
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	2463050	1211780	3674830	35.82	2552950	1131880	3684830	35.92	0.10
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2583050	1225180	3808230	37.12	2672950	1145280	3818230	37.22	0.10
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	8997748	1262002	10259750	100	9114470	1145280	10259750	100	0.00

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED (formerly known as Prakash Woollen Mills Limited)

ii) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change shareholding during in the year
		No. of Shares	% of total Share of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Share of the company	% of Shares Pledged / encumbered to total shares	
1	RAM KISHAN GUPTA (HUF)	36822	0.36	0	36822	0.36	0	0
2	MANJUSHA AGARWAL	68305	0.67	0	68305	0.67	0	0
3	SANJAY KUMAR AGARWALA	52560	0.51	0	52560	0.51	0	0
4	SANJEEV GUPTA	12580	0.12	0	12580	0.12	0	0
5	ATUL GUPTA	78795	0.77	0	78795	0.77	0	0
6	SHALINI GUPTA	10000	0.10	0	10000	0.10	0	0
7	ATUL GUPTA	15000	0.15	0	15000	0.15	0	0
8	MEGHNA TAYAL	20000	0.19	0	20000	0.19	0	0
9	SANGEETA GARG	10000	0.10	0	-	-	-	-100%
10	CHHAVI AGARWAL	20000	0.19	0	20000	0.19	0	0
11	DEEPALI GUPTA	25840	0.25	0	25840	0.25	0	0
12	ASHISH GUPTA	71000	0.69	0	71000	0.69	0	0
13	VIJAY KUMAR GUPTA	453709	4.42	0	453709	4.42	0	0
14	ANITA GUPTA	324110	3.16	0	324110	3.16	0	0
15	HIMANI AGARWAL	274900	2.68	0	274900	2.68	0	0
16	DAYA KISHAN GUPTA	170910	1.67	0	170910	1.67	0	0
17	SHALINI GUPTA	420800	4.10	0	420800	4.10	0	0
18	KAPIL GUPTA	85770	0.84	0	85770	0.84	0	0
19	REETIKA GUPTA	366100	3.57	0	366100	3.57	0	0
20	ADEEP GUPTA	348450	3.40	0	348450	3.40	0	0
21	RAJNI GUPTA	393600	3.84	0	393600	3.84	0	0
22	JAI KISHAN GUPTA	417960	4.07	0	417960	4.07	0	0
23	GUPTA JAI KISHAN	330590	3.22	0	330590	3.22	0	0
24	DAYA KISHAN GUPTA	325490	3.17	0	325490	3.17	0	0
25	KAPIL GUPTA HUF	381350	3.72	0	381350	3.72	0	0
26	ADEEP GUPTA	338000	3.29	0	338000	3.29	0	0
27	ASHISH GUPTA HUF	400000	3.90	0	400000	3.90	0	0
28	VIJAY KUMAR GUPTA HUF	294281	2.87	0	294281	2.87	0	0
29	PUSHPA GUPTA	55340	0.54	0	55340	0.54	0	0
30	B K GUPTA (HUF)	15000	0.15	0	15000	0.15	0	0
31	SANJAY AGARWAL	15000	0.15	0	15000	0.15	0	0
32	VED PRAKASH GUPTA HUF	35690	0.35	0	35690	0.35	0	0
33	SHALAB GUPTA	20000	0.19	0	20000	0.19	0	0
34	REKHA GOVIL	10000	0.10	0	10000	0.10	0	0
35	PARUL GUPTA	18700	0.18	0	18700	0.18	0	0
36	SANJAY GUPTA	8500	0.08	0	8500	0.08	0	0
37	MADHU GUPTA	227558	2.22	0	227558	2.22	0	0
38	SHALINI GUPTA	20000	0.19	0	20000	0.19	0	0
39	SHALAB GUPTA	53200	0.52	0	53200	0.52	0	0
40	SHASHI GUPTA	49217	0.48	0	49217	0.48	0	0
41	VED PRAKASH GUPTA	176393	1.72	0	176393	1.72	0	0
		6451520	62.88	-	6441520	62.78	0	-0.10

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED (formerly known as Prakash Woollen Mills Limited)

iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Sangeeta Garg				
	At the beginning of the year	10000	0.10	10000	0.10
	Decrease in Promoters Shareholding on 8.01.2016	-10000	-0.10	10000	0.10
	At the end of the year	0	0.00	0	0

Notes:

- The above information is based on the weekly beneficiary position received from Depositories.

iv) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date of Change in Shareholding	Increase/ Decrease in Shareholding	Reason for Increase/ Decrease	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1	Neeru Gupta	255400	2.49	01.04.2015	-	-	255400	2.49
		-	-	31.03.2016	-	-	255400	2.49
2	Rajendra Kumar Gupta	250000	2.44	01.04.2015	-	-	250000	2.44
		-	-	31.03.2016	-	-	250000	2.44
3	Divya Jain	200300	1.95	01.04.2015	-	-	200300	1.95
		-	-	31.03.2016	-	-	200300	1.95
4	R K Gupta & Sons (HUF)	200000	1.95	01.04.2015	-	-	200000	1.95
		-	-	31.03.2016	-	-	200000	1.95
5	Navdeep Varshney	200000	1.95	01.04.2015	-	-	200000	1.95
		-	-	31.03.2016	-	-	200000	1.95
6	Prakash Chand Gupta	182725	1.78	01.04.2015	-	-	182725	1.78
		-	-	31.03.2016	-	-	182725	1.78
7	Deepak Mehra	140000	1.36	01.04.2015	-	-	140000	1.36
		-	-	31.03.2016	-	-	140000	1.36
8	State Bank of India	120000	1.17	01.04.2015	-	-	120000	1.17
		-	-	31.03.2016	-	-	120000	1.17
9	Sushma Rani Agarwal #	119000	1.16	01.04.2015	-	-	119000	1.16
		-	-	18.12.2015	(7500)	Sale	111500	1.09
		-	-	25.12.2015	(8536)	Sale	102964	1.00
		-	-	31.12.2015	(35267)	Sale	67697	0.66
10	Vivek Agarwal #	100000	0.97	01.04.2015	-	-	100000	0.97
		-	-	27.11.2015	(4799)	Sale	95201	0.93
		-	-	11.12.2015	(4310)	Sale	90891	0.89
		-	-	25.12.2015	(1100)	Sale	89791	0.88
		-	-	31.12.2015	(18833)	Sale	70958	0.69
11	Savita Oberoi *	75000	0.73	01.04.2015	-	-	75000	0.73
		-	-	11.12.2015	(500)	Sale	74500	0.73
		-	-	31.12.2015	-	-	74500	0.73
12	Anuj Kumar Goel *	80000	0.78	01.04.2015	-	-	80000	0.78
		-	-	31.12.2015	-	-	80000	0.78

Note:

The above information is based on the weekly beneficiary position received from depositories.

* Not in the list of Top 10 shareholders as on 01/04/2015. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2016

Ceased to be in the list of Top 10 shareholders as on 31/03/2016. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2015.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED (formerly known as Prakash Woollen Mills Limited)

v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Vijay Kumar Gupta				
	At the beginning of the year	453709	4.42	453709	4.42
	Purchase/Sale during the year	-	-	453709	4.42
	At the end of the year	453709	4.42	453709	4.42
2	Jai Kishan Gupta				
	At the beginning of the year	417960	4.07	417960	4.07
	Purchase/Sale during the year	-	-	417960	4.07
	At the end of the year	417960	4.07	417960	4.07
3	Ved Prakash Gupta				
	At the beginning of the year	176393	1.72	176393	1.72
	Purchase/Sale during the year	-	-	176393	1.72
	At the end of the year	176393	1.72	176393	1.72
4	Daya Kishan Gupta				
	At the beginning of the year	170910	1.67	170910	1.67
	Purchase/Sale during the year	-	-	170910	1.67
	At the end of the year	170910	1.67	170910	1.67
5	Sushma Pandey				
	At the beginning of the year	2300	0.02	2300	0.02
	Purchase/Sale during the year	-	-	2300	0.02
	At the end of the year	2300	0.02	2300	0.02
6	Satish Kumar Raj				
	At the beginning of the year	900	0.01	900	0.01
	Purchase/Sale during the year	-	-	900	0.01
	At the end of the year	900	0.01	900	0.01
7	Pramod Kumar Agarwal				
	At the beginning of the year	200	0	200	0
	Purchase/Sale during the year	-	-	200	0
	At the end of the year	200	0	200	0

Note:

1. The following directors/ Key Managerial Personnel (KMP) did not hold any shares during the year:

- Mr. Vijay Anand Rastogi- Independent Director
- Mr. Mahendra Kumar Agarwal- Independent Director
- Ms. Shivangi Agarwal-Company Secretary

v. INDEBTEDNESS

- Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2761.83	-	-	2761.83
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	12.56	-	-	12.56
Total (i+ii+iii)	2774.39	-	-	2774.39
Change in Indebtedness during the financial year				
* Addition	500.00	-	-	500.00
* Reduction	(279.71)	-	-	(279.71)
Net Change	220.29	-	-	220.29
Indebtedness at the end of the financial year				
i) Principal Amount	2982.12	-	-	2982.12
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	13.54	-	-	13.54
Total (i+ii+iii)	2995.66	-	-	2995.66

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED (formerly known as Prakash Woollen Mills Limited)

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount (in lacs)
		Ved Prakash Gupta	Jai Kishan Gupta	Daya Kishan Gupta	Vijay Kumar Gupta	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	24.00	30.00	30.00	30.00	114.00
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission					
	- as % of profit	-	-	-	-	-
	- others, specify...	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total (A)	24.00	30.00	30.00	30.00	114.00
	Ceiling as per the Act : The remuneration paid to Directors and Key Management Personnel are within the limit as prescribed under Schedule V of the Companies Act, 2013.	42.00	42.00	42.00	42.00	168.00

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors					Total Amount
		Vijay Anand Rastogi	Dr. Satish Kumar Raj	Sushma Pandey	Mahendra Kumar Agarwal	Pramod Kumar Agarwal	
1	Independent Directors						
	Fee for attending board committee meetings	20000	20000	20000	25000	10000	95000
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	20000	20000	20000	25000	10000	95000
2	Other Non-Executive Directors						
	Fee for attending board committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (B)=(1+2)	20000	20000	20000	25000	10000	95000
	Total Managerial Remuneration (A+B)						11495000

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED (formerly known as Prakash Woollen Mills Limited)

C. Remuneration to Key Managerial Personnel other Than MD/Manager/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		GEO	CS	CFO	Total
			Shivangi Agarwal 1.04.15 to 31.03.16		
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	3.04	-	3.04
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	Others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	3.04	-	3.04

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

B. DIRECTORS

Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

C. OTHER OFFICERS IN DEFAULT

Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors

Place : Vill Amhera (J.P. Nagar)
Date : 12th August 2016

Jai Kishan Gupta
Chairman and Managing Director
DIN: 00337659

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Textile Industry Conditions

The Indian Textile Industry is one of the leading textile industries in the world. It is one of the key sectors of India's manufacturing segment as it contributes significantly to the economy in terms of employment generation and foreign exchange revenue.

Indian Textile and Apparel industry contributes about 14% to industrial production, 5% to GDP and 17% to country's export earnings.

The domestic textile and apparel industry in India is estimated to reach US\$ 223 billion by 2021 from US\$ 108 billion in 2015. The fundamental strength of this industry flows from its strong production base of wide range of fibres and yarns ranging from natural fibres to man-made fibres.

Opportunities and Threats

The future for the Indian textile industry looks promising, buoyed by strong domestic consumption. The Government has introduced the Amended Technology Upgradation Fund Scheme (ATUFS) to give a further boost for technology investment in the textile industry. The ATUFS targets employment generation, exports, conversion of existing looms to better-quality technology looms and improved quality of processing industry. The ATUFS is expected to act as a catalyst to the Government's 'Make in India' campaign for the textile sector. Approval has also been given for 24 new textile parks which will further create employment opportunities and investments. The long awaited National Textile policy to be announced shortly will further accelerate growth in this sector.

However, there are several challenges ahead for the Textile industry for enhancing its competitive strength and global positioning in terms of inflexible labour laws, poor infrastructure, and competition from low cost neighboring countries which will have to be addressed to sustain the growth momentum of the industry.

Segment-wise Performance

During the year 2015-16 Company's major activity remained confined to production of Mink Blankets and Bed covers. The company operates in only one segment.

Outlook

The company is taking all efforts to improve the quality and productivity to get more orders at competitive rates. The expansion program by improving efficiency by installation of new and high tech machinery will push volume growth. The company's business is committed to achieve world benchmark quality besides expanding on new product offering from new clients. Further the business will continue to focus on improving its cost competitive position. These measures will ensure the company maintaining its leadership position in the world market.

Risk and concerns

The key Risk management concern include those relating to identifying key risks to our business objectives, impact assessment, risk analysis , risk evaluation, risk reporting and disclosures, risk mitigation and monitoring and integration with strategy and business planning. Risk management refers to the practice of identifying potential risks in advance, analyzing them and taking precautionary steps to reduce/curb the risk. During the year under review, Risk Assessment and Management was carried out covering the entire gamut of business operations and the Board was informed of the same. Some of the identified risks are Human Risk, Technological Risk, Physical Risk, Economic Risk, Political Risk, Natural Risk, Inflation Risk and Interest Rate Risk

Internal Control Systems and their Adequacy

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorised, recorded and reported correctly. The internal control is exercised through documented policies, guidelines and procedures. It is supplemented by an extensive program of internal audits conducted by in house trained personnel. The audit observations and corrective action taken thereon are periodically reviewed by the audit committee to ensure effectiveness of the internal control system.

The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of persons. Apart from the above the company has engaged M/s Agarwal Pawan Kumar & Co., Chartered Accountant, to conduct Internal Audit during the year 2015-16.

Financial and operational performance

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles in India. Please refer Directors' Report in this respect.

The Company is engaged in the blankets business only. Therefore there is only one reportable segment in accordance with the Accounting standard on Segment Reporting (AS-17).

Human Resources/Industrial Relations

The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity: to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel. The Company is giving direct employment to 27 employees and 281 workmen. Industrial relations are cordial and satisfactory.

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success, and we remain committed to maximizing stakeholders' value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to create value for all.

STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's Governance policy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders.

Governance Structure

The Corporate Governance structure at Prakash Woollen & Synthetic Mills Limited is as follows:

1. Board of Directors:

The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's Management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.

2. Committees of the Board:

The Board has constituted the following Committees viz, Audit Committee, Remuneration and Nomination Committee, Stakeholder's Relationship Committee and the Risk Management Committee. Each of the said Committee has been mandated to operate within a given framework.

BOARD OF DIRECTORS

Size and Composition of the Board and Attendance Status

The composition of the board is in line with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of the Company consists of 9 Directors; out of which five are Non-Executive-Independent Directors, and rest four are Executive Directors of the Company. The Chairman of the Board is a Promoter Executive Director.

The composition of the Board, category of Directors and Attendance Status at the Board meetings and AGM are as under:

Name of the Director	Category	Relationship with other Directors	No. of membership in Boards of other companies	No. of Meeting Attended	Attendance of each director at last AGM
Mr. Jai Kishan Gupta	Promoter & Executive Director Managing Director & Chairman	Brother of Vijay Kumar Gupta, Daya Kishan Gupta, Ved Prakash Gupta	NIL	Five	Yes
Mr. Daya Kishan Gupta	Promoter & Executive Director Whole-Time Director	Brother of Vijay Kumar Gupta, Jai Kishan Gupta, Ved Prakash Gupta	NIL	Five	Yes
Mr. Vijay Kumar Gupta	Promoter & Executive Director CFO & Whole Time Director	Brother of Daya Kishan Gupta, Jai Kishan Gupta, Ved Prakash Gupta	NIL	Five	Yes
Mr. Ved Prakash Gupta	Promoter & Executive Director Whole-time Director	Brother of Vijay Kumar Gupta, Daya Kishan Gupta, Jai Kishan Gupta,	One	Three	No
Mr. Pramod Kumar Agarwal	Non-Promoter & Independent Director	NIL	NIL	Five	No
Mr. Mahendra Kumar Agarwal	Non-Promoter & Independent Director	NIL	NIL	Five	No
Dr. Satish Kumar Raj	Non-Promoter & Independent Director	NIL	One	Four	No
Mr. Vijay Anand Rastogi	Non-Promoter & Independent Director	NIL	One	Four	Yes
Mrs. Sushma Pandey	Non-Promoter & Independent Director	NIL	NIL	Three	No

None of the Directors on the Board is a member of more than ten Committees and Chairman of more than five Committees across all companies in which they are Directors.

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INDEPENDENT DIRECTORS

The Non-Executive Independent Directors fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Rules made there under and meet with requirement of Clause 49 of the erstwhile Listing Agreement and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulations were issued.

BOARD'S PROCEDURES

It has always been the Company's policy and practice that apart from matters requiring Board's approval by statute, all major decisions including quarterly results of the Company, financial restructuring, capital expenditure proposals, collaborations, material investment proposals in joint venture/promoted companies, sale and acquisition of material nature of assets, mortgages, guarantees, donations, etc. are regularly placed before the Board. This is in addition to information with regard to actual operations; major litigation feedback reports, information on senior level appointments just below the Board level and minutes of all Committee Meetings. In addition to the information required under Part A of Schedule II of Sub-Regulation 7 of Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board is also kept informed of major events/items and approvals taken wherever necessary.

None of the shares or fully or partly convertible debentures or any other convertible instrument held by non-executive director.

Board Meetings

Five Board Meetings were held during the financial year 2015-2016. The interval between two meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of Board meetings are given below:

Date	Board Strength	No. of Directors Present
May 30, 2015	9	8
July 18, 2015	9	7
August 14, 2015	9	7
November 7, 2015	9	9
February 8, 2016	9	6

MEETINGS OF INDEPENDENT DIRECTORS

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views. The Independent Director takes appropriate steps to present their views to the Chairman and Managing Director. One meeting of Independent Directors was held during the year on 19th March 2016.

FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS

The Board members are provided with a familiarization pack that is handed over to the new induct to enable them to familiarize with the Company's procedures and practices. Updates on relevant statutory changes and on the business and operations of the Company on a continuous basis are regularly circulated to the Directors. Site visits to plant locations are organized for the Directors to enable them to understand the operations of the Company. The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at <http://www.prakashwoollen.com/sites/default/files/Details%20of%20Familiarization%20Programmes%20imparted%20to%20Independent%20Director.pdf>

CODE OF CONDUCT

The Company has in place Code of Conduct (the Code) applicable to all the Directors & Senior Management. The Code is applicable to Directors & Senior Management to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz-Customer Value, Integrity and Excellence.

The Company has also placed a separate code for Independent Directors. It helps in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.

A copy of these Codes has been put on the Company's website (www.prakashwoollen.com) at the link <http://www.prakashwoollen.com/node/184> and <http://www.prakashwoollen.com/reports/policies/code-of-conduct-for-independent-directors.pdf>. The Codes has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

A declaration signed by the Company's CFO and Whole Time Director is enclosed with this Report.

BOARD COMMITTEE

The Board of directors has constituted Board committees to deal with specific areas and activities which concern the company and need a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Board Committees play an important role in overall management of day-to-day affairs and governance of the Company. The Board

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Committees meet at regular intervals, takes necessary steps to perform its duties entrusted by the Board. To ensure good governance, the Minutes of the Committee Meetings are placed before the Board for their noting.

Details of the Board Committees and other related information are provided hereunder:

A. AUDIT COMMITTEE

Composition

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 an audit committee comprising of three Independent Directors had been constituted to perform all such powers and functions as were required to be performed under the said provisions.

Meetings & Attendance

The Audit Committee met 4 times during the year ended on 30th May 2015, 14th August 2015, 07th November, 2015, 08th February 2016. The intervening period between two meetings was well within the maximum time gap of 4 months as prescribed under Corporate Governance norms. The constitution of Audit Committee and attendance of each member is as given below:

Name of Member	Designation	No. of Meeting attended
Mr. Vijay Anand Rastogi	Chairman	Three
Dr. Satish Kumar Raj	Member	Four
Mr. Mahender Kumar Agarwal	Member	Four

The Company Secretary acts as Secretary to the Committee.

Mr. Vijay Anand Rastogi, Chairman of the Audit Committee Meetings was present Annual General Meeting of the Company held on 25th September, 2015 to answer the shareholders' queries.

Terms of Reference

Powers of Audit Committee

The Audit Committee shall have powers, which should include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee

The role of the Audit Committee shall include the following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by management
 - Significant adjustments made in the financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions
 - Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;

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- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Reviewing the following information:

The Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

B. NOMINATION AND REMUNERATION COMMITTEE

The composition of Nomination & Remuneration Committee is as per Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Terms of Reference

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing / Whole-time Director(s)/KMPs.
- Reviewing the performance of the Managing / Whole-time Director/KMPs and recommending to the Board, the quantum of annual increments and annual commission.

Composition

The Board of Directors constituted a Nomination and Remuneration Committee comprising three Non-Executive Independent Directors. The Nomination and Remuneration Committee met two times during the year i.e. on 14th August, 2015 and 8th February, 2016. The Constitution of Committee and attendance of each member is as given below:

Name of Member	Designation	No. of Meeting attended
Mr. Vijay Anand Rastogi	Chairman	One
Dr. Satish Kumar Raj	Member	Two
Mr. Mahender Kumar Agarwal	Member	Two

The function of the Nomination and Remuneration Committee includes recommendation of appointment of Whole-time Director(s)/ Managing Director/Joint Managing Director and recommendation to the Board of their remuneration.

REMUNERATION OF DIRECTORS

Remuneration Policy

The company's remuneration policy is directed towards rewarding performance based on review of achievements periodically. The remuneration policy is in consonance with the existing industry practice. Nomination and Remuneration policy is available at the Company's Website on the link <http://www.prakashwoollen.com/reports/polices/nomination-remuneration-policy.pdf>

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Remuneration paid to the Executive Directors:

The details of Remuneration paid to the Chairman and Managing Director and Whole-Time Directors for the financial year 2015-2016 is given below:

Name	Salary	Commission on profits	Total
Mr. Vijay Kumar Gupta	30,00,000	NIL	30,00,000
Mr. Daya Kishan Gupta	30,00,000	NIL	30,00,000
Mr. Jai Kishan Gupta	30,00,000	NIL	30,00,000
Mr. Ved Prakash Gupta	24,00,000	NIL	24,00,000

The tenure of office of the Managing Director and Whole-time Directors is for five years from their respective dates of appointments. The Company currently has no stock option plans for any of its directors.

During FY2016, none of the directors were paid any performance-linked incentive. In FY2016, the Company did not advance loan to any of its directors.

Remuneration paid to the Non-Executive Directors:

Sitting fee and commission on net profit to Non-Executive Directors:

Name of the Non-Executive Director	Sitting Fee	Commission	Total
Mr. Vijay Anand Rastogi	20,000	NIL	20,000
Dr. Satish Kumar Raj	20,000	NIL	20,000
Dr. Sushma Pandey	20,000	NIL	20,000
Mr. Mahendra Kumar Agarwal	25,000	NIL	25,000
Mr. Pramod Kumar Agarwal	10,000	NIL	10,000

Pecuniary Relationship or Transactions of Non-Executive Directors

During FY 2016, there were no pecuniary relationships and transactions of any non-executive directors with the Company.

Equity Shares held by the Directors

Except as stated hereunder, none of the directors, held any shares in the Company as on March 31, 2016:

Name of the Director	No. of Shares Held	% of Shareholding
Mr. Vijay Kumar Gupta	453709	4.42%
Mr. Daya Kishan Gupta	170910	1.67%
Mr. Jai Kishan Gupta	417960	4.07%
Mr. Ved Prakash Gupta	176393	1.72%
Mr. Pramod Kumar Agarwal	200	0%
Dr. Satish Kumar Raj	900	0.01%
Ms. Sushma Pandey	2300	0.02%

The Company does not have any Stock Option Scheme for its employees.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE.

The Stakeholders Relationship Committee is constituted as per Section 178 and Regulation 20 of the SEBI (LODR), 2015.

Pursuant to the Companies Act, 2013 and the Listing Regulations, the Company has a Stakeholders Relationship Committee. The Committee looks into the grievances of security holders including debenture holders and fixed deposit holders in addition to the equity shareholders of the Company.

The Committee oversees performance of the Registrar and Transfer Agents of the Company and recommends measures for overall improvement in the quality of investor services.

The Board has delegated the power of approving transfer of securities to the Registrar & Share Transfer Agent of the Company. Four Meetings were held during the year on 21st April 2015, 21st September 2015, 7th October, 2015, and 8th February 2016. The constitution of the Committee and attendance of each member is as given below:

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Name of Member	Designation	No. of Meeting attended
Mr. Vijay Anand Rastogi	Chairman	Four
Mr. Vijay Kumar Gupta	Member	Four
Mr. Daya Kishan Gupta	Member	Four

Mr. Vijay Anand Rastogi, Chairman of the Stakeholders Relationship Committee, was present at the annual general meeting of the Company held on 25th September, 2015 to answer members' queries.

Compliance Officer

Ms. Shivangi Agarwal, Company Secretary is the Compliance Officer w. e. f. October 1, 2014 and is complying with the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and requirements of SEBI (Prohibition of Insider Trading) Regulation, 2015.

Complaints from Investors

No. of complaints pending at the beginning of the year	Nil
No. of complaints received by correspondence during the year ended 31.03.2015	Nil
No. of complaints received for Refund / Instrument correction during the year	Nil
No. of complaints received from BSE during the year	Nil
No. of complaints received from SEBI during the year	Nil
No. of complaints resolved / replied during the year	Nil
No. of Investors complaints pending at the ending of the year 31.03.2015	Nil

We confirm that No complaints remained unattended / pending for more than 30 days.

There were no share transfers pending for registration for more than 15 days as on the said date.

RISK MANAGEMENT COMMITTEE

Risk management Committee oversees and review all matters related to training for framing, implementing and monitoring the risk management plan for the company and the risk assessment and minimization procedures.

The Risk Management Committee meetings were held on the following dates during the financial year 2015-16.

30.05.2015, 14.08.2015 & 7.11.2015.

Composition:

The Board of Directors constituted a Risk Management Committee comprising of Independent Directors, Non- Executive Director & Executive Director.

Name of Member	Designation	No. of Meeting Held	No. of Meeting Attended
Vijay Anand Rastogi	Chairman	3	2
Mahendra Kumar Agarwal	Member	3	3
Daya Kishan Gupta	Member	3	3

As per Regulation 21(5) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, constitution of Risk Management Committee is applicable on the top 100 listed entities, determined on the basis of market capitalization, as at the end of the immediate previous financial year.

As Prakash Woollen & Synthetic Mills Limited does not fall in the above limit of top 100 companies, the Board of Directors in their meeting held on February 08, 2016 had dissolved Risk Management Committee w.e.f. February 08, 2016

RELATED PARTY TRANSACTIONS

All the related party transactions are entered on an arm's length basis and are in compliance with the applicable provisions of the Companies Act and the Listing Regulations. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large.

The Related Party Transactions Policy as approved by Board on recommendation of the Audit Committee is uploaded on the Company's website at the following web link <http://www.prakashwoollen.com/reports/policies/related-party-policy.pdf> .

The above policy is subject to change from time to time.

The policy meets the requirements of the SEBI Listing Regulations, 2015.

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Your Company does not have any contracts or arrangements with its related parties under Section 188(1) of the Companies Act, 2013, which are not on arm's length basis or material in nature. Hence, the details of such contracts or arrangements with its related parties are not disclosed in Form AOC-2 as prescribed under the Companies Act, 2013 and the Rules framed thereunder.

General Body Meetings

Annual General Meetings (AGM)

Year	Date, Time & Venue	Matters for Special Resolution passed
36 th AGM 2014-2015	25.09.2015 11.00 AM Registered Office	NIL
35 th AGM 2013-2014	25.09.2014 11.00 AM Registered Office	<ol style="list-style-type: none"> 1. Borrowing Powers 2. Mortgaging/ Charging of Immovable/ Movable Properties of the Company 3. Re-Appointment of Mr. Vijay Kumar Gupta As A Whole-Time Director And CFO 4. Re-Appointment of Mr. Jai Kishan Gupta As Managing Director 5. Re-Appointment of Mr. Daya Kishan Gupta As Whole Time Director 6. Re-Appointment of Mr. Ved Prakash Gupta As Whole Time Director 7. Adoption of New Articles Of Association Of The Company
34 th AGM 2012-2013	05.08.2013 11.30 AM Registered Office	<ol style="list-style-type: none"> 1. Increase in salary of Mr. Ashish Gupta son of Mr. Vijay Kumar Gupta, KMP. 2. Increase in salary of Mr. Kapil Gupta son of Mr. Daya Kishan Gupta, KMP. 3. Increase in salary of Mr. Adeep Gupta son of Mr. Jai Kishan Gupta, KMP. 4. Issue of Equity Share and Warrants on Preferential Basis.

Postal Ballot

During the year, the Company approached the shareholders once through Postal Ballot, in July 2015. A snapshot of the voting results of the above-mentioned postal ballot is as follows:

Date of Postal Ballot Notice:	May 30, 2015
Voting Period:	June 8, 2015 to July 6, 2015
Date of Declaration of Result:	July 10, 2015
Date of Approval:	July 10, 2015

Name of the Resolution	Type of Resolution	No. of votes polled	% of Votes Polled	Votes Cast in favor		Votes Cast against	
				No. of Votes	%	No. of Votes	%
Change in the object clause of the Company	Special Resolution	7518780	73.28%	7518780	100%	NIL	NIL
Change in the name of the Company	Special Resolution	7518780	73.28%	7518780	100%	NIL	NIL
Borrowing Powers of the Board	Special Resolution	7518780	73.28%	7518780	100%	NIL	NIL
Creation of Charges on the Movable and Immovable Properties of the Company, both present and future, in respect of Borrowings	Special Resolution	7518780	73.28%	7518780	100%	NIL	NIL

The Company successfully completed the process of obtaining approval of its shareholders for special resolutions on the items detailed above through postal ballot.

Mr. R.S Bhatia, Company Secretary in practice, was appointed as the scrutinizer for carrying out the postal ballot process in the fair & transparent manner.

Procedure for Postal Ballot

In Compliance with Section 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Clause 35B of the Equity Listing Agreement and other applicable laws and regulations, the company provides e-voting facility to all its members. The Company engages the services of CDSL for the purpose of providing e-voting facility to all its Members. The members have option to vote either by physical ballot or through e-voting.

The Company dispatches the postal Ballot Notice to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the cut-off date. Accordingly, the Members whose names appear on the Register of Members / List of Beneficial Owners (received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on cut off date are considered for the purpose of voting. The Postal Ballot Notice is sent by email to those Members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). The company also publishes a notice in newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable rules.

Voting rights are reckoned on the paid-up value of shares registered in the name of the Members as on cut-off date. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, on or before the close of the voting period. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. Members desiring to exercise their vote by electronic mode are requested to vote before close of business hours on the last date of e-voting.

The scrutinizer submits his report to the chairman, after the completion of scrutiny, and the consolidated results of the voting by postal ballot & e-voting are then announced by the Chairman. The results are also displayed on the company's website, www.prakashwoollen.com besides being communicated to the Stock Exchanges, the Depository and the Registrar and Share Transfer Agents on the said date.

Disclosures

- There are no materially significant related party transactions made by the Company with its Promoters, Directors or management, their subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company at large. The transactions with related parties as per requirements of Accounting Standard (AS-18)-'Related Party Disclosures' are disclosed in Notes to Accounts Section in the Annual Report.
- The Company was not subject to any non-compliance and no penalties or strictures were imposed on the Company by Stock Exchanges, SEBI or any statutory or other authority on any matters relating to capital markets, during the last three years.
- All mandatory requirement as per Listing Regulations have been complied with by the Company. There were no restriction and penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital market during the year under review.
- The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and there is no statutory audit qualification in this regard.
- The details of the policy on determining "Material Subsidiaries" is available on <http://www.prakashwoollen.com/sites/default/files/Policy%20for%20Determination%20of%20material%20subsidiary.pdf>

Vigil Mechanism/ Whistle Blower Policy

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee employees who avail of the mechanism and provides for direct access to the Chairman of the Audit Committee in exceptional cases.

During the year under review, no employee was denied access to the Audit Committee.

Adoption of Mandatory and Non-mandatory Requirements.

The Company has complied with all mandatory requirements of Listing Regulations.

The Company has not adopted any non-mandatory requirements of Listing Regulations.

Means of Communication

Quarterly/Half yearly report sent to each household of shareholders	No
Quarterly / Half Yearly/ Yearly results of the Company normally published in	Pioneer, New Delhi (English), Hindustan, Moradabad (Hindi)

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Any website where financial results and official news displayed	www.bseindia.com, www.prakashwoollen.com
Whether any advertisement also displayed officials news releases And presentations made to institutions or investors/analysts	No presentation made
Whether management discussions and analysis forms part of Annual Report	Yes
Whether shareholders information section forms part of Annual Report	Yes

General Shareholders' Information

Scheduled AGM's Day, Date, Time & Venue	37th ANNUAL GENERAL MEETING 23 rd September, 2016 Friday, 11.30 AM 18th KM, Stone, Delhi Moradabad Road, NH-24, Village Amhera, Distt. J.P. Nagar-244102
Tentative Financial Year 2015-2016	<ul style="list-style-type: none"> • Financial reporting for the quarter ending 30th June, 2016: By August 2016 • Financial reporting for the half year ending 30th September 2016: By November 2016 • Financial reporting for the quarter ending 31st December, 2016: By February 2017 • Financial reporting for the year ending 31st March, 2017: By May 2017 for AFR
Dividend	In order to meet the additional working capital requirement of the Company, No Dividend has been declared.
Registered Office	18th KM, Stone, Delhi Moradabad Road, NH-24, Village Amhera, Distt. J.P. Nagar-244102 Ph. No.: 0591-2223008/18; Fax: 0591-2223009 Email id: info@prakashwoollen.com
Listing of Equity Shares on Stock Exchanges and Payment of Listing Fee	Bombay Stock Exchange (BSE) Annual Listing fee for the year 2015-16 has been paid by the Company to the Stock Exchange
Registrar & Transfers Agents	Skyline Financial Services Limited, D-153 A, 1 st Floor, Okhla, Indl. Area, Phase-I, New Delhi-110024 Ph. No.: 011-26812682/83 Fax: 011-30857562 Email id: admin@skylinerta.com Mr. Virender Rana, Vice President
Share Transfer System	Share Transfer in physical form can be lodged with Skyline Financial Services Limited, at abovementioned address or at Registered office of the Company.
ISIN for Equity Shares	INE523I01016
Scrip Code	BSE '531437'

Delisting of Company Securities from Delhi Stock Exchange

The shares of the company has been delisted from Delhi Stock Exchange because the Securities and Exchange Board of India has withdrawn the recognition granted to Delhi Stock Exchange Limited.

STOCK MARKET DATA

A) YOUR COMPANY

MONTHS	HIGH	LOW
Apr 15	31.90	22.60
May 15	31.90	27.10
Jun 15	32.80	24.95
Jul 15	31.70	19.50
Aug 15	35.70	20.15
Sep 15	34.50	18.55
Oct 15	28.00	19.00
Nov 15	37.40	22.65
Dec 15	36.40	22.00
Jan 16	32.75	20.65
Feb 16	23.60	16.05
Mar 16	22.00	15.65

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B) Sensex

Months	High	Low
Apr 15	29,094.61	26,897.54
May 15	28,071.16	26,423.99
Jun 15	27,968.75	26,307.07
Jul 15	28,578.33	27,416.39
Aug 15	28,417.59	25,298.42
Sep 15	26,471.82	24,833.54
Oct 15	27,618.14	26,168.71
Nov 15	26,824.30	25,451.42
Dec 15	26,256.42	24,867.73
Jan 16	26,197.27	23,839.76
Feb 16	25,002.32	22,494.61
Mar 16	25,479.62	23,133.18

(C) Your Company V/s Sensex



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Shareholding pattern as on 31st March 2016 :-

	CATEGORY	NO. OF SHARE HELD	% OF SHAREHOLDING
(A)	Shareholding of Promoter and Promoter Group		
1	Indian		
(a)	Individuals/Hindu Undivided Family	6441520	62.78
(b)	Bodies Corporate	0	0
	Sub Total (A)(1)	6441520	62.78
2	Foreign	NIL	NIL
	Sub Total (A)(2)	NIL	NIL
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	6441520	62.78
(B)	Public Shareholding		
1	Institutions		
(a)	Mutual Funds/ UTI	13400	0.13
(b)	Financial Institutions / Banks	120000	1.17
	Sub Total (A)(1)	133400	1.30
2	Non-Institutions		
(a)	Bodies Corporate	271681	2.65
(b)	Individuals		
i.	Individual shareholders holding nominal share capital up to Rs. 1 Lakh	847313	8.26
	Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	2347537	22.88
(c)	Other	2550	0.02
i.	Non Resident Indians	12545	0.12
ii.	Hindu Undivided Family	203204	1.98
	Sub Total (B)(2)	3684830	35.92
	Total Public Shareholding (B)= (B)(1)+(B)(2)	3818230	37.22
	TOTAL (A)+ (B)	10259750	100.00
(C)	Shares held by Custodians and against which depository Receipts have been issued	0	0
	GRAND TOTAL (A)+(B)+(C)	10259750	100.00

Distribution of Shareholding

Share holding Range	No. of Shareholders	%	Shares	%
UP TO 500	586	51.58	155405	1.51
501 - 1000	283	24.91	252481	2.46
1001 - 2000	84	7.39	131581	1.28
2001 - 3000	45	3.96	110679	1.08
3001 - 4000	13	1.14	44459	0.43
4001 - 5000	16	1.41	75315	0.73
5001 - 10000	23	2.02	194370	1.89
10001 & ABOVE	86	7.57	9295460	90.6
TOTAL	1136	100.00	10259750	100.00

Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any convertible instruments, conversion date and likely impact on equity: NIL

Commodity price risk or foreign exchange risk and hedging activities: NIL

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Dematerialization of shares and liquidity

Pursuant to the SEBI directive, to enable the shareholders to hold their shares in electronic form, the Company has enlisted its shares with National Securities Depository Limited (NSDL) & Central Depository Services (India) Ltd. (CDSL). 88.84 % of the Company's Paid up Equity Shares Capital is in the dematerialized form as on 31st March, 2016.

Reconciliation of Share Capital Audit Report

The Company has appointed M/s R S Bhatia, Practicing Company Secretary, to conduct Reconciliation of Share Capital Audit of the Company for the financial year ended 31st March 2016, who has submitted his quarterly reports confirming that there is no discrepancy.

Compliance Certificate of the Auditors

The Statutory auditors have certified that the Company has complied with the conditions of Corporate Governance as) as referred to in Regulation 15(2) as stipulated in Para E of Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the same is annexed to the Directors' Report and Management Discussion and Analysis.

The Certificate from the Statutory Auditors is attached with the Annual Report of the Company.

Plants and Units Locations

J. P. Nagar Works:	18th KM Stone, Delhi-Moradabad Road, NH-24, Village Amhera, Distt. J. P. Nagar-244102
Moradabad Works:	Village-Mangupura, P.O. Pakwara, Pakawara, Moradabad-244001
Sales Office:	4, Baba Gangapuri Road, Opp. Panipat Gas Agency, Panipat-132103

Address for Correspondence

(a) **Investor Correspondence:** For any query relation to the shares of the Company.

For Shares held in Physical Form:

Skyline Financial Services Pvt. Ltd.
D-153 A, 1st Floor, Okhla, Area, Phase-I
Industrial Area, New Delhi-110024
Tel.: 011-26812682-83, Fax: 011-30857562
Email: admin@skylinerta.com

For Shares held in Demat Form

To the Investors' Depository participant(s) and / or Skyline Financial Services Pvt. Ltd. at the above address

(b) **For grievance redressal and any query on Annual Report**

Secretarial Department
Prakash Woollen & Synthetic Mills Limited
18th KM Stone, Delhi-Moradabad Road,
NH-24, Village Amhera, Distt. J. P. Nagar-244102
Email: investor@prakashwoollen.com

Place: Village Amhera (J. P. Nagar)
Date: 12th August, 2016

Sd/-
(Jai Kishan Gupta)
Managing Director
DIN: 00337659

Sd/-
(Vijay Kumar Gupta)
CFO & Whole Time Director
DIN: 00335325

CEO and CFO Certification

The Chief Financial Officer of the Company gives annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of SEBI Listing Obligation and Disclosure Requirements) Regulations, 2015. The Chief Financial Officer also gives quarterly certification on financial results before the Board in terms of Regulation 33(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The annual Certificate given by the Chief Financial Officer is published in this Report.

Certificate on Compliance with Code of Conduct

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the code of Business Conduct and Ethics for Directors/Management Personnel for the financial Year 2015-2016.

Date : 12th August, 2016
Place : Village Amhera (J.P. Nagar)

Sd/-
(Vijay Kumar Gupta)
Whole Time Director & CFO
DIN No. : 00335325

CEO / CFO CERTIFICATE UNDER REGULATION 17(8)

To,
The Board of Directors
Prakash Woollen & Synthetic Mills Limited

1. I have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief :
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violate the company's code of conduct.
3. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. I have not come across any reportable deficiencies in the design or operation of such internal controls.
4. I have indicated to the auditors and the Audit committee:
 - a. that there are no significant changes in internal control over financial reporting during the year;
 - b. that there are no significant changes in accounting policies during the year; and
 - c. that there are no instances of significant fraud of which I have become aware.

Date : 12th August, 2016
Place : Village Amhera (J.P. Nagar)

Sd/-
(Vijay Kumar Gupta)
Whole Time Director & CFO
DIN No. : 00335325

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of Prakash Woollen & Synthetic Mills Limited

We have examined the compliance of conditions of Corporate Governance by Prakash Woollen & Synthetic Mills Limited ('the Company') for the year ended on 31st March, 2016, as stipulated in clause 49 of the Listing Agreement ('Listing Agreement') of the Company with Stock Exchange for the period 1 April 2015 to 30 November 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period 1 December 2015 to 31 March 2016.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement/ Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For A. Anand & Co.
Chartered Accountants
Firm's registration number: 005147C

Place : Village Amhera (Amroha)
Date : 30.05.2016

(AJAY ANAND)
(Partner)
Membership No. 074016

AUDITORS' REPORT

To the Members of Prakash Woollen & Synthetic Mills Limited

(formerly known as Prakash Woollen Mills Limited)

Report on the Financial Statements

1. We have audited the accompanying financial statements of Prakash Woollen & Synthetic Mills Limited (formerly known as Prakash Woollen Mills Limited), ("the company"), which comprise the Balance Sheet as at March 31, 2016, the statement of Profit and Loss, the Cash Flow statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements.

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies, making judgements and estimate that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgement including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in india, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Reports) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure A, a statement on the matters specified in paragraph 3 and 4 of the Order.
10. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED (formerly known as Prakash Woollen Mills Limited)

- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standard specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at March 31, 2016 on its financial position in its financial statements.
 - ii. The Company has made provision as at March 31, 2016, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For A. Anand & Co.
Chartered Accountants
Firm's registration number: 005147C

(AJAY ANAND)
(Partner)
Membership No. 074016

Place : Village Amhera (Amroha)
Date : 30.05.2016

ANNEXURE A TO THE AUDITORS' REPORT

(Referred to in paragraph 9 under heading of "Report on other legal and regulatory requirements" of our report of even date)

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified once in a year. In accordance with the programme, fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- (ii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the physical verification of inventory has been conducted at reasonable intervals by the management during the year and no material discrepancies were noticed on such verification.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not granted any secured or unsecured loans to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us in respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- (v) The company has not accepted deposits from public within the meaning of the Companies Act 2013 and the Rules framed there under to the extent notified.
- (vi) Maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act for the products which company produces.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion the Company is regular in depositing the undisputed statutory dues including provident fund, income tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.
- (b) According to information and explanations given to us and the records of the Company examined by us, there are no dues of service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute except of income tax amounting to Rs 940.33 lac for the AY 2013-14, an appeal against which is pending before Commissioner of Income tax (Appeals).
- (viii) According to information and explanations given to us and the records of the company examined by us, the company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
- (ix) According to the records of the company examined by us and the information and explanation given to us, in our opinion, the moneys raised by the company by way of term loans were applied for the purposes for which those are raised.
- (x) According to the records of the company examined by us and the information and explanation given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) In our opinion, and according to the information and explanations given to us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion and according to the explanations given to us, the company is not a nidhi company. Accordingly paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the records of the company examined by us and the information and explanation given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) According to the records of the company examined by us and the information and explanation given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the records of the company examined by us and the information and explanation given to us, the company has not entered into any non-cash transaction with directors or persons connected with him. Accordingly paragraph 3(xv) of the Order is not applicable.
- (xvi) In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For A. Anand & Co.
Chartered Accountants
Firm's registration number: 005147C

(AJAY ANAND)
(Partner)
Membership No. 074016

Place : Village Amhera (Amroha)
Date : 30.05.2016

ANNEXURE B TO THE AUDITORS' REPORT

Referred to in paragraph 10(f) under heading of "Report on other legal and regulatory requirements" of our report of even date
Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of Prakash Woollen & Synthetic Mills Limited (formerly known as Prakash Woollen Mills Limited), ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that
 - (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
 - (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
 - (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A. Anand & Co.
Chartered Accountants
Firm's registration number: 005147C

Place : Village Amhera (Amroha)
Date : 30.05.2016

(AJAY ANAND)
(Partner)
Membership No. 074016

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED (formerly known as Prakash Woollen Mills Limited)

BALANCE SHEET AS ON 31ST MARCH 2016

	Notes	31 March 2016 ₹ in lacs	31 March 2015 ₹ in lacs
<u>EQUITY AND LIABILITIES</u>			
<u>Shareholders' Funds</u>			
Share Capital	1	1025.98	1025.98
Reserves and surplus	2	2083.52	1818.20
		3109.50	2844.18
<u>Non-current liabilities</u>			
Long-term borrowings	3	1197.77	1117.80
Deferred tax liabilities (Net)	4	231.00	225.33
Other long term liabilities	5	-	-
		1428.77	1343.13
<u>Current liabilities</u>			
Short-term borrowings	7	1490.55	1584.39
Trade payables		625.33	478.29
Other current liabilities	8	341.74	85.19
Short - term provisions	6	5.72	-
		2463.34	2147.87
Total		7001.61	6335.18
<u>ASSETS</u>			
<u>Non-current assets</u>			
Fixed assets			
(i) Tangible assets	9	3829.62	3576.12
(ii) Capital work-in-progress		281.64	-
		4111.26	3576.12
Long-term loans and advances	10	19.62	19.52
Other non-current assets	11	6.91	5.54
		4137.79	3601.18
<u>Current assets</u>			
Current investments	12	0.44	-
Inventories	13	1652.29	1675.44
Trade receivables	11	961.20	764.72
Cash and cash equivalents	14	39.03	33.65
Short-term loans and advances	10	210.86	260.19
		2863.82	2734.00
Total		7001.61	6335.18
Summary of significant accounting policies	35		

The accompanying notes are integral part of the financial statements

As per our report of even date

For A Anand & Co.
Chartered Accountants

For and on behalf of the board of directors
of Prakash Woollen & Synthetic Mills Limited

CA AJAY ANAND
(Partner)
Membership No. 074016

V. K. GUPTA
CFO & Whole time director
DIN -00335325

J. K. GUPTA
Managing director
DIN-00337659

Place : Village. Amhera (Amroha)
Date : 30 May 2016

SHIVANGI AGARWAL
Company secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2016

	Notes	31 March 2016 ₹ in lacs	31 March 2015 ₹ in lacs
INCOME			
Revenue from operations	15	9498.57	8818.36
Other income	16	28.39	27.66
Total revenue		9526.96	8846.02
EXPENSES			
Cost of materials consumed	17	6428.90	5647.39
Purchase of stock in trade		43.19	70.55
Changes in inventories of finished goods, work in progress and stock in trade	18	- 65.70	556.79
Employee benefit expense	19	475.70	305.69
Finance costs	20	237.83	167.16
Depreciation and amortization expense	21	419.90	360.79
Other expenses	22	1595.96	1382.51
Total expenses		9135.78	8490.88
Profit before exceptional & extraordinary item & tax		391.18	355.14
Exceptional items		0.00	0.00
Profit before extraordinary items & tax		391.18	355.14
Extraordinary items		0.00	0.00
Profit before tax		391.18	355.14
Tax expense			
Current tax		- 120.19	- 93.29
Deferred tax charge / (credit)		- 5.67	- 28.01
Profit (Loss) for the year from continuing operation		265.32	233.84
Profit / (loss) for the year		265.32	233.84
Earnings per equity share of face value of Rs. 10/- each			
Basic		₹ 2.59	₹ 2.28
Diluted		₹ 2.59	₹ 2.28

Summary of significant accounting policies 35

The accompanying notes are integral part of the financial statements

As per our report of even date

For A Anand & Co.
Chartered Accountants

For and on behalf of the board of directors
of Prakash Woollen & Synthetic Mills Limited

CA AJAY ANAND
(Partner)
Membership No. 074016

V. K. GUPTA
CFO & Whole time director
DIN -00335325

J. K. GUPTA
Managing director
DIN-00337659

Place : Village. Amhera (Amroha)
Date : 30 May 2016

SHIVANGI AGARWAL
Company secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2016

	31 March 2016 ₹ in lacs	31 March 2015 ₹ in lacs
Cash flow from operating activities		
Net profit before tax and extraordinary items	391.18	355.14
Adjustment for		
Depreciation	419.90	360.79
Loss on sale of fixed assets	3.59	0.52
Interest/dividend	202.14	142.70
Operating profit before working capital Changes	1,016.81	859.15
Adjustment for movements in working capital		
Increase/(decrease) in trade payables	147.16	68.33
Increase/(decrease) in short term provisions	5.72	-
Increase/(decrease) in other current liabilities	21.41	0.75
Increase/(decrease) in other long term liabilities	-	(71.97)
Increase/(decrease) in current investments	(0.44)	-
Increase/(decrease) in trade receivables.	(196.48)	(195.42)
Increase/(decrease) in inventory	23.15	325.82
Increase/(decrease) in long term loans and advances	(0.10)	(4.80)
Increase/(decrease) in in short term loans and advances	171.23	(142.22)
Increase/(decrease) in other non current assets	(1.37)	(1.11)
Cash generated from operations	1,187.09	838.53
Interest paid	(214.51)	(147.38)
Direct taxes paid	(242.21)	(112.15)
Cash flow before extraordinary items	730.37	579.00
Extraordinary Items	-	-
Net cash from operation activities	730.37	579.00
Cash flow from investing activities		
Purchase of fixed assets	(970.69)	(1,472.88)
Sale of fixes assets	12.06	3.30
Interest received	13.35	14.66
Net Cash used in investing activities	(945.28)	(1,454.92)
Cash flow from financing activities		
Proceeds from issue of share capital	-	-
Proceeds from long term borrowing	500.00	967.59
Repayment of long term borrowing	(185.87)	(140.34)
Proceeds for short term borrowing	(93.84)	54.93
Net Cash used in financial activities	220.29	882.18
Net increase in cash and cash equivalents (A+B+C)	5.38	6.26
Cash and cash equivalent as at the beginning of the year	33.65	27.39
Cash and cash equivalent as at the end of the year	39.03	33.65

Summary of significant accounting policies 35

The accompanying notes are integral part of the financial statements

As per our report of even date

For A Anand & Co.
Chartered Accountants

For and on behalf of the board of directors
of Prakash Woollen & Synthetic Mills Limited

CA AJAY ANAND
(Partner)
Membership No. 074016

V. K. GUPTA
CFO & Whole time director
DIN -00335325

J. K. GUPTA
Managing director
DIN-00337659

Place : Village. Amhera (Amroha)
Date : 30 May 2016

SHIVANGI AGARWAL
Company secretary

Notes to the Financial Statements for the year ended 31st March 2016

	31.03.2016 ₹ in lacs	31.03.2015 ₹ in lacs
1. Share Capital		
Authorised Shares		
1,20,00,000 equity shares of Rs. 10/- each	1200.00	1200.00
Issued, subscribed and paidup shares		
1,02,59,750 equity shares of Rs. 10/- each	1025.98	1025.98
Total issued, subscribed and fully paid up share capital	1025.98	1025.98

a. Reconciliation of the shares outstanding a the beginning and at the end of the reporting period

Equity shares	31.03 2016		31.03 2015	
	No. in lacs	₹ in lacs	No. in lacs	₹ in lacs
At the beginning of the period	102.598	1025.98	102.598	1025.98
Issued during the period	-	-	-	-
Outstanding at the end of the period	102.598	1025.98	102.598	1025.98

b. Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The dividend declared, if any is payable in Indian rupees. The dividend, if any proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31 March 2016, no dividend amount has been recognized as distributions to equity shareholders.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Aggregate number of bonus shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

	31.03.2016 No. in lacs	31.03.2015 No. in lacs
Bonus shares	Nil	Nil
Shares issued for consideration other than cash	Nil	Nil
Shares bought back	Nil	Nil

d. Details of shareholders holding more than 5% shares in the company.

	31.03.2016		31.03.2015	
	Nos.	% holding in the class	Nos.	% holding in the class
	NIL	NIL	NIL	NIL

As per records of the company, including its register of shareholders/members and other declarations, received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

e. Details of forfeited shares

913900 equity shares were forfeited in the financial year 1998-99 which were issued at a premium of Rs. 20/- per share. On these shares Rs. 142.16 lacs were paid. These shares have been reissued during the financial year 2013-2014

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED (formerly known as Prakash Woollen Mills Limited)

2. Reserves and surplus		31.03.2016	31.03.2015		
		₹ in lacs	₹ in lacs		
Share premium					
Balance as per last financial statements		488.19	488.19		
Closing balance		488.19	488.19		
Revaluation reserve					
Balance as per last financial statements		132.69	132.69		
Closing balance		132.69	132.69		
Capital subsidy					
Balance as per last financial statements		10.00	10.00		
Closing balance		10.00	10.00		
Investment allowance reserve					
Balance as per last financial statements		0.17	0.17		
Closing balance		0.17	0.17		
General reserve					
Balance as per last financial statements		4.00	4.00		
Closing balance		4.00	4.00		
Surplus in the statement of profit and loss					
Balance as per last financial statements		1183.15	1053.81		
Fixed Assets written off (Net of deferred tax liability)		-	- 104.50		
Profit for the year		265.32	233.84		
Net surplus in the statement of profit and loss		1448.47	1183.15		
Total reserves and surplus		2083.52	1818.20		
3. Long term borrowings		Non Current Portion		Current Maturities	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015	
	₹ in lacs	₹ in lacs	₹ in lacs	₹ in lacs	
Term Loans					
State Bank of India TL V (Secured)	710.01	1015.99	180.00	42.00	
State Bank of India Car Loan (Secured)	86.76	101.81	14.80	17.64	
State Bank of India Corporate Loan(Secured)	401.00	-	99.00	-	
	1197.77	1117.80	293.80	59.64	
The above amount includes					
Secured borrowings	1197.77	1117.80	293.80	59.64	
Unsecured borrowings	-	-	-	-	
Amount disclosed under the head other current liabilities	-	-	- 293.80	- 59.64	
Net amount	1197.77	1117.80	-	-	

(a) TL V

The term loan from State Bank of India has been sanctioned for Rs. 11 crore carrying interest @ 10.80% p.a. as on balance sheet date. The loan is repayable in 15 instalments of Rs. 14 lac each, 49 instalments of Rs. 15 lac each and last instalment of Rs. 5 lac starting from January 2015. The loan is secured primarily by first charge on assets created under the term loan and equitable mortgage of factory land and building at Khasra no. 43(M) Village Amhera, Delhi Road, Amroha measuring 3130 Sq. meter.

(b) Car loans

The car loans from State Bank of India carry interest @ 10.60% p.a. as on balance sheet date and are secured by hypothecation of cars. The loans are repayable in 84 monthly instalments.

(c) Corporate loan

The corporate term loan from State Bank of India has been sanctioned for Rs. 5 crore carrying interest @ 10.80% p.a. as on balance sheet date. The loan is repayable in 59 instalments of Rs. 8.25 lac each and last instalment of Rs. 13.25 lac starting from April 2016. The loan is secured primarily by way of hypothecation of entire current assets/ documents evidencing title of goods (including all inventory and receivables) both present and future of the company.

All the loans from State Bank of India are further secured by exclusive charge by way of EM of the properties of the company and first charge on entire fixed assets (present and future) of the company, as collateral security. Further all the loans from State Bank Of India have been secured by the personal guarantees of whole time directors of the company namely Mr. J.K. Gupta, Mr. D.K. Gupta and Mr. V.K. Gupta.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED (formerly known as Prakash Woollen Mills Limited)

4. Deferred tax liability	31.03.2016	31.03.2015
	₹ in lacs	₹ in lacs
Fixed assets : impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting.	231.00	225.33
	231.00	225.33

5. Other long term liabilities

6. Provisions

	<u>Long Term</u>		<u>Short Term</u>	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015
	₹ in lacs	₹ in lacs	₹ in lacs	₹ in lacs
Provision for employee benefits	-	-	-	-
Other provisions				
Provision for excise duty	-	-	5.72	-
	-	-	5.72	-

7. Short term borrowings

	31.03.2016	31.03.2015
	₹ in lacs	₹ in lacs
Cash credit from State Bank of India (Secured)	1490.55	1584.39
	1490.55	1584.39
The above amount includes secured borrowings	1490.55	1584.39

Cash credit from State Bank of India is primarily secured against inventories and trade receivables and further secured by exclusive charge by way of equitable mortgage of land and building of the company. Further, guarantees by whole time directors Mr. J.K. Gupta, Mr. D.K. Gupta and Mr. V.K. Gupta have been given. The loan carries interest @ 10.80% p.a. as on balance sheet date.

8. Other current liabilities

Current maturities of long term borrowings	293.80	59.64
Interest accrued but not due on borrowing	13.54	12.56
Others		
TDS payable	13.86	9.21
Service tax payable	3.03	1.24
Vat payable	0.06	0.10
Excise duty payable	0.58	-
Advances from customers	16.87	2.44
	341.74	85.19

9. Tangible assets

	Land	Building	Plant and equipment	Furniture & fixture	Vehicle	Office equipments	Total
Cost or valuation							
At 1 Apr.'2014	176.28	956.60	3020.37	27.21	178.62	22.64	4381.72
Additions	31.24	333.35	1118.45	4.15	105.73	3.43	1596.35
Disposals	0.00	0.00	25.45	0.00	7.39	0.00	32.84
At 31 Mar.'2015	207.52	1289.95	4113.37	31.36	276.96	26.07	5945.23
Additions	358.93	134.97	188.92	4.17	0	2.06	689.05
Disposals	0	0	51.71	0.00	0	0.00	51.71
At 31 Mar.'2016	566.45	1424.92	4250.58	35.53	276.96	28.13	6582.57
Depreciation							
At 1 Apr. 2014	0	331.91	1481.39	17.62	38.10	13.66	1882.68
Charges for the year	0	32.01	297.80	1.69	26.41	2.88	360.79
Write off	0	17.71	135.61	0	0	1.35	154.67
Disposals	0	0	24.18	0	4.85	0	29.03
At 31 Mar.'2015	0	381.63	1890.62	19.31	59.66	17.89	2369.11
Charges for the year	0	44.11	343.43	2.09	26.16	4.10	419.89
Disposals	0	0	36.05	0	0	0	36.05
At 31 Mar.'2016	0	425.74	2198.00	21.40	85.82	21.99	2752.95
Net Block							
At 31 Mar.'2015	207.52	908.32	2222.75	12.05	217.30	8.18	3576.12
At 31 Mar.'2016	566.45	999.18	2052.58	14.13	191.14	6.14	3829.62

The company has been charging entire depreciation from profit and loss statement based on the revised remaining useful life of the assets as per the requirement of schedule II of the Companies Act 2013 effective from April 1, 2014.

Further, the amount of depreciation on difference of revalued amount and original cost is Rs 1.71 lac.

The management of the company has assessed the assets of the company on the Balance Sheet date in compliance of AS 28 and they are of the opinion that there are no indication that the assets of the company may be impaired. Therefore, no estimate has been made of the recoverable amount of the assets.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED (formerly known as Prakash Woollen Mills Limited)

10. Long term loan and advances

	Non Current		Current	
	31.03.2016 ₹ in lacs	31.03.2015 ₹ in lacs	31.03.2016 ₹ in lacs	31.03.2015 ₹ in lacs
Capital Advances				
Secured considered good	-	-	-	-
Unsecured considered good	-	-	-	195.10
(A)	-	-	-	195.10
Security Deposit				
Secured considered good	-	-	-	-
Unsecured considered good	19.62	19.52	-	-
(B)	19.62	19.52	-	-
Loan and Advance to related parties				
Unsecured considered good	-	-	-	-
(C)	-	-	-	-
Advance recoverable in cash or kind				
Secured considered good	-	-	-	-
Unsecured considered good	-	-	51.05	33.31
(D)	-	-	51.05	33.31
Other Loans and Advances				
Advance income tax (Net of provision)	-	-	131.38	9.48
Loans to employees	-	-	15.56	11.15
TUFS Subsidy Receivable	-	-	0.48	0.48
Vat	-	-	12.39	10.67
(E)	-	-	159.81	31.78
Total (A+B+C+D+E)	19.62	19.52	210.86	260.19

11. Trade receivables and other assets

(a) Trade receivables

Unsecured considered good unless Stated otherwise outstanding for a period exceeding six months from the date they are due for payment.

Secured, considered good	-	-	-	-
Unsecured, considered good	-	-	96.62	22.23
Doubtful	-	-	-	-
(A)	-	-	96.62	22.23

Other receivables

Secured, Considered good	-	-	-	-
Unsecured, considered good	-	-	864.58	742.49
Doubtful	-	-	-	-
(B)	-	-	864.58	742.49

Total (A+B)

Trade receivables include

Due from partnership Designs	-	-	-	2.32
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(b) Other assets

Defined benefit plan (gratuity)	6.91	5.54	-	-
(b)	6.91	5.54	-	-

31 March 2016
₹ in lacs

31 March 2015
₹ in lacs

12. Current Investments

Unquoted mutual funds

4381.508 (31 March 2015 : nil) units of Rs 10.0622 each fully paid-up of SBI Mutual Fund

0.44	-
0.44	-

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED (formerly known as Prakash Woollen Mills Limited)

	31 March 2016 ₹ in lacs	31 March 2015 ₹ in lacs	
13 Inventories (Valued at lower of cost and net realisable value)			
Raw material and components	450.89	528.88	
Work in progress	513.54	598.44	
Finished goods	668.43	514.28	
Traded goods	4.67	8.22	
Stores and spares	14.76	25.62	
	<u>1652.29</u>	<u>1675.44</u>	
14. Cash and bank balances			
Cash and cash equivalents balance with bank			
On current accounts	16.31	6.02	
On deposit account	-	-	
Cash in hand	22.72	27.63	
	<u>39.03</u>	<u>33.65</u>	
15. Revenue from operations			
Finished goods	9375.66	8696.77	
Traded goods	52.59	78.41	
Waste	70.53	43.18	
Revenue from operations (Gross)	9498.78	8818.36	
Less : excise duty #	0.21	0.00	
Revenue from operations (Net)	<u>9498.57</u>	<u>8818.36</u>	
# Excise duty on sales amounting to Rs. 0.21 lac has been reduced from sales in profit & loss account and excise duty on increase / decrease in stock amounting to Rs 6.10 lac has been considered as (income) / expense in note 22 of financial statements.			
16. Other income			
Interest received	6.91	14.66	
Dividend received	6.44	-	
Rent received	3.00	3.00	
Commission received	12.04	10.00	
	<u>28.39</u>	<u>27.66</u>	
17. Cost of raw material and component consumed			
Inventory at the beginning of the year	528.88	300.21	
Add.: Purchases	6350.91	5876.06	
	<u>6879.79</u>	<u>6176.27</u>	
Less : Inventory at the end of the year	450.89	528.88	
Cost of raw material and components consumed	<u>6428.90</u>	<u>5647.39</u>	
Details of raw material and components consumed			
Yarn	4572.34	4024.04	
Dyes and chemicals	511.25	395.59	
Packing materials	1345.31	1227.76	
	<u>6428.90</u>	<u>5647.39</u>	
Details of inventory / raw material and components			
Yarn	264.70	277.24	
Dyes and chemicals	50.96	48.41	
Packing materials	135.23	203.23	
	<u>450.89</u>	<u>528.88</u>	
18. (Increase) / decrease in inventories			
	31 March 2016 ₹ in lacs	31 March 2015 ₹ in lacs	Increase / Decrease ₹ in lacs
Inventories at the end of the year			
Traded goods	4.67	8.22	-3.55
Work in progress	513.54	598.44	-84.90
Finished goods	668.43	514.28	154.15
	<u>1186.64</u>	<u>1120.94</u>	<u>65.70</u>
Inventories at the beginning			
Traded goods	8.22	6.67	1.55
Work in progress	598.44	324.05	274.39
Finished goods	514.28	1347.01	-832.73
	<u>1120.94</u>	<u>1677.73</u>	<u>-556.79</u>
		31 March 2016 ₹ in lacs	31 March 2015 ₹ in lacs
Details of Purchase of traded goods			
Blankets		43.19	70.55
		<u>43.19</u>	<u>70.55</u>

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED (formerly known as Prakash Woollen Mills Limited)

	31 March 2016 ₹ in lacs	31 March 2015 ₹ in lacs
19. Employee benefits expense		
Salary and wages	375.96	243.95
Bonus	67.91	43.33
Provident fund	23.89	13.46
Gratuity expenses	7.20	4.35
Medical exp.	0.74	0.60
	475.70	305.69
20. Finance Costs		
Bank interest	215.21	154.63
Interest others	0.28	1.11
Exchange difference to the extent considered as an adjustment to borrowing cost	-	1.62
Bank charges	22.34	9.80
	237.83	167.16
21. Depreciation and amortization expense		
Depreciation on tangible assets	419.90	360.79
Less- Recoupment from revaluation reserve	0.00	0.00
	419.90	360.79
22. Other expenses		
(Increase)/decrease of excise duty on inventory	6.10	-
Power and fuel	763.95	661.97
Rates and taxes	23.60	16.70
Freight and forwarding charges	119.69	117.12
Rent	38.47	34.31
Insurance	20.57	15.80
Repair and Maintenance		
Plant and Machinery	171.31	135.67
Buildings	2.02	-
Others (General)	19.90	11.30
Advertising and sales promotion	49.72	32.87
Commission and discount	189.00	176.19
Travelling and conveyance	20.77	19.98
Communication cost	8.74	7.61
Printing and stationery	4.41	3.91
Legal and professional fees	17.33	10.89
Directors sitting fees	0.95	1.21
Payment to auditors	1.20	1.10
Directors remuneration	123.00	114.00
Miscellaneous expenses	10.55	16.64
Loss on sale of fixed assets (net)	3.59	0.52
Exchange differences (net)	1.09	4.72
	1595.96	1382.51
Payment to auditors		
As auditors		
Audit fee	0.80	0.80
In others capacity	0.40	0.30
	1.20	1.10
23. Related party disclosures		
Related parties where control exists		
Prahlad Industries, Designs Unlimited, Shree Bankey Bihari Enterprises, Himani Gupta.		
Directors and key management personal		
Mr. V.P. Gupta, Mr. J.K. Gupta, Mr. D.K. Gupta and Mr. V.K. Gupta, all whole time directors. Mr. S.K. Agarwal, Mr. Adeep Gupta, Mr. Kapil Gupta and Mr. Ashish Gupta are related parties.		

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED (formerly known as Prakash Woollen Mills Limited)

Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year

a. Sale/ purchase of goods and services

(₹ in lacs)

	Year ended	Sale of Goods	Sale Service (Rent)	Purchase of Services(Rent)	Purchase of traded Goods	Amount owed by related parties	Amount owed to related parties
Designs Unlimited	31.3.2016	26.57	3.00	-	-	-	-
	31.3.2015	97.62	3.00	-	-	2.32	-
Shree Bankey Bihari Enterprises	31.3.2016	11.12	-	-	28.18	-	-
	31.3.2015	15.11	-	-	45.86	-	-
Pralhad Industries	31.3.2016	-	-	30.75	-	-	7.40
	31.3.2015	-	-	27.00	-	-	4.08
Himani Gupta	31.3.2016	-	-	1.80	-	-	0.15
	31.3.2015	-	-	0.45	-	-	0.15

(b) Remuneration to directors and key managerial personnel.

	31 March 2016 ₹ in lacs	31 March 2015 ₹ in lacs
Mr. V.P. Gupta	24.00	24.00
Mr. J.K. Gupta	33.00	30.00
Mr. D.K. Gupta	33.00	30.00
Mr. V.K. Gupta	33.00	30.00
Mr. S.K. Agarwal	14.40	13.92
Mr. Adeep Gupta	14.40	13.92
Mr. Kapil Gupta	14.40	13.92
Mr. Ashish Gupta	14.40	13.92
	180.60	169.68

In addition, Mr. S.K. Agarwal, Adeep Gupta, Kapil Gupta and Ashish Gupta are covered by group gratuity scheme and remuneration to managerial personnel does not include the provisions/contribution made for gratuity as they are determined on an actuarial basis for the company as a whole.

24. Value of imports calculated on CIF basis

	31 March 2016 ₹ in lacs	31 March 2015 ₹ in lacs
Raw material	-	-
Components and spare parts	133.15	121.34
Capital goods	186.26	640.39
	319.41	761.73

25. Expenditure in foreign currency

	31 March 2016 ₹ in lacs	31 March 2015 ₹ in lacs
Travelling and conveyance	9.22	6.59
	9.22	6.59

26. Imported and indigenous raw material, components and spare parts consumed

	Value ₹ in lacs 31 March 2016	% of Total Consumption 31 March 2016	Value ₹ in lacs 31 March 2015	% of Total Consumption 31 March 2015
Raw Material				
Imported	-	-	-	-
Indigenously obtained	4572.34	100.00	4024.04	100.00
	4572.34	100.00	4024.04	100.00
Components				
Imported	150.75	8.12	147.25	9.06
Indigenously obtained	1705.81	91.88	1478.17	90.94
	1856.56	100.00	1625.42	100.00
Spare parts				
Imported	34.92	27.02	7.52	7.19
Indigenously obtained	94.31	72.98	97.03	92.81
	129.23	100.00	104.55	100.00

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED (formerly known as Prakash Woollen Mills Limited)

27. Net dividend remitted in foreign exchange

	31.03.2016 ₹ in lacs	31.03.2015 ₹ in lacs
Net dividend remitted in foreign exchange	Nil	Nil

28. Earnings in foreign currency (accrual basis)

Earnings in foreign currency (accrual basis)	Nil	Nil
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29. Gratuity benefit plan

The company operates defined benefits plan for gratuity for its employees. Under the plan every employee who has completed at least five years of service gets a gratuity on departure @ 15 days last drawn salary for each completed year of service. The Scheme is funded with an insurance company in the form of qualifying insurance policy.

The following tables summarises the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet.

Statement of Profit and Loss

Net employee benefit expense recognized in the employee cost

	31 March 2016 ₹ in lacs	31 March 2015 ₹ in lacs
Current service cost	10.87	6.77
Interest cost on benefit obligation	5.75	5.07
Expected return on plan assets	- 7.32	- 6.31
Net actuarial (gain)/loss recognized in the year	- 3.28	- 1.70
Total	6.02	3.83
LC Premium and charges	1.18	0.52
Net Benefit Expense	7.20	4.35
Actual return on plan assets	7.32	6.31

Balance Sheet

Benefit Assets / liabilities

Present value of defined benefit obligation	- 84.93	- 71.89
Fair value of plan assets	91.84	77.43
Plan assets (liability)	6.91	5.54

Changes in the present value of the defined benefit obligation are as following:

Opening defined benefit obligation	71.89	63.43
Less : past service cost not recognized	0	0
Current service cost	10.87	6.77
Interest cost	5.75	5.07
Benefits paid	- 0.30	- 1.68
Actuarial (gain/losses) on obligation	- 3.28	- 1.70
Closing defined benefit obligation	84.93	71.89

Changes in the fair value of plan assets are as follows

Benefit Assets / liabilities

Opening balance of plan assets	77.43	67.86
Expected return on plan assets	7.32	6.31
Contribution	7.39	4.94
Benefits paid	- 0.30	- 1.68
Actuarial gain /(loss on plan assets (balancing))	0	0
Closing Balance of plan assets	91.84	77.43

Total actual gain (loss) recognised

	- 3.28	- 1.70
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The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

	31 March 2016	31 March 2015
Investments with insurer	100%	100%

The principal assumptions used in determining gratuity obligation for the company's plan are shown below:

	31 March 2016	31 March 2015
Discount Rate	8%	8%
Expected rate of return on assets	9%	9%

30. Contingent liabilities

	31 March 2016 ₹ in lacs	31 March 2015 ₹ in lacs
Demand by EPFO against the company not acknowledged as debt	26.69	26.69
Demand by Income Tax Deptt. against the company not acknowledge at debt	940.33	-
Lc opened with bank	-	12.50

EPFO Bareilly has demanded Rs, 26.69 lacs as PF dues. The management of the company has contested the demand of EPFO. An appeal with Hon'ble EPFAT New Delhi is pending. The company has not recognized provision for liabilities in the financial statement.

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED (formerly known as Prakash Woollen Mills Limited)

Income Tax Department in regular assessment for A.Y. 2013-14 has raised a demand of Rs. 940.33 lacs. The management of the company has contested the demand of income tax department. An appeal with commissioner of income tax (appeals) is pending. The company has not recognised provision for liabilities in the financial statement.

31. Balances of trade receivables, trade payables are subject to confirmation as on 31.3.16.

32. The company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act 2006 and hence disclosure relating to amounts unpaid as at the year end together with interest paid/payable under this Act has not been given.

33. The company carries on the business of textiles under which blankets of different qualities and size are produced. Further the sale is made in domestic markets at the same terms and conditions. Therefore, no different business or geographical segments are recognizable and reportable.

34. Corporate information

Prakash Woollen & Synthetic Mills Ltd. Is a public company domiciled in India and incorporated under the provisions of the Companies Act 1956. Its shares are listed on BSE. The company is engaged in the manufacturing and selling of mink blankets.

35. Significant accounting policies

I. Basis of Presentation

The financial statements are prepared under the historical cost convention modified by revaluation of fixed assets and in accordance with applicable accounting standards and relevant presentation requirements of the Companies Act. For recognition of income and expenses, mercantile system of accounting is followed.

II. Fixed Assets

Fixed assets are stated at cost or revaluation net of accumulated depreciation. Cost comprises the purchase price and any directly attributable costs of bringing the assets to working condition for its intended use. When fixed assets are revalued, surplus on revaluation is credited to revaluation reserve account.

III. Investments

Investments are stated at cost of acquisition. Market value of quoted investments at the date of the balance sheet is disclosed. Adjustment for increase / decrease in the value of investment, if any, is accounted for on realisation of the investment.

IV. Inventories

Inventories are valued at lower of cost or net realisable value. Cost for raw materials, store, packing material and consumables is generally determined on FIFO basis. Cost for own manufactured goods comprises of materials and other attributable expenses and overheads (including interest).

V. Depreciation

Depreciation on fixed assets has been provided on straight line method basis. Depreciation on plant and machinery has been provided for at the rates prescribed in Schedule II to the Companies Act 2013. In respect of certain assets whose residual useful life is determined to be less than the residual life as per books, depreciation is provided at the adjusted higher rates so that the value thereof is written off over the useful life determined.

VI. Retirement Benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than the contribution payable to the provident fund. The company operates defined benefit plan viz gratuity. The costs of providing benefits under this plan are determined on the basis of actuarial valuation each year.

VII. Foreign Currency Transactions

Outstanding foreign currency assets and liabilities are translated at the exchange rate prevailing as on balance sheet date or forward cover rate (as stretched over the period of contract), as the case may be. Gains or losses on these assets and liabilities including those on cancellation of forward exchange contracts, relating to the acquisition of fixed assets are adjusted to the cost of such fixed assets and those relating to other accounts are recognised in the profit and loss account under respective heads of accounts. The difference between the forward rate and the exchange rate at the date of transaction is recognised as income or expense over the life of contract.

VIII. Taxes on Income

Current tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are not recognised unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

As per our report of even date

For A Anand & Co.
Chartered Accountants

For and on behalf of the board of directors
of Prakash Woollen & Synthetic Mills Limited

CA AJAY ANAND
(Partner)
Membership No. 074016

V. K. GUPTA
CFO & Whole time director
DIN -00335325

J. K. GUPTA
Managing director
DIN-00337659

Place : Village. Amhera (Amroha)
Date : 30 May 2016

SHIVANGI AGARWAL
Company secretary

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

(formerly known as Prakash Woollen Mills Limited)

Regd. Office: 18th Km Stone Delhi Moradabad Road,

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

Tel: 0591-2223008/18 Fax:0591-2223009

Website: www.prakashwoollen.com ; Email : info@prakashwoollen.com

CIN: L17291UP1979PLC004804

FORM NO. MGT 11

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

37th Annual General Meeting – September 23rd 2016

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 37th 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 Friday, the 23rd day of September 2016 at 11.30 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 Balance Sheet, Statement of Profit and Loss and Cash Flow Statement alongwith the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2016		
2.	Appoint a director in place of Mr. Ved Prakash Gupta, (DIN: 00434369) who retires by rotation and being eligible offers himself for re-appointment		
3.	Appointment of Messrs A. Anand & Co. Chartered Accountants as Statutory Auditors of the Company and fixation of Remuneration		
	Special Business		
4.	Appointment of Mr. Jai Kishan Gupta as Managing Director		

Signed this day of 2016.

Affix
Re. 1/-
Revenue
Stamp

Signature of the member

Signature of the Proxy Holder(s)

NOTE:

- 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.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 37th Annual General Meeting.
- 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.
- Please complete all details including detail of member(s) in above box before submission.

ATTENDANCE SLIP

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

(formerly known as Prakash Woollen Mills Limited)

Regd. Office: 18th Km Stone Delhi Moradabad Road,

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

Tel: 0591-2223008/18 Fax:0591-2223009

Website: www.prakashwoollen.com ; Email : info@prakashwoollen.com

CIN: L17291UP1979PLC004804

Folio No./ DP ID / Client ID

Number of shares held

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the thirty seventh Annual General Meeting of the Company on Friday, the 23rd day of September, 2016, at 18th Km Stone, Delhi Moradabad Road, NH-24, Village Amhera, Distt. J. P. Nagar- 244102.

Full name of proxy (in case of proxy)

Signature of first holder/proxy



Note:

1. Please fill and sign this attendance slip and hand it over at the venue of the meeting.
2. Only members of the Company and/or their proxy will be allowed to attend the meeting.

Signature of joint holder(s)

POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014

FORM MGT-12

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

(formerly known as Prakash Woollen Mills Limited)

Regd. Office: 18th Km Stone Delhi Moradabad Road,

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

Tel: 0591-2223008/18 Fax:0591-2223009

Website: www.prakashwoollen.com ; Email : info@prakashwoollen.com

CIN: L17291UP1979PLC004804

1. Name(s) & Registered Address of the Sole/First Named Member :
2. Name(s) of the Joint Holders(s),
If Any
3. Registered Folio Number/ DP ID No./Client ID No*
(* Applicable To investors holding
shares in demat form) :
4. Number of Equity Share(s) held :
5. I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the 37th Annual General Meeting (AGM) of the Company to be held on Friday, 23rd September, 2016 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 votes cast	(FOR)/We assent to the Resolution	(AGAINST)/We dissent to the Resolution
1	Adoption of Balance Sheet, Statement of Profit and Loss and Cash Flow Statement and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2016	Ordinary			
2	Appoint a Director in place of Mr. Ved Prakash Gupta, who retires by rotation and being eligible offers himself for re-appointment	Ordinary			
3	Re- Appointment of Messrs A. Anand & Co. as Statutory Auditors of the Company	Ordinary			
4	Appointment of Mr. Jai Kishan Gupta as Managing Director	Special			

Date:

Place :

Signature of the Member

Notes: Please read the 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 16th day of September, 2016 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 Friday, 23rd September 2016 at 11.30 am at the Registered office of the Company.

