

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies
(Management and Administration) Rules, 2014)

VOTING STARTS ON	VOTING ENDS ON
Tuesday, August 13, 2024, at 9:00 a.m. (IST)	Wednesday, September 11, 2024, at 5:00 p.m. (IST)

Notice is hereby given to the Shareholders of **PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED** (the 'Company'), pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the '**Act**') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time ('**Management Rules**') read with the Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ('**MCA**') (hereinafter collectively referred to as '**MCA Circulars**') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('**Listing Regulations**') read with SEBI Circular Nos. SEBI/ HO/CFD/ CMD1/CIR/P/2020/ 79 dated May 12, 2020, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modifications or re- enactment thereof for the time being in force and as amended from time to time), that the Resolution as set out in this Notice are proposed for consideration by the Shareholders of the Company for passing by means of Postal Ballot by way of voting through electronic means ('**remote e-voting**').

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent ('**RTA**') as on the cut-off date of Friday, August 09, 2024.

If your e-mail address is not registered with the Company/Depositories/ RTA, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID, and password for remote e voting. The communication of the assent or dissent by the shareholders would only take place through remote e voting.

The explanatory statement pertaining to the Resolution setting out the material facts and the reasons thereof is appended to this Notice. The Board of Directors of the Company has, in compliance with the Rules, appointed Mr. Rupinder Singh Bhatia, Practicing Company Secretary (Membership No. 2599, CP No. 2514) as the Scrutinizer for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner. Further, the Company has engaged Central Depository Services (India) Limited. ('**CDSL**') to provide remote e-Voting facility to the Equity Shareholders of the Company.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the notes under the section '**General information and instructions relating to e-voting**' in this notice ('**Postal Ballot Notice**') to cast their votes electronically from their respective locations. Shareholders are requested to cast their votes through the remote e-voting process not later than Wednesday, September 11, 2024, to be eligible for being considered, failing which it will be strictly considered that the concerned shareholder has cast no vote.

The Shareholders holding Equity Shares of the Company are requested to follow the procedure stated in the Notes for casting votes by remote e-voting. Upon completion of the votes cast through remote e-voting, the Scrutinizer shall submit his report to the Chairman of the Company or person authorised by the Chairman. The results of the Postal Ballot along with the Scrutinizer's Report shall be announced by the Chairman or a person authorised by the Chairman within 2 (two) working days of the conclusion of the Postal Ballot process through remote e-voting at the Registered Office of the Company at 18th Km Stone, Delhi Moradabad Road, NH-24, Village Amhera, Distt. J.P. Nagar-244102. The results along with the Scrutinizer's Report shall also be intimated to the BSE Limited ('**BSE**') (hereinafter referred to as '**Stock Exchange**') where the Equity Shares of the Company are listed and will be displayed on the Company's website at www.prakashwoollen.com as well as on the website of CDSL.

Item of business requiring approval of the Equity Shareholders through Postal Ballot by '**remote e-voting**' are given below:

SPECIAL BUSINESS:

ITEM NO. 1

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

Authorization u/s 180 (1) (a) of Companies Act, 2013

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as may be enacted from time to time and subject to the provisions of Articles of Association of the Company, the consent of the members of the Company by way of Special Resolution, be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”), to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertaking(s), in one or more tranches, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company’s any one or more of the undertakings or all of the undertakings of the Company to anybody(ies) corporate or person(s) or related parties or any other entity, whether a shareholder(s) of the Company or not.”

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

07th August, 2024

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 The Explanatory Statement pursuant to Section 102 of the Act read with Secretarial Standards on General Meetings (SS-2) for the proposed Special Resolution setting out material facts in relation thereto is appended to the Notice.
- 2 In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and provisions of Regulation 44 of the Listing Regulations, as amended, the Shareholders are provided with the facility to cast their vote electronically. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Shareholders.
- 3 Pursuant to the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e voting only.
- 4 Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.prakashwoollen.com, websites of the Stock Exchange i.e. BSE Limited (BSE) at www.bseindia.com and on the website of CDSL at <https://www.evotingindia.com>.
- 5 All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Act, will be available for inspection on the Company’s website www.prakashwoollen.com under Investor Section from the date of circulation of this Notice upto the date of declaration of Postal Ballot results.
- 6 In compliance with the MCA Circulars, the Notice is being sent in electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from Central Depository Services (India) Limited (‘CDSL’) as on the cut-off date, i.e. Friday, August 09, 2024 and whose E-mail IDs are registered with the Company / Depositories.

For Members who have not registered their E-mail IDs, please follow the instructions given below. Further, the Shareholders whose names appear in the Register of Members/ List of Beneficial Owners as on Cut-off date, i.e. Friday, August 09, 2024 are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the Shareholders of the Company as on the Cut-off Date. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to do e-voting on the resolutions included in the Postal Ballot Notice. A person who is not a Member as on the Cut-off date should treat this Notice of Postal Ballot for information purpose only.
- 7 The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-voting process can be downloaded from the link <https://www.evotingindia.com>.
- 8 The Board of Directors of the Company has appointed Mr. Rupinder Singh Bhatia, Practicing Company Secretary, (Membership No. FCS 2599 and CP No: 2514) as the Scrutinizer, for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner and the required consent for such appointment has been received.
- 9 The Scrutinizer shall, after the conclusion of the e-voting on **Wednesday, September 11, 2024 at 05:00 p.m. (IST)**, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make

Scrutinizer's report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any, and submit the report to the Chairman or in their absence Company Secretary, who shall countersign the same and declare the result of the e-voting of the Postal Ballot forthwith. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on Wednesday, September 11, 2024 being the last day of remote e-voting.

- 10 Results of voting shall be declared within 2 working days from the time of conclusion of the remote e-voting. The results of the Postal Ballot shall be communicated to the Stock Exchanges and will be displayed on the Company's website at www.prakashwoollen.com and on the website of CDSL <https://www.evotingindia.com>, and at the Corporate Office and Registered Office of the Company.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **13th August, 2024 (09:00 Hours (IST)) and ends on 11th September, 2024 (17:00 Hours (IST))**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **09th August, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no.: 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- (iv) Login method for Remote e-voting for physical shareholders and shareholders other than individual shareholders holding in Demat form.
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" module.
 - Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

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

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the **PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED** on which you choose to vote.
- (ix) 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.
- (x) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@prakashwoollen.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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

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

ITEM NO. 1

Pursuant to Section 180(1) (a) of the Companies Act, 2013 and other applicable provisions, the Board of Directors of the Company, shall not, except with the consent of the shareholders via postal ballot to sell, lease or otherwise dispose off the whole, or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of such undertaking or all of the undertakings of the Company to anybody(ies) corporate or person(s) or related parties or any other entity, whether a shareholder(s) of the Company or not.”

The Company, inter alia intends to dispose of its piece of land situated at New Moradabad Mangupura.

This is to further clarify that the sale proceeds which may result from the transaction will be used as Working Capital of the Company and pay off the liabilities and for such other purposes which are necessary for fulfilment of objectives of the Company.

As per Section 180 (1) (a) and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of a Special resolution, which includes voting by electronic means in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (the “Rules”).

None of the Directors, Key managerial personnel of the Company and their relatives are concerned or interested in the Resolution except to extent of their respective holding of equity shares in the Company and to the extent if the proposed sale of land is made to any related party(s).

The Board of Directors of your Company recommends the passing resolution as set in the enclosed notice for approval of the members as a **Special Resolution**.

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

07th August, 2024

Registered Office:

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

CIN: L17291UP1979PLC004804

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