PRAKASH WOOLLEN & SYNTHETIC MILLS LTD.
Manufacturers, Exporters & Importers of High Class Mink Blankets
Regd. Office & Works :
18th KM. Stone Delhi Moradabad Road, NH-24, Vill. Amhera PO. Chaudherpur, Distt. Amroha - 244 102 U.P.
CIN: L17291UP1979PLC004804 • Tel: 8791001430, 9760091983
H. O. & Mailing Address :
430, Civil Lines, Kanth Road, Moradabad - 244001 U.P. (India) • Mob. : 9837007288
E-mail : info@prakashwoollen.com • Website : www.prakashwoollen.com

Date: 19.08.2026

The Manager
Department of Corporate Relationship
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001

Scrip Code: 531437
Scrip ID: PWASML

SUB: - Submission of Annual Report along with Notice of 47th Annual General Meeting to be held on 25th September, 2026

Pursuant to Regulation 30 & 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III, please find enclosed a copy of the Annual Report for the financial year 2025-26 along with Notice of 47th Annual General Meeting.

The Annual Report along with Notice is being sent to all those shareholders whose email addresses are registered with the Company/RTA/ Depositories.

The same is also available on the website of the Company
https://prakashwoollen.com/InvestorFiles/annualreport2526.pdf

And on the website of CDSL- www.evotingindia.com

Further, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company has sent separate communication to Members whose email addresses are not registered with the Company/DPs, providing a web link to access the Annual Report on the Company's website.

This is for your information and records.

Thanking You,
Yours faithfully,

For PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

Sneha Agarwal

Sneha Agarwal
(Company Secretary)
Encl. as above

PRAKASH WOOLLEN AND SYNTHETIC MILLS LTD

ANNUAL
REPORT

2025 - 2026

BOARD OF DIRECTORS

Dr. Sandeep Raj
Chairman & Independent Director

Mr. Daya Kishan Gupta

Managing Director

Mr. Vijay Kumar Gupta
Whole Time Director & CFO

Mr. Adeep Gupta
Whole Time Director

Mr. Ashish Gupta
Whole Time Director

Mr. Kapil Gupta
Whole Time Director

Dr. Swatantra Agrawal
Independent Director

Dr. Latha Agrawal
Independent Director

CA Pankaj Kumar Mittal
Independent Director

Mr. Mayur Gupta
Non-Independent Director

Mr. Deepak Oberoi
Non-Independent Director

COMPANY SECRETARY

Ms. Sneha Agarwal

BANKERS

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

STATUTORY AUDITORS

Harshit Mehrotra And Associates
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.: 8791001430, 9760091983
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

CONTENTS ***PAGE NOS.***

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

NOTICE OF 47th ANNUAL GENERAL MEETING

Notice is hereby given that the 47th Annual General Meeting of the Members of Prakash Woollen & Synthetic Mills Limited will be held on Friday, the 25th day of September, 2026 at 11:45 A.M. at the Registered Office of the Company at 18th Km Stone, Delhi Moradabad Road, NH-24, Village Amhera, Distt. J. P. Nagar- 244102, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Vijay Kumar Gupta (DIN: 00335325), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. Ashish Gupta (DIN: 08708369), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESSES:

4. **To consider and approve the Re-appointment of Mr. Vijay Kumar Gupta (DIN: 00335325) as Whole time Director who has attained the age of 70 years.**

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

   "RESOLVED THAT, pursuant to the provisions of Sections 196, 197 and 203 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V and all other applicable statutory provisions of the Companies Act, 2013, and regulation 17(1A) of SEBI (LODR) Regulation, 2015 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee, consent of the shareholders be and is hereby accorded to the appointment of Mr. Vijay Kumar Gupta, DIN: 00335325, who will attain the age of 75 years on 07th August, 2028 as a Whole Time Director (designated as Whole Time Director & Chief Financial Officer) of the Company, for three years with effect from 1st April 2027 to 31st March, 2030 on the following terms and conditions:-

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

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

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

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

11th August, 2026
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. PROXY/AUTHORIZED REPRESENTATIVE

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

a) The instrument appointing proxy (Proxy Form), in order to be effective must be deposited at the registered office of the Company, not less than 48 (Forty-Eight) hours before the commencement of the AGM. Proxy Form is enclosed with this Notice.

Members are requested to note that a person can act as proxy on behalf of the Members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights, however, a member, holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company during the period beginning 24 (Twenty-Four) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 (three) days of notice in writing is to be given to the Company.

b) Members / proxies / authorized representatives are requested to bring duly filled admission / attendance slips sent herewith along with this notice of the AGM at the Meeting.

c) Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Meeting.

d) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

2. CUT OFF DATE :

a) The e-voting period begins on 22nd September, 2026 (10:00 Hours (IST)) and ends on 24th September, 2026 (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 19th September, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

b) This Notice is being sent to all the Members whose names appear as on 14th August, 2026 in the Register of Members or in the Register of beneficial owners as received from M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent ("RTA") of the Company.

3. COMMUNICATION TO MEMBERS :

a) The Notice of the AGM along with the Attendance Slip and Proxy Form, and a copy of Annual Report is being sent by electronic mode to all Members whose email addresses are registered with the Company / Depository Participant(s) and also to the auditors and Directors of the Company. According to regulation 36(1)(b) of the SEBI LODR Regulations, a letter will be sent by the Company containing web link of the Notice of the AGM and Annual Report for the financial year 2025-26 to the members who have not registered their email addresses.

b) Full version of the Annual report and notice of AGM will also be available on the website of the Company at www.prakashwoollen.com under the Investor Relations section and at the website of CDSL at https://www.evotingindia.com. Hard copies of the full annual reports will be sent to those shareholders who will request the same to the company's email id : compliance@prakashwoollen.com

c) All the documents referred to in the accompanying notice, explanatory statement and Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested are open for inspection at the registered office of the Company on all working days except Saturdays and Sundays, between 11.00 AM to 1.00 PM up to the date of AGM and also at the venue of the AGM.

d) In case you have any query related to the enclosed annual accounts you are requested to send the same to the Company Secretary at the Registered office of the Company or on email Id compliance@prakashwoollen.com, at least 10 (ten) days before the date of AGM so as to enable the management to collect the relevant information and redress the queries.

e) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long.

f) Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

g) In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) / Annual Report(s) etc. to their Members through electronic mode, your Company hereby requests all its Members to register/ change, if required, their email ID with the RTA (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.

h) As per Section 118(1) of the Companies Act, 2013 read with the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, "No gifts, gift coupons, or cash in lieu of gifts shall be distributed to the members at or in connection with the meeting".

4. Voting through electronic means :

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

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

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

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

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

The Results of voting along with the report of the Scrutinizer shall be placed on the website of the Company www.prakashwoollen.com 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 47th Annual General Meeting venue is printed on the last page of the Annual report.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on **22nd September, 2026 (10:00 Hours (IST)) and ends on 24th September, 2026 (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 **19th September, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

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 holdiing shares in demat mode.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or Visit www.cdslindia.com and click on Login icon and select New System MYEASI. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

	3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Success ful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 210 99 11
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

(v) Login method for Remote 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:

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

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the **PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED** on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com 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 mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **compliance@prakashwoollen.com** if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

5. SCRUTINIZER :

a) Mr. Rupinder Singh Bhatia, Practicing Company Secretary (Membership No. FCS 2599), having consented to act as a scrutinizer has been appointed as “Scrutinizer” for scrutinizing the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner.

b) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, through “Ballot Paper” for all those Members who are present at the AGM but have not cast their votes, by availing the Remote E-voting facility.

c) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot Papers and thereafter unblock the votes casted through e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within a period not later than 3 (three) days from the conclusion of the AGM, prepare and present a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.

6. DECLARATION OF RESULTS :

The Result of voting (Remote E-voting and the voting at the AGM) on the resolutions shall be declared not later than 3 (three) days from the date of AGM by the Chairman or any person authorized by him for this purpose and will be displayed at the Registered Office of the Company situated at 18th Km Stone, Moradabad Road Delhi, Road Nh-24,Village Amhera Distt J P Nagar UP 244102 and communicated to BSE Limited where the equity shares of the Company are listed and will also be displayed on the Company’s website: www.prakashwoollen.com

7. DEMATERIALIZATION :

As SEBI has mandated that transfer of securities in a listed company will be processed only if the securities are held in dematerialized form, the Members, who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the dematerialization account to the Companys RTA.

Further, the Company is pleased to offer one time special window for physical shareholders to submit re-lodgement requests for the transfer of shares. The special window will be open for a period of one year from February 05, 2026 till February 04, 2027 and is applicable to cases where original share transfer requests were lodged prior to April 01, 2019 and were rejected/returned due to deficiency in the documents, process or any other reason. The shares re-lodged for transfer will be processed only in dematerialization mode during this window. Eligible shareholders may submit their transfer requests along with the requisite documents to the companys registrar and share transfer agent (RTA) at M/S Skyline Financial Services Private Limited within stipulated period

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

Item No. 4

The Board of Directors of the Company (the Board), at its meeting held on 11th August, 2026 has, on the recommendation of Nomination & Remuneration Committee, subject to the approval of members, re-appointed Mr. Vijay Kumar Gupta as Whole Time Director who will attain the age of 75 years on 7th August, 2028 for a period of 3 (Three) years w.e.f 1st April, 2027 to 31st March, 2030, on a remuneration of Rs.7(seven) Lac per month (Whether by way of salary or perquisites to the extent these are not taxable under the Income Tax Act 1961). However, the benefits namely Gratuity, Leave Encashment Benefits, Provident Fund etc. shall not be counted as perquisites to the extent it is exempted under Income Tax Act, 1961. As per provisions of Schedule V of the Companies Act, 2013, if the appointee attains the age of 70 years shareholders approval by way of SR is required. Further, As per provisions of Reg 17(1A) of SEBI (LODR) Regulation, 2015 if the appointee attains the age of 75 years shareholders approval by way of SR is required. Since Mr. Vijay Kumar Gupta will attain the age of 75 years on 07th August, 2028, hence the special resolution is placed before the shareholders in order to comply with the provisions of Schedule V of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015.

Pursuant to the provision of sections 196, 197, 203, schedule V of the Companies Act read with Companies Managerial Rules, Regulation 17(1)(A) of the SEBI (LODR) Regulation 2015, as amended from time to time, the members approval by way of Special Resolution for the appointment of and payment of remuneration to Mr. Vijay Kumar Gupta (DIN: 00335325) as a Whole Time Director and remuneration payable to him.

MINIMUM REMUNERATION

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

Mr. Vijay Kumar Gupta is the promoter director of the company associated with the company since incorporation. He held the position of Whole-Time Director for over approx 50 years. During his tenure as a Whole-Time Director of Company, your company has grown substantially. During his tenure as WTD your company has switched over its line of activity i.e. from manufacturing of yarn to manufacturing of mink blankets. Today your company has established a name for itself in the mink blanket industry with established brand name like Dolphin, Metro, Korea Gold, Pringle, Autograph. The Board is of the opinion that Mr. Vijay Kumar Gupta s rich and diverse experience is valuable asset to the company which adds value and his experience/ enriched point of view in all aspects of the company s working and decision making at during Board discussion. He is also a person of integrity who possesses required expertise and his association as a director and CFO will be beneficial to the company. The appointment and the remuneration payable to Vijay Kumar Gupta is as per the Nomination and Remuneration policy of the company.

A brief profile of Mr. Vijay Kumar Gupta along with the required particulars is given at the end of the statement. Further Mr. Vijay Kumar Gupta has confirmed that he is not disqualified from being appointed as a director in terms of section 164 of the act and from being appointed as a Whole-Time Director in terms of schedule V of the act. Mr. Vijay Kumar Gupta has also confirmed that he had not been sentenced to imprisonment for any period, or to a fine exceeding one thousand rupees, for the conviction of an offence under any of the following Acts, namely:

(i) The Indian Stamp Act, 1899 (2 of 1899);

(ii) The Central Excise Act, 1944 (1 of 1944);

(iii) The Industries (Development and Regulation) Act, 1951

(iv) The Prevention of Food Adulteration Act, 1954

(v) The Essential Commodities Act, 1955

(vi) The Companies Act, 2013

(vii) The Securities Contracts (Regulation) Act, 1956

(ix) The Income-tax Act, 1961

(x) The Customs Act, 1962

(xi) The Competition Act, 2002

(xii) The Foreign Exchange Management Act, 1999

(xiii) The Sick Industrial Companies (Special Provisions) Act, 1985

(xiv) The Securities and Exchange Board of India Act, 1992

(xv) The Foreign Trade (Development and Regulation) Act, 1922

(xvi) The Prevention of Money-Laundering Act, 2002

(xvii) The Insolvency and Bankruptcy Code, 2016

(xviii) The Goods and Services Tax Act, 2017

(xix) The Fugitive Economic Offenders Act, 2018

Vijay Kumar Gupta had not been detained for any period under the Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974. He is the resident of India and has completed the age of twenty-one years and will attain the age of seventy five years on 07th August, 2028 therefore SR will pass in AGM.

Further, he is not debarred from holding the office of director by virtue of any SEBI Order or any such authority pursuant to circular dated 20th June, 2018 issued by BSE pertaining to enforcement of SEBI Orders regarding appointment of directors by the listed company.

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

I. GENERAL INFORMATION:

(1) Nature of Industry: Presently the Company is engaged in manufacturing of mink blankets.

(2) Date or expected date of commencement of commercial production: The Company is into the manufacturing of Mink Blankets since September, 1996. Before that it was manufacturing Shoddy Blankets.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

(4) Financial performance

Financial Results	2025-26	2024-25
Profit/(Loss) before depreciation & amortization expenses and tax	322.51	(396.03)
Depreciation & amortization expenses	428.31	513.10
Profit before Tax	(57.98)	144.70
Provision for Tax	-	-
Current Tax	-	150.29
Provisions for Wealth Tax	-	-
Deferred Tax	(181.22)	(131.24)
Profit/(Loss) after Tax	(88.77)	125.65

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

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

II. INFORMATION ABOUT MR. VIJAY KUMAR GUPTA

(1) Background details:

Mr. Vijay Kumar Gupta is 73 years old. He is a Graduate and joined the company since its incorporation as a promoter director in 1979. Using his extensive and in-depth experience in field of marketing, he looks after the marketing of the company helping it grow and reach the maximum number of satisfied customers across the country.

(2) Past remuneration:

Rs. 700000 per month including perquisites as approved by the members in the annual general meeting held on 29th August, 2023.

(3) Recognition or awards: Nil

(4) Job profile and his suitability

Mr. Vijay Kumar Gupta has in-depth experience in field of marketing, he looks after the marketing functions of the company since inception. Keeping in view the background of Mr. Vijay Kumar Gupta, he is best suitable for the job.

(5) Remuneration proposed: As explained in resolution no.4 of this notice.

(6) Comparative remuneration profile with respect to industry.

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

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

Mr. Vijay Kumar Gupta is promoter and director of the company. He directly holds 423709 Eq. Shares of the company. He is the brother of Mr. Daya Kishan Gupta, Paternal Uncle of Mr. Adeep Gupta & Mr. Kapil Gupta and the father of Mr. Ashish Gupta.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

During the year ending 31.03.2026, the company is in loss of Rs. (88.77 lakh). The loss is due to the sudden increase in the cost of raw material and the fuel used in Boiler and the inability of company to pass on the enhanced cost.

There is inadequacy of profit. The proposed Remuneration is with the parameters given in schedule V.

2. Steps taken proposed to be taken for improvement : To expand the base by tapping new clients and focusing on revenue enhancement and expense efficiency.
3. Expected increase in productivity and profits in measurable terms:

   It is expected that the profitability of the company would be more in future.

IV. OTHER INFORMATION & DISCLOSURE

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

None of the Directors and Key Managerial personnel of the Company except Mr. Vijay Kumar Gupta himself and Mr. Adeep Gupta, Mr. Daya Kishan Gupta, Mr. Ashish Gupta & Mr. Kapil Gupta, being relatives, are may be deemed to be concerned or interested, financial or other interest in the resolution to the extent of payment of remuneration to be payable to Mr. VK Gupta, Whole Time Director of the Company.

His appointment shall be subject to retirement by rotation as provided in the Act.

Shareholders are requested to please to confirm / approve the appointment as Whole Time Director and remuneration payable to Mr. Vijay Kumar Gupta as mentioned in relevant item no. 4 of the notice. Your Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 4 of the Notice.

Information about the appointee as per the requirement of SS-2 on General Meeting issued by The Institute of Company Secretary of India and regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing and Disclosure Obligations) Regulations, 2015 regarding Item No. 4.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Vijay Kumar Gupta under section 190 of the Companies Act, 2013.

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

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

11th August, 2026
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

Annexure to Explanatory statement

Information about the appointees as per the requirement of Secretarial Standard-2 on General Meeting issued by The Institute of Company Secretary of India and regulation 36(3) of the Securities and Exchange Board of India (Listing and Disclosure Obligations) Regulations, 2015

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

Name	**Mr. Vijay Kumar Gupta**	**Mr. Ashish Gupta**
Designation	Whole time director	Whole time director
Date of Birth	07-08-1953	27-02-1979
Date of first appointment	He is associated as director since incorporation of the company.	23-07-2025
Qualification	Graduate	Graduate
Experience	He has 47 years of experience in the field of industry, business and corporate management.	He has 21 years of experience in the field of industry, business finance and corporate management. He is also a person of integrity reliability
Profile	Mr. Vijay Kumar Gupta is on this post since incorporation and has wide experience in field of Accounting and Financial Management	Mr. Ashish Gupta is associated with the company as Vice President-Finance since 2004 and has wide experience in field of Financing and appointed as a Director and WTD w.e.f 23.07.2025
Directorship held in other Companies	NIL	2
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)	Prakash Woollen & Synthetic Mills Limited-Audit Committee	NIL
Numbers of shares held in the Company as on 31.03.2026	423709	143000
No. of Board Meeting attended during the year	5	3
Terms & Conditions of appointment	Mr. Vijay Gupta is liable to retire by rotation and being eligible reappointed on same term and conditions as approved by the members in 46th AGM	Mr. Ashish Gupta is liable to retire by rotation and being eligible reappointed on same term and conditions as approved by the members in 46th AGM
Past Remuneration	Total remuneration was Rs. 7,00,000/- per month including perquisites.	Total remuneration was Rs. 5,00,000/- per month including perquisites.
Relationship with other Directors	Brother of Mr. Daya Kishan Gupta, Father of Mr. Ashish Gupta and uncle of Mr. Adeep Gupta and Mr. Kapil Gupta	Son of Mr. Vijay Kumar Gupta and nephew of Mr. Daya Kishan Gupta
Confirmationpursuant to BSE circular dated 20.06.2018	It is confirmed that heis not debarred from holding the Office of Director by virtue of any SEBI Order or any such authority.	It is confirmed that heis not debarred from holding the Office of Director by virtue of any SEBI Order or any such authority.

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

11th August, 2026
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 47th Annual Report covering the operational and financial performance of your Company along with the Audited Financial Statements for the Financial Year ended March 31, 2026.

FINANCIAL HIGHLIGHTS

(Rs. in lakhs)

Particulars	2025-26	2024-25
Revenue from operations	10625.48	10517.37
Other Income	6.32	2.03
Total Revenue	10631.80	10519.40
Profit before Depreciation & Tax	322.51	(396.03)
Depreciation	428.31	513.10
Profit before Tax & Exceptional Items	(105.80)	(909.13)
Exceptional Items	47.82	1053.83
Profit before tax	(57.98)	144.70
Current tax inclusive of earlier year tax	-	(150.29)
Deferred Tax Asset/Liability	181.22	131.24
Tax in respect of earlier years.	150.43	
Profit after Tax	(88.77)	125.65
Other Comprehensive Income		
Remeasurements of net defined benefit plans	(35.56)	75.59
Income tax relating to above items	9.25	(19.65)
Total Comprehensive Income for the period	(115.08)	181.59
Earning Per Share	-0.86	1.22

KEY HIGHLIGHTS/ REVIEW OF OPERATIONS

During the period under consideration the revenue of the Company has marginally increase from Rs. 10519.40 lakh to Rs. 10631.80 lakh showing an increase of 1.07%.

The Company has incurred a net loss of Rs. 88.77 lakh during the period under review whereas in the previous year, there was a net profit of Rs. 125.65 lakh.

During the financial year, the company has incurred operating loss of Rs. 105.80 lakh before tax whereas operating loss in the previous year was Rs. 909.13 lakh. Thus, the company has reduced the operating loss by Rs. 803.33 lakh which can be said a marked improvement in business operation efficiency.

STATE OF AFFAIRS

The company specializes in the production of Mink Blankets. The manufacturing unit has state-of-the-art machinery based on the advanced technology which has been specially imported for the production facility. The company has stream lined 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. But the company has not been able to utilize the expanded installed capacity due to cycle of slack in demand. When demand grows, it is expected that the company will achieve growth.

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

CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of the business during the financial year under review.

DIVIDEND

No dividend has been recommended.

GENERAL RESERVES

No amount was transferred to General Reserve during the financial year under review.

DEPOSITS

Your Company has no unclaimed / unpaid matured deposit or interest due thereon. Your Company has not accepted any deposits covered under 'Chapter V - Acceptance of Deposits by Companies' under the Companies Act, 2013 during the financial year ended March 31, 2026, but there was an outstanding loan of Rs. 698 Lakh including interest from following:

a. Director of the company

b. Un-secured loan by promoters

which is exempted as deposit under Rule 2(c) (viii) and 2(c)(xiii) of Companies (Acceptance of Deposit) Rules, 2014.

CAPITAL STRUCTURE

The Authorized Share Capital of the Company as on March 31, 2026 was Rs. 12,00,00,000/- divided into 1,20,00,000 equity shares of Rs. 10/- each. The Subscribed and Paid up Equity Share Capital as at March 31, 2026 was Rs. 10,25,97,500/- divided into 1,02,59,750 equity shares of Rs. 10/- each fully paid-up.

During the year under review, the Company has neither issued any shares with differential voting rights nor has granted any stock options or sweat equity Shares. There was no buy back of shares. As on March 31, 2026, 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 given 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 Venture or any Associate Company. Therefore, pursuant to the provisions of the Rule 8 of Companies (Accounts) Rules, 2014, there is no requirement to attach Form AOC-1.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to section 134(5) of the Companies Act 2013, your Directors state that:

a) in the preparation of the annual accounts for the year ended March 31, 2026, 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 to give a true and fair view of the state of affairs of the Company as at March 31, 2026 and of the losses 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 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 Statutory 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 Related Party Transactions (RPT) that were entered during the FY were on arms length basis and in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations. There was no material RPT transacted by the Company during the year that required Shareholders approval under Regulation 23 of the Listing Regulations. None of the transactions with related parties fell under Section 188(1) of the Act. The disclosure of RPTs as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for FY 2025-26 and hence does not form part of this report.

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 Companys website at the link https://prakashwoollen.com/InvestorFiles/RPT12.02.2025.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 have a Risk Management Committee. However, Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Company has a Risk Management Policy in place to identify and mitigate risks that may impact its business objectives.

THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

During the year under review, no application was made nor were any proceedings pending under the Insolvency and Bankruptcy Code, 2016. Therefore, the disclosure of details regarding any application made or proceeding pending at the end of the Financial Year is not applicable.

DETAILS OF EMPLOYEES

The Company had a total of 404 permanent employees, the breakup of which is as mentioned below:

Male	402
Female	2
Transgender	0

DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company maintains a zero-tolerance policy towards sexual harassment in the workplace. Our comprehensive policy on prevention, prohibition and redressal is fully aligned with the sexual harassment of women at workplace (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 (POSH) and its associated rules. It is committed to providing equal opportunities to all employees, irrespective of the race, caste, sex, religion, color, nationality, disability, or any other distinguishing characteristics.

The details of the framework for prevention of sexual harassment at work place are placed on the website of the company at the link :- https://prakashwoollen.com/InvestorFiles/sd.pdf

In line with the act the company has established an internal committee to address complaints and ensure compliance. The Internal Committee meets regularly to stay informed about the policy and to promote awareness of POSH provisions.

During the Financial Year 2025-26, the status of complaints was as follows:-

Particulars	No.
No. of complaints of sexual harassment received in the year	NIL
No. of complaints disposed-off during the year	NIL
No. of cases pending for more than 90 days	NIL

COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT 1961

The board confirmed that the company is in compliance with the provisions of the Maternity Benefit Act, 1961, as amended from time to time.

INTERNAL FINANCIAL CONTROLS

The Board has ensured 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 Akshay Anand & Co. - Chartered Accountants F-75, Wave Greens Colony, Opp. Wave Mall, Moradabad, Internal Auditor of the Company.

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

Your Company is managed and controlled by a Board which is an optimum blend of Executives and Non-Executive Professional Directors. As on 1st April, 2025 the Board of Directors of the Company consists of six (6) Directors including one (1) Chairman & Managing Director, one (1) Whole time Director & CFO, one (1) Whole time Director and three (3) Non-executive Directors, out of which two (2) are Independent Directors, and one (1) is Woman Independent Director.

As on 31ST March, 2026, the Board of Directors of the Company consists of Eleven (11) Directors including one (1) Managing Director, one (1) Whole time Director & CFO, three (3) Whole time Director and six (6) Non-executive Directors, out of which four (4) are Independent Director including Woman Independent Director and two (2) Non-Executive and Non-Independent Directors

The composition of the Board is in compliance with Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the relevant provisions of the Companies Act, 2013. All the Directors possess the requisite qualifications and experience in general corporate Management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as Directors of the Company.

Retirement by rotation:

Mr. Vijay Kumar Gupta, Whole- Time Director, & Mr. Ashish Gupta Whole- Time Director are liable to retire by rotation and being eligible offer themself for re-appointment at ensuing Annual General Meeting.

The Board recommends their re-appointment to the Shareholders.

Appointments:

Mr. Ashish Gupta (DIN: 08708369) and Mr. Kapil Gupta (DIN: 08708451) were appointed as additional directors and Whole-time Directors of the Company w.e.f. 23rd July, 2025. Mr. Mayur Gupta (DIN: 11191064) (non-promoter non-independent and non-executive director) and Mr. Pankaj Kumar Mittal (DIN: 02169695) (non-promoter independent and non-executive director) were also appointed as additional directors. The Board also recommended their appointment to shareholders. The appointment of Mr. Daya Kishan Gupta as Managing Director for 3 years w.e.f 01.09.2025 to 31.08.2028 and Mr. Deepak Oberoi (DIN: 11191007) as Non promoter and Non-Executive Director was also recommended to shareholders for approval.

The shareholders approved the above appointments in the AGM held on 30.08.2025.

Cessation:

No cessation during the financial year 2025-2026.

Key Managerial Personnel (KMP)

Mr. Daya Kishan Gupta, Managing Director, Mr. Adeep Gupta, Whole time Director, Mr. Kapil Gupta, Whole time Director, Mr. Ashish Gupta, Whole-time Director. Mr. Vijay Kumar Gupta, Whole-time Director & CFO and Ms. Sneha Agarwal, Company Secretary were the KMPs of the Company in terms of Section 203 of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 during the period under review

DECLARATION BY INDEPENDENT DIRECTORS

All the Independent directors have 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.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

In accordance with the provisions of Schedule IV to the Companies Act, 2013 and Regulation 25(3) of SEBI (LODR), 2015, a separate meeting of the Independent Directors of the Company was held on 07th March 2026 to discuss the agenda items as prescribed under the applicable laws. The meeting was attended by all Independent Directors of the Company.

BOARD ANNUAL EVALUATION

The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 mandates that the Board shall monitor and review the Board evaluation i.e. evaluation of the performance of: (i) the Board as a whole, (ii) individual directors (including independent directors and Chairperson) and (iii) various Committees of the Board. The Performance evaluation was carried out by the Nomination and Remuneration Committee based on the "Annual Evaluation Framework" prepared by the Committee.

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

In compliance with the Companies Act, 2013 and Regulation 17 (10) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Board has carried out an evaluation of its own performance, Committees and performance of individual Directors during the period under review. The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices, participation in the long-term strategic planning and the fulfillment of Directors' obligations and fiduciary responsibilities, including but not limited to, active participation at the Board and Committee meetings. 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 involves Self-Evaluation by the Board Members and subsequent assessment by the Board of Directors. The Board of Directors expressed their satisfaction with the evaluation process.

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: https://prakashwoollen.com/InvestorFiles/independent%20director.pdf

The details of programs 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: https://prakashwoollen.com/InvestorFiles/07.03.2026.pdf

COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS AS PROVIDED UNDER THE COMPANIES ACT, 2013

The Company has formulated a Nomination and Remuneration Policy which is available on the website of the company. The link of the same is https://prakashwoollen.com/InvestorFiles/Nrc.pdf Other details are provided in Corporate Governance Report.

CODE OF CONDUCT FOR BOARD OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

The Board of Directors has framed a code of conduct for BOD, KMPS, and Senior Management Personnel which is available on the website of the company. The link of the same is https://prakashwoollen.com/InvestorFiles/CODE%20OF%20CONDUCT.pdf

AUDITORS

Statutory Auditors

The shareholders of the Company at AGM held on August 28, 2024 had appointed M/s. Harshit Mehrotra and Associates, Chartered Accountants (Firm Registration No. 032921C), as the Statutory Auditor of the Company for the First term of 5 years, i.e., from the conclusion of the Forty Fifth AGM till the conclusion of the Fiftieth AGM of the Company to be held in the year 2030.

Auditors Report

The Report given by M/s. Harshit Mehrotra and Associates, Statutory Auditors on the financial statement of the Company for the year ended March 2026 is part of the Annual Report. There are no qualification, reservation or adverse remark or disclaimer in their Report. During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

Cost Auditors

Companies (cost records and audit) (Amendment) Rules, 2015 are not applicable on the Company for the financial year 2025 26.

Secretarial Auditor

Mr. Rupinder Singh Bhatia, Practicing Company Secretary, (COP No. 2514) (Peer Review No: 1496/2021), was appointed as Secretarial Auditor of the Company to conduct Secretarial Audit for a period of five consecutive years, commencing from April 1, 2025 to March 31, 2030, pursuant to the provisions of Regulation 24A of SEBI LODR read with Section 204 of the Companies Act, 2013 or such other applicable provisions, if any.

The Secretarial Audit Report for the Financial Year ended March 31, 2026, is attached herewith as Annexure - I and forms an integral part of this Annual Report. The Secretarial Audit Report is self-explanatory and does not contain any qualification, reservation or adverse remark.

Further the Secretarial Auditors of the Company have not reported any incidence of fraud as specified under Section 143(12) of the Act.

COMPOSITION OF COMMITTEES

Audit Committee

The Board of Directors of the Company has a duly constituted Audit Committee in terms of the provisions of Section 177 of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 18 of the Listing Regulations. The terms of reference of the Audit Committee has been approved by the Board of Directors. Composition of the Audit Committee, number of meetings held during the year under review, brief terms of reference and other details have been provided in the Corporate Governance Report which forms part of this Annual Report.

The Audit Committee comprises Four (4) Non-Executive Independent Directors namely Dr. Sandeep Raj (Chairman), Dr. Swatantra Agrawal, Dr. Latha Agarwal, CA Pankaj Kumar Mittal and one (1) Whole-Time Director/ CFO namely Mr. Vijay Kumar Gupta as other members. All the recommendations made by the Audit Committee were accepted by the Board.

Nomination and Remuneration Committee

A Nomination and Remuneration Committee has been constituted under section 178 of the Companies Act 2013 read with the Rules framed thereunder and Regulation 19 of the Listing Regulations for formulization 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 Board of Directors constituted a Nomination and Remuneration Committee comprising three (3) Non-Executive Independent Directors namely Dr. Swatantra Agrawal as (Chairman), Dr. Sandeep Raj (Member) and Dr. Latha Agarwal (Member). The function of the Nomination and Remuneration Committee includes recommendation of appointment of KMP(s), Whole-time Director(s)/ Managing Director/Joint Managing Director and recommendation to the Board of their remuneration.

The aforesaid policy has been posted on the Website of the Company: -https://prakashwoollen.com/InvestorFiles/Nrc.pdf

Stakeholder Relationship Committee

The Board of Directors constituted a Stakeholder Relationship Committee comprising two (2) Non- Executive Independent Directors namely Dr. Sandeep Raj (Chairman), Dr. Swatantra Agrawal and one (1) Whole Time Director namely Mr. Adeep 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.

Corporate Social Responsibility Committee

Provisions of Section 135 of the Companies Act, 2013, pertaining to the Corporate Social Responsibility (CSR) are not applicable on the company.

Finance Committee

The Board of Directors of the Company has a duly constituted Finance Committee in terms of the provisions of Section 179(3) of the Companies Act, 2013 read with the Rules framed thereunder. The terms of reference of the Finance Committee has been approved by the Board of Directors. Composition of the Finance Committee, number of meetings held during the year under review, brief terms of reference and other details have been provided in the Corporate Governance Report which forms part of this Annual Report.

The Finance Committee comprises three Executive Directors namely Mr. Vijay Kumar Gupta (Chairman), Mr. Daya Kishan Gupta and Mr. Adeep Gupta as other members.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of provisions of Section 177 of the Companies Act, 2013 and Rules framed thereunder read with Regulation 22 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: -

https://prakashwoollen.com/InvestorFiles/whistle%20blower%20policy.pdf

MEETINGS OF THE BOARD OF DIRECTORS

Five meetings of the Board of Directors were held during the financial year 2025-26 i.e. on 30.05.2025, 23.07.2025, 12.08.2025, 30.10.2025 and 04.02.2026. The details of the meetings of the Board held during the financial year 2025-26 forms part of the Corporate Governance Report.

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

The Company has not given loan in terms of section 186 and has not 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 II** to this Report.

ANNUAL RETURN

Pursuant to Sec 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Return of 2025-2026 can be accessed at Companys website at https://prakashwoollen.com/Home/Investors_Title?Id=b3718f00-02bd-415d-91cb-cf4ea148cf7c.

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
Dr. Sandeep Raj	0.09
Dr. Swatantra Agrawal	0.09
Dr. Latha Agarwal	0.09
CA Pankaj Kumar Mittal (appointed w.e.f 23.07.2025)	0.01
Mr. Mayur Gupta (appointed w.e.f 23.07.2025)	0.01
Mr. Deepak Oberoi (appointed w.e.f 01.09.2025)	0.01
Executive directors	**Ratio to median Remuneration**
Mr. Vijay Kumar Gupta	9.37
Mr. Daya Kishan Gupta	9.37
Mr. Adeep Gupta	9.37
Mr. Ashish Gupta	4.05
Mr. Kapil Gupta	4.05

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. Adeep Gupta	0
Mr. Ashish Gupta	0
Mr. Kapil Gupta	0
Dr. Sandeep Raj	46.2
Dr. Swatantra Agrawal	46.2
Dr. Latha Agarwal	50
CA Pankaj Kumar Mittal (appointed w.e.f 23.07.2025)	0
Mr. Mayur Gupta (appointed w.e.f 23.07.2025)	0
Mr. Deepak Oberoi (appointed w.e.f 01.09.2025)	0
Ms. Sneha Agarwal	10.44

Remuneration of Independent Director is sitting fees.

c. The percentage increase in the median remuneration of employees in the financial year**: 11.44%**

d. The number of permanent employees on the rolls of Company**: 404**

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 **53.45%.**

Increase in the managerial remuneration for the year was **0.00%.**

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 REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE PERIOD FROM APRIL 1, 2025, TO MARCH 31, 2026.

TOP 10 EMPLOYEES IN TERMS OF SALARY DRAWN DURING THE FINANCIAL YEAR 2025-26

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	73	45	23/08/1979	4800000	Brother of Mr. Daya Kishan Gupta, Uncle of Mr. Adeep Gupta, Kapil Gupta and Father of Mr. Ashish Gupta
2	Daya Kishan Gupta	Managing Director	Permanent	Commerce Graduate	77	45	01/09/2022	4800000	Brother of Mr. Vijay Kumar Gupta, Uncle of Mr. Adeep Gupta, Ashish Gupta and Father of Mr. Kapil Gupta
3	Adeep Gupta	Whole Time Director	Permanent	Commerce	54	27	15/06/2020	4800000	Nephew of Mr. Vijay Kumar Gupta, Mr. Daya Kishan Gupta
4 `	Sanjay Kumar Agarwal	Manager -Plant & Operations	Permanent	Mechanical Engineer-B.E	65	38	01/12/2021	2310000	NIL
5	Aditya Gupta	Deputy Product Manager	Permanent	Graduate	29	7	01/04/2025	24,00,000	Son of Adeep Gupta
6	Praveen Gupta	Manager Accounts	Permanent	B.Com, FCA	65	38	01/08/2020	2073250	NIL
7	Suryansh Agarwal	Deputy Sales Manager	Permanent	Graduate	23	2	01/04/2025	12,00,000	Son of Kapil Gupta
8	Kapil Kumar	Printing Master	Permanent	Graduate	43	3	01/09/2023	947000	NIL
9	Jitesh Tiwari	Mechanical Engineer	Permanent	B.Tech	40	11	06/09/2014	710500	NIL
10	Sudhir Kumar	Printing Master	Permanent	Graduate	43	17	20/08/2018	676800	NIL

EMPLOYED FOR A PART OF THE FINANCIAL YEAR AND WERE IN RECEIPT OF REMUNERATION.

1	Kapil Gupta (resigned w.e.f 22.07.2025)	Vice President-Sales & Marketing	Permanent	M.Com	51	24	01/06/2004	1195926	Son of Mr. Daya Kishan Gupta Nephew of Mr, Vijay Kumar Gupta
2	Ashish Gupta (resigned w.e.f 22.07.2025)	Vice President-Finance	Permanent	Commerce Graduate	47	20	01/07/2004	1288519	Son of Mr. Vijay Kumar Gupta Nephew of Mr, Daya Kishan Gupta
3	Kapil Gupta (appointed w.e.f 23.07.2025)	Whole Time Director	Permanent	M.Com	51	24	23/07/2025	2074074	Son of Mr. Daya Kishan Gupta Nephew of Mr, Vijay Kumar Gupta
4	Ashish Gupta (appointed w.e.f 23.07.2025)	Whole Time Director	Permanent	Commerce Graduate	47	20	23/07/2025	2074074	Son of Mr. Vijay Kumar Gupta Nephew of Mr, Daya Kishan Gupta

SHARES

a. Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

b. Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

c. Bonus Shares

No Bonus Shares were issued during the year under review.

d. Issue of Shares with differential voting rights

e. Issue of Shares under Employee Stock Option Scheme

No such issue of shares under employee stock option scheme was made.

f. Issue of shares through private placement Nil

g. Issue of Shares without differential voting rights 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. Neither the Managing Director nor the Whole–time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
2. No significant or material event or matter.
3. Orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the assistance and cooperation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review.

Your Directors proudly acknowledge the contribution and hard work of the employees of the Company and its subsidiaries at all levels, who, through their competence, hard work, solidarity and commitment have enabled the Company to achieve consistent growth.

For and on behalf of the Board of Directors

Place : Vill. Amhera (J.P. Nagar)
Date : **11**th August, 2026

Daya Kishan Gupta
Managing Director
DIN: 00337569

Annexure- I

FORM-MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

[*Pursuant to Section 204(1) of the Companies Act, 2013 and rule. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014*]

The Members,
Prakash Woollen & Synthetic Mills Limited,
18th Km Stone,
Delhi Moradabad Road,
Nh-24, Village Amhera Distt,
J P Nagar UP 244102
CIN No.:L17291UP1979PLC004804

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

Based on my verification of the Companys books, papers, minute books, forms and returns filed and other records maintained by the company, the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the representations made by the Management, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2026 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 March 31, 2026 according to the provisions of:

I The Companies Act, 2013 (the Acts) and the rules made there under, as applicable;

II The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;

III The Depositories Act,1996 and the Regulations and Bye laws framed there under;

IV Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment, and External Commercial Borrowings. Neither there were any transaction of Direct Investment, External Commercial Borrowings nor any transaction of Overseas Direct Investment which were required to be reported during the financial year.

V The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):

Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

a) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not Applicable

c) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable

d) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable

e) 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 as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;

f) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not Applicable

g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable

h) The Securities and Exchange Board of India (Listing Obligations and Disclosures requirements) Regulations, 2015 (herein after referred as SEBI LODR);

i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;

VI Laws specifically applicable to the industry to which the Company belongs, as identified by the management:

-Explosives Act, 1884

- Petroleum Act, 1934

- The Legal Metrology Act, 2009 & Rules made there under

- Hazardous Wastes (Management & Handling) Act & Rules 1989 made there under

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreement entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the information received and records made available I further report that;

a) The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors, Independent Directors and Woman Director. The change in the composition of the Board of Directors that took place during the financial year under review, was carried out in compliance with the provisions of the Act and the SEBI LODR Regulations.

- Mr. Pankaj Kumar Mittal (DIN: 02169695) appointed as Independent Director of the Company w.e.f. 23rd July, 2025
- Mr. Mayur Gupta (DIN: 11191064) appointed as a Non- Executive Director of the Company w.e.f. 23rd July, 2025
- Mr. Deepak Oberoi (DIN: 11191007) appointed as a Non- Executive Director appointed of the Company w.e.f. 1st September, 2025
- Mr. Ashish Gupta (DIN: 08708369), appointed as a Non- Executive Director of the Company w.e.f. 23rd July, 2025
- Mr. Kapil Gupta (DIN: 08708451), appointed as a Non- Executive Director of the Company w.e.f. 23rd July, 2025

b) Adequate notice(s) were given to all directors regarding holding of Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance to all Directors. 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;

c) All the decisions at the Board Meetings and Committee meetings were carried through with requisite majority as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be. The dissenting members views, if any, were captured and recorded as part of the minutes.

d) As per the records, the Company filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities.

e) There are adequate systems & processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations & guidelines.

I have checked the compliance management system of the Company to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. I believe that the Audit evidence which I have obtained is sufficient and appropriate to provide a basis for my audit opinion. Except elsewhere mentioned in this report, in my opinion and to the best of my information and according to explanations given to me, I believe that the compliance management system of the Company is adequate to ensure compliance of laws specifically applicable to the Company.

I further report that during the audit period, there no major events/ actions have taken place having a major bearing on the Companys affairs in pursuance to the above referred laws, rules, regulations, guidelines, standards etc.

I further report that:

- At the Annual General Meeting held on 30th August, 2025, the following Special business were carried:-
- Appointment of Secretarial Auditor of the company
- Appointment of Mr. Ashish Gupta (DIN: 08708369) as a Director of the Company
- Appointment of Mr. Kapil Gupta (DIN: 08708451) as a Director of the Company
- Appointment of Mr. Mayur Gupta (DIN: 11191064) as a Director of the Company
- Appointment of Mr. Deepak Oberoi (DIN: 11191007) as a Director of the Company
- Appointment of Mr. Pankaj Kumar Mittal (DIN: 02169695) as a Non- Executive Independent Director of the Company
- Re-Appointment of Mr. Daya Kishan Gupta (DIN: 00337569) as Managing Director who has attained the age of 75 years.
- Appointment of Mr. Ashish Gupta (DIN: 08708369) as a Whole time Director of the Company.
- Appointment of Mr. Kapil Gupta (DIN: 08708451) as a Whole time Director of the Company.

Rupinder Singh Bhatia
Practicing Company Secretary
CP No: 2514
UDIN No:-F002599H001072811
Peer Review No. : 1496/2021

Place: New Delhi
Date: 11.08.2026

Note: This report is to be read with letter of even date by the Secretarial Auditor, which is annexed to this report and forms an integral part of this report.

Annexure A

The Members,
Prakash Woollen & Synthetic Mills Limited,
18th Km Stone,
Delhi Moradabad Road,
Nh-24,Village Amhera Distt,
J P Nagar U.P 244102
CIN No.: L17291UP1979PLC004804

My Secretarial Audit Report of given date is to be read along with this letter.

A. Maintenance of records is the responsibility of the management of the Company. My responsibility is to express an opinion on those records based on our audit.

B. I have followed the audit practices, and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on text basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices we followed provide a reasonable basis for our opinion.

C. Where ever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.

D. The compliance of the provisions of the SEBI laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on text basis.

E. As regards the books, papers, forms, reports and returns filed by the company under these regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of the management. My examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the company under the said regulations. I have verified the correctness and coverage of the contents of such forms.

Place: New Delhi
Date: 11.08.2026

R. S. Bhatia
Practicing Company Secretary
CP No: 2514
UDIN No.:F002599H001072811
Peer Review No. is 1496/2021

Annexure- II

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION ANDFOREIGN EXCHANGE EARNINGS AND OUTGO

The information under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2026 is given below and forms part of the Directors' Report.

(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 it 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 has installed Solar Power Plant and using solar energy as 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 super fine 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, are as 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:

(Rs. in lakh)

	2025-26	**2024-25**
	35.13	69.26

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

	2025-26	**2024-25**
Imports	31.63	25.21
Travelling	3.50	0.00
	35.13	**63.95**

For and on behalf of the Board of Directors

Place : Vill. Amhera (J.P. Nagar)
Date : 11th August, 2026

Daya Kishan Gupta
Managing Director
DIN: 00337569

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OVERVIEW OF THE ECONOMY

Global Economy

The global economy remained resilient in FY 2025–26, despite rising trade tensions, geopolitical conflicts, and policy uncertainty. However, the IMF has lowered global growth projections, citing high borrowing costs, weaker investment, and trade disruptions. Medium-term growth remains subdued, highlighting the need for structural reforms and fiscal discipline.

The IMF projects global GDP growth at 2.8% in 2025 and 3.0% in 2026, below the historical average. Global inflation is expected to ease from 5.7% in 2024 to 4.3% in 2025, with further moderation in 2026.

Advanced economies are projected to grow by 1.4% in 2025 and 1.5% in 2026, while emerging market and developing economies are expected to grow by 3.7% in 2025 and 3.9% in 2026. Although the global outlook remains stable, the IMF warns that trade tensions, geopolitical risks, and high public debt continue to pose significant challenges to long-term growth..

Indian economy

India continues to strengthen its position in the global economic landscape, driven by sustained economic growth, a resilient domestic market, and a strong commitment to industrial development and innovation. With a population of over 1.4 billion and one of the fastest-growing major economies in the world, India has emerged as a key global manufacturing and investment destination. Government initiatives focused on infrastructure development, digital transformation, ease of doing business, and manufacturing competitiveness continue to support long-term economic growth.

The textile and apparel industry remains one of the most significant contributors to the Indian economy. With a rich heritage spanning centuries, India is recognized globally for its diverse textile ecosystem, which includes cotton textiles, apparel, home textiles, man-made fibre (MMF) products, technical textiles, handicrafts, and traditional handloom products. The industry provides a complete value chain from fibre production to finished garments, making India one of the world's leading textile manufacturing hubs.

India is the **world's second-largest producer of textiles and garments** and among the **top six exporters of textiles and apparel globally**. The sector accounts for approximately **2.3% of India's GDP**, **13% of industrial production**, and around **12% of the country's merchandise exports**. It is also one of the largest employment generators, providing direct employment to nearly **45 million people**, including over **3.5 million handloom workers**, while supporting millions more through allied industries.

India's textile manufacturing is concentrated in major textile clusters across **Gujarat, Maharashtra, Tamil Nadu, Uttar Pradesh, Punjab, Rajasthan, Karnataka, and West Bengal**, each specializing in different segments such as spinning, weaving, processing, garments, technical textiles, and home furnishings.

The Indian textile and apparel sector continues to witness robust growth, supported by increasing domestic consumption, rising exports, and favourable government policies. During **FY 2025–26**, India's textile and apparel market is estimated to be valued at approximately **US$ 185–190 billion**, with exports expected to exceed **US$ 45–50 billion**, driven by improving global demand, diversification of export markets, and increasing competitiveness of Indian manufacturers.

Government initiatives continue to play a pivotal role in strengthening the sector. The **Production Linked Incentive (PLI) Scheme** with an outlay of **10,683 crore** continues to encourage investments in **Man-Made Fibre (MMF) apparel, MMF fabrics, and Technical Textiles**, promoting scale, efficiency, and global competitiveness. Complementary initiatives such as the **PM MITRA Parks Scheme**, the **National Technical Textiles Mission**, the **Scheme for Integrated Textile Parks (SITP)**, and various export promotion measures are expected to further enhance India's position as a preferred global sourcing destination.

The Government's economic agenda remains focused on accelerating manufacturing-led growth under initiatives such as **Make in India**, **PM Gati Shakti**, **Digital India**, **Skill India**, and **Atmanirbhar Bharat**. Continued investments in logistics, multimodal infrastructure, digital connectivity, ease of doing business, and policy reforms are creating a conducive environment for industrial expansion and export growth. These measures are expected to improve supply chain efficiency, attract foreign investment, encourage innovation, and enhance the global competitiveness of Indian industries, including textiles.

Looking ahead, India's textile industry is well-positioned to capitalize on emerging global opportunities through sustainable manufacturing practices, technological advancement, product diversification, and expanding export capabilities. Supported by strong domestic demand, favourable demographics, government reforms, and increasing global sourcing from India, the sector is expected to remain a key driver of economic growth, employment generation, and export earnings during **FY 2025–26** and beyond.

Global Textile and Apparel Industry

The global textile and apparel industry is one of the world's largest and most important industries, contributing significantly to employment, trade, and economic growth. It includes the production of fibers, yarns, fabrics, garments, and fashion products.

Overview

- The industry covers the entire value chain, from raw material production (cotton, wool, silk, synthetic fibers) to textile manufacturing, apparel production, retail, and recycling.

- It employs hundreds of millions of people worldwide, with a large share of workers in developing countries.
- Major textile and apparel manufacturing hubs include China, India, Bangladesh, Vietnam, Turkey, and Pakistan.
- Key consumer markets are the United States, European Union, China, and Japan.

Major Segments

1. **Fiber Production**
   - Natural fibers: Cotton, wool, silk, flax.
   - Man-made fibers: Polyester, nylon, acrylic, rayon.
2. **Textile Manufacturing**
   - Spinning
   - Weaving
   - Knitting
   - Dyeing and finishing
3. **Apparel Manufacturing**
   - Garment design
   - Cutting and sewing
   - Branding
   - Packaging
4. **Retail and Distribution**
   - Physical stores
   - E-commerce platforms
   - Fashion brands and wholesalers

Key Trends

- Sustainability: Increased use of organic cotton, recycled fibers, and environmentally friendly production methods.
- Digitalization: Adoption of automation, AI, 3D design, and smart manufacturing.
- Fast Fashion: Rapid production cycles driven by changing consumer preferences.
- E-commerce Growth: Online shopping has expanded the global reach of apparel brands.
- Circular Economy: Greater emphasis on recycling, reuse, and reducing textile waste.

Major Challenges

- Rising raw material and energy costs.
- Environmental pollution from textile processing.
- Labor rights and ethical sourcing concerns.
- Supply chain disruptions due to global events.
- Competition from low-cost manufacturing countries.

Leading Textile and Apparel Producing Countries

Country	Strength
India	Strong in cotton textiles, garments, and technical textiles
China	Largest producer and exporter of textiles and garments
Bangladesh	Major exporter of ready-made garments
Vietnam	Rapidly growing apparel exporter
Turkey	High-quality textiles and fashion products

Economic Importance

- Contributes significantly to global GDP and international trade.
- Generates employment for millions of workers, particularly women.
- Supports related industries such as agriculture, chemicals, logistics, machinery, and retail.
- Plays a vital role in the export earnings of many developing economies.

Future Outlook

The global textile and apparel industry is expected to continue growing, driven by:

- Rising disposable incomes.
- Expanding middle-class populations in emerging economies.
- Increasing demand for sustainable and functional textiles.
- Technological innovations such as smart textiles, automation, and digital supply chains.

However, future growth will depend on balancing cost competitiveness with sustainability, ethical labor practices, and technological advancement.

GOVERNMENT INITIATIVES

The Indian government has introduced several initiatives to boost the textile industry in 2026.

Some of the major Government of India initiatives announced or emphasized in 2026 to strengthen the textile sector include:

1. **National Fibre Scheme**
   - Promotes domestic production of natural fibres such as cotton, jute, silk, and wool.
   - Aims to improve productivity, quality, and value addition while reducing import dependence.
2. **Textile Expansion and Employment Scheme (TEES)**
   - Supports modernization of traditional textile clusters.
   - Provides capital assistance for new machinery, technology upgrades, and common testing and certification facilities.
   - Intended to boost productivity, improve quality standards, and create employment.
3. **National Handloom and Handicraft Programme**
   - Integrates and strengthens existing schemes for handloom weavers and artisans.
   - Focuses on better market access, higher incomes, skill development, and preservation of India’s textile heritage.
4. **Tex-Eco Initiative**
   - Encourages environmentally sustainable textile and apparel manufacturing.
   - Helps manufacturers adopt greener production practices and comply with international sustainability standards, improving access to global markets.
5. **Samarth 2.0**
   - Expands skill development and workforce training across the textile value chain.
   - Seeks to improve employability and provide industry-relevant skills, particularly for youth and women.
6. **Expansion of PM MITRA Mega Textile Parks**
   - Continues the development of integrated textile parks with world-class infrastructure.
   - Aims to reduce logistics costs, attract investment, and enhance India’s competitiveness in textile manufacturing.
7. **Strengthening Textile Support Infrastructure**
   - The Ministry of Textiles is developing Integrated Textile and Apparel Development Centres (ITADCs) into one-stop facilitation hubs for textile entrepreneurs and MSMEs, offering technology and business support.

Overall, these initiatives are designed to:

- Increase employment in the textile sector.
- Modernize manufacturing and textile clusters.
- Improve exports and global competitiveness.
- Promote sustainable and eco-friendly production.
- Strengthen support for handloom weavers, artisans, and MSMEs.
- Build a stronger domestic textile value chain.

Economic Trends Impacting Growth Prospects in the Textile Industry in 2025-2026 .

The Indian textile industry’s growth prospects in 2025-2026 are influenced by several key economic trends:

1. **Strong Domestic Demand**
   - Rising disposable incomes, urbanization, and growth in organized retail and e-commerce are increasing demand for apparel, home textiles, and fashion products.

2. **Government Support and Investment**
   - The Union Budget 202627 prioritizes the textile sector through initiatives such as the National Fibre Scheme, Textile Expansion and Employment Scheme (TEES), and continued development of PM MITRA parks, encouraging investment and modernization.
3. **Export Growth Opportunities**
   - New trade agreements and expanding global market access are expected to strengthen India's textile exports, particularly in home textiles, garments, and technical textiles.
3. **Shift Toward Sustainable Textiles**
   - Growing international demand for eco-friendly and recyclable textiles is encouraging manufacturers to adopt sustainable production processes and circular economy practices.
4. **Expansion of Technical Textiles**
   - Demand for technical textiles in healthcare, automotive, construction, agriculture, and defense continues to rise, creating new avenues for industry growth.
5. **Digitalization and Manufacturing Modernization**
   - Increased adoption of automation, digital supply chains, AI-driven production planning, and smart manufacturing is improving productivity and reducing operational costs.
6. **Supply Chain Challenges**
   - Despite growth opportunities, inefficiencies in supply chain coordination are estimated to cost India between US$37 billion in potential apparel exports, highlighting the need for better logistics and integration.
7. **Global Economic Uncertainty**
   - Volatile raw material prices, geopolitical tensions, and fluctuating global demand continue to affect export performance. Recent data show textile exports growing modestly while apparel exports have faced pressure.
8. **Focus on Domestic Manufacturing**
   - India's broader manufacturing strategy aims to reduce dependence on imports and strengthen domestic production in sectors including textiles, improving long-term competitiveness and resilience.

Conclusion

The Indian textile industry in 2026 is expected to benefit from strong domestic demand, supportive government policies, export opportunities, technological modernization, and the growing importance of sustainable and technical textiles. However, improving supply chain efficiency, managing input costs, and adapting to global economic uncertainties will be critical to sustaining long-term growth.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.

During the year under review, there were no material adverse developments in the Human Resources or Industrial Relations front. The Company continued to maintain a healthy and collaborative work environment, with cordial relations between employees and management.

Key highlights of HR initiatives during the year include:

- Strengthening of employee training and development programs to enhance skills and productivity.
- Implementation of employee engagement initiatives to support well-being, diversity, and inclusion.
- Continued focus on digital transformation in HR processes for enhanced efficiency and transparency.
- Compliance with all applicable labour laws, including those related to maternity benefits, social security, and workplace safety.

As on **March 31, 2026** the total number of employees on the rolls of the Company stood at **404.**

HEALTH, SAFETY AND ENVIRONMENT

Company considers its Human Resources as a very important asset and a key in achieving operational performance. Company continues to provide them with a safe and comfortable working environment. During the difficult pandemic times, the company has taken numerous precautions to protect its staff and workers. The company regularly complies with all stipulated environmental and safety norms.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an effective internal control and risk-mitigation system, which is constantly assessed and strengthened with new/ revised standard operating procedures. The Companys internal control system is commensurate with its size, scale and complexities of operations. To enhance the internal control procedures, the Company has appointed Akshay Anand & Co. as its internal auditor. It also ensures that they are recorded in all material respect to permit preparation of financial statements in conformity with established accounting principles along with the assets of the Company being adequately safeguarded against significant loss or misuse. An independent Internal Audit function is an important element of Companys Internal Control System. This is supplemented through an extensive internal audit program and periodic review by the management and the Audit Committee of Board.

INDIA'S ROLE:

India's textile industry is a significant player, contributing significantly to the country's GDP, exports, and employment. The Indian government is also actively promoting domestic manufacturing and exports through initiatives like "Make in India" and "Atmanirbhar Bharat".

CAUTIONARY STATEMENT

Statement in Management Discussion and Analysis report describing the Companys objectives, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could make a difference to the Companys operations include finished goods prices, raw materials costs and its availability, domestic as well as global demand supply conditions, fluctuations in exchange rates, changes in Government policies, tax changes, economic developments within India and the countries with which the Company has business contacts. The Company assumes no responsibility to amend, modify, or revise any forward-looking statement, on the basis of any subsequent developments, information, or events. Besides, the Company cannot guarantee that these assumptions and expectations are accurate or will be realised.

2) Key Financial Ratios

Changes in key financial ratios are as under:

S. No.	Ratio	2025-2026	2024-2025	% Variance	Reason for variance
1	Debtors turnover Ratio	43.95	31.53	10.61	5
2	Inventory turnover Ratio	3.75	3.76	(0.45)	3
3	Interest Coverage ratio	2.19	2.31	0.02	4
4	Current Ratio	1.08	1.07	1.55	1
5	Debt Equity Ratio	0.84	0.86	(3.40)	2
6	Operating profit margin (%)	3%	(3.00)%	-2.28	4
7	Net profit Margin (%)	0.80%	1.19%	0.25	4
8	Return on Net Worth (%)	1.85	2.56	0.56	4

Reason for variance

1 Usage/ non usage of internal accruals in new projects caused decline/ increase in current ratio and increase/ decrease in net capital turnover ratio.

2. New Term loans for new projects/temporary working capital caused increase in the ratio or vice versa.
3. Increase in inventory reduces the ratio.
4. Net profit/ loss in the current year caused improvement/decline in the ratio.
5. Decrease in level of debtors reduces the ratio.

For and on behalf of the Board of Directors

Place : Vill. Amhera (J.P. Nagar)
Date : **11**th August, 2026

Daya Kishan Gupta
Managing Director
DIN: 00337569

REPORT ON CORPORATE GOVERNANCE

This report states compliance pursuant to the provisions of Regulation 34(3) read with Schedule V of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. (Hereinafter collectively referred to as 'Listing Regulations').

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 or policy makers.

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.

We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders.

Governance Structure

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

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.

Committees of the Board:

As required by Law the Board has constituted the Committees viz, Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee. Besides this Board has also constituted a finance committee. Each of the said Committee has been mandated to operate within a given framework.

Size and Composition of the Board and Attendance Status

The composition of the board is in line with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As on 1st April, 2025 the Board of Directors of the Company consists of Six (6) Directors including one (1) Chairman & Managing Director, one (1) Whole time Director & CFO, one (1) Whole time Director, and three (3) Non-executive Directors, out of which two (2) were Independent Directors, and one (1) was Woman Independent Director.

As on 1st April, 2026 the Board of Directors of the Company consists of Eleven (11) Directors including one (1) Managing Director, one (1) Whole time Director & CFO, three (3) Whole time Director and six (6) Non-executive Directors, out of which Four (4) are Independent Directors, one (1) Woman Independent 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. Daya Kishan Gupta	Promoter & Executive Director & Managing Director	Brother of Mr. Vijay Kumar Gupta, Uncle of Mr. Adeep Gupta and Ashish Gupta.	NIL	Five	Yes
Mr. Vijay Kumar Gupta	Promoter & Executive Director, CFO & Whole Time Director	Brother of Mr. Daya Kishan Gupta, Uncle of Mr. Adeep Gupta & Kapil Gupta. Father of Mr. Ashish Gupta.	NIL	Five	Yes
Mr. Adeep Gupta	Promoter & Executive Director & Whole Time Director	Nephew of Mr. Vijay Kumar Gupta and Mr. Daya Kishan Gupta	NIL	Five	Yes
Mr. Ashish Gupta (appointed on 23.07.2025)	Promoter & Executive Director & Whole Time Director	Son of Mr. Vijay Kumar Gupta and Nephew of Mr. Daya Kishan Gupta	2	Three	Yes
Mr. Kapil Gupta (appointed w.e.f 23.07.2025)	Promoter & Executive Director & Whole Time Director	Son of Mr. Daya Kishan Gupta and nephew of Mr. Vijay Kumar Gupta	2	Two	Yes
Dr. Sandeep Raj	Non-Promoter & Independent Director & Chairman	NIL	NIL	Five	Yes
Dr. Swatantra Agrawal	Non-Promoter & Independent Director	NIL	NIL	Five	Yes
Dr. Latha Agarwal	Non-Promoter & Independent Director	NIL	NIL	Three	Yes

CA Pankaj Kumar Mittal (appointed w.e.f 23.07.2025)	Non-Promoter & Independent Director	NIL	9	One	Yes
Mr. Mayur Gupta (appointed w.e.f 23.07.2025)	Non-Promoter & Non-Independent Director	NIL	NIL	One	Yes
Mr. Deepak Oberoi (appointed w.e.f 01.09.2025)	Non-Promoter & Non-Independent Director	NIL	NIL	One	Yes

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.

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 Regulation 25 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges.

None of the Independent Director on the Board of the Company serve as an Independent Director in more than seven (7) Listed Companies nor holds the position of Whole time Director in any Listed Company. Independent Directors of the Company have been appointed in accordance with the applicable provisions of the Companies Act, 2013 ("Act") read with relevant rules. CA Pankaj Kumar Mittal was appointed as Independent Director of the company w.e.f. 23.07.2025 for a term of five consecutive years.

Formal letters of appointment as per Schedule IV of the Act have been issued to the Independent Directors and the terms and conditions of their appointment have been disclosed on the website of the Company. The web link of same is given below: https://prakashwoollen.com/InvestorFiles/Revised%20Code.pdf

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 an 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.

Board Meetings

During the financial year 2025-26 five (5) board meetings were held on 30.05.2026, 23.07.2025, 12.08.2025, 30.10.2025, and 04.02.2026. 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, 2025	6	6
July 23, 2025	6	6
August 12, 2025	10	8
October 30, 2025	11	10
February 04, 2026	11	8

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 separate meeting of Independent Directors was held during the year on March 07, 2026.

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: https://prakashwoollen.com/InvestorFiles/07.03.2026.pdf

CODE OF CONDUCT

The Company has in place Code of Conduct (the Code) applicable to all the Directors & Senior Management Personnel. 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 Company has also in place 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.

These Codes has been put on the Company's website (www.prakashwoollen.com) at the link
http://www.prakashwoollen.com/InvestorFiles/Code%20of%20Conduct%201.pdf

The Codes have been circulated to Directors and Management Personnel, and there compliances are affirmed by them annually.

ANNUAL DECLARATION BY THE MANAGING DIRECTOR

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

BOARD COMMITTEES

The Board of directors have constituted required committees (as required under companies act and Listing Regulations.) To deal with the specific areas and activities which concern the company and need a closer review. Besides these committees Board has constituted a Finance Committee. The Board Committees 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 Committees meet at regular intervals, takes necessary steps to perform its duties entrusted by the Board. The Minutes of the Committee Meetings were 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 presently Audit Committee comprising of Five (5) Directors out of which there are Four(4) Independent Directors namely Dr. Sandeep Raj (Chairman), Dr. Swatantra Agrawal, Dr. Latha Agarwal, CA Pankaj Kumar Mittal and one(1) executive director Mr. Vijay Kumar Gupta (CFO/Whole Time Director).

As at 01.04.2025 Dr. Sandeep Raj (Chairman), Dr. Swatantra Agrawal, Dr. Latha Agarwal, and one executive director Mr. Vijay Kumar Gupta (CFO/Whole Time Director) were the members of the committee.

CA Pankaj Kumar Mittal was appointed w.e.f. 30.10.2025.

The Company has complied with the requirements of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as regard to the composition of the Audit Committee of the company.

Meetings & Attendance

The Audit Committee met Five (5) times during the year ended 31st March, 2026 i.e. on 30.05.2025, 23.07.2025, 12.08.2025, 30.10.2025 and 04.02.2026. The intervening period between two meetings was well within the maximum time gap 120 days as prescribed under Listing Regulations. The constitution of Audit Committee and attendance of each member is as given below:

Name of Member	Designation	No. of Meeting attended
Dr. Sandeep Raj	Chairman	Five
Mr. Vijay Kumar Gupta	Member	Five
Dr. Swatantra Agrawal	Member	Five
Dr. Latha Agarwal	Member	Five
CA Pankaj Kumar Mittal (appointed w.e.f. 30.10.2025)	Member	Nil

The Company Secretary acts as Secretary to the Committee.

*Dr. Sandeep Raj, who acted as Chairman of the Audit Committee Meetings was present at the last Annual General Meeting of the Company held on 30th August, 2025 to answer the shareholders' queries.

All members are financially literate, Mr. Vijay Kumar Gupta member and CA Pankaj Kumar Mittal possesses accounting or related financial expertise

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;
- 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 utilizations of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Reviewing the following information:

The Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;

- 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.
- Statement of deviations:
  - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1)
  - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

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 References:

The terms of references of the Nomination and Remuneration Committee are as under:

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board of Directors their appointment and/or removal;
2. To carry out evaluation of every Director’s performance;
3. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to our Board of Directors a policy, relating to the remuneration for the directors, key managerial personnel and other employees such that its policies ensure that –
   - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
   - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
   - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals
4. To formulate the criteria for evaluation of Independent Directors and the Board of Directors;
5. To recommend to the Board of Directors whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
6. To devise a policy on the diversity of the Board of Directors;
7. To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria;
8. To carry out any other function as is mandated by the Board of Directors from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;
9. To formulate the detailed terms and conditions of such schemes, frame suitable policies and procedures to ensure that there is no violation of applicable laws.

Composition of the Committee, Meetings and Attendance

Presently i.e. on 31.03.2026 The Nomination and Remuneration Committee comprises of Three Independent Directors namely Dr. Swatantra Agrawal (Chairman), Dr. Sandeep Raj, and Dr. Latha Agarwal as members.

As at 01. 04. 2025 Dr. Swatantra Agrawal (Chairman), Dr. Sandeep Raj, and Dr. Latha Agarwal were members of the committee.

The Nomination and Remuneration Committee members met Two (2) times during the financial year ended 31st March, 2026 i.e. on 23rd July, 2025, & 04th February, 2026. The Constitution of Committee and attendance of each member is as given below:

Name of Member	Designation	No. of Meeting attended
Dr. Swatantra Agrawal	Chairman	2
Dr. Sandeep Raj	Member	2
Dr. Latha Agarwal	Member	2

The Company Secretary acts as Secretary to the Committee.

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.

The Company has complied with the requirements of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as regard to the composition of the Nomination and Remuneration Committee.

Performance Evaluation of the Board, Committees and Directors

Your Company understands the requirements of an effective Board Evaluation process and accordingly conducts a Performance Evaluation every year in respect of the following:

i. Board of Directors as a whole

ii. Committees of the Board of Directors

iii. Individual Directors including the Chairman of the Board of Directors

In compliance with the requirements of the provisions of Section 178 of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Guidance Note on Board Evaluation issued by SEBI in January 2017, Performance Evaluation was carried out for the Board / Committees / Directors of your Company for the financial year ended March 31, 2026.

The key objectives of conducting the Board Evaluation were to ensure that the Board and various Committees of the Board have appropriate composition of Directors and they have been functioning collectively to achieve common business goals of your Company. Similarly the key objective of conducting performance evaluation of the Directors through individual assessment and peer assessment was to ascertain if the Directors actively participate in Board Meetings and contribute to achieve the common business goal of the Company.

The Directors carry out the aforesaid Performance Evaluation in a confidential manner and provide their feedback on a rating scale of 1-5. Duly completed formats were sent to the Chairman of the Board and the Chairman / Chairperson of the respective Committees of the Board for their consideration.

The Nomination and Remuneration Committee forwarded their recommendation based on such Performance Evaluation to the Board of Directors and the same was tabled at the Board Meeting held on 04th February, 2026. All the criteria of Evaluation as envisaged in the SEBI Circular of Guidance Note on Board Evaluation had been adhered to by your Company. Based on the aforesaid Performance Evaluation, your Board decided to continue the terms of appointment of the Chairman, the Independent Directors, the Executive Directors and the Non-Executive Directors.

SENIOR MANAGEMENT

The Officers and Personnel of the listed entity who are the members of the core management team excluding BOD but specifically include Company Secretary and CFO.

Particulars of Senior Management including the changes therein since the closure of previous financial year.

S.No	Name	Designation	Changes During The Year
1	Mr. Kapil Gupta	Vice President Sales	Resigned w.e.f. 22.07.2025
2	Mr. Ashish Gupta	Vice President Finance	Resigned w.e.f. 22.07.2025
3	Mr. Vijay Kumar Gupta	CFO/WTD	-
4	Ms. Sneha Agarwal	Company Secretary	-

REMUNERATION TO DIRECTORS

Nomination and Remuneration Policy

In compliance with the requirements of Section 178 of the Companies Act, 2013, Rules framed thereunder and pursuant to the provisions of Regulation 19(4) of the Listing Regulations, the Board of Directors of the Company has a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel, Functional Heads and other employees of the Company. The Policy provides for criteria and qualifications for appointment of Director, Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs), remuneration to them, Board diversity etc.

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 https://prakashwoollen.com/InvestorFiles/Nrc.pdf

Remuneration paid to the Executive Directors:

The details of Remuneration paid to the Managing Director and Whole-Time Directors for the financial year 2025-2026 is given below:

Name	Salary in Rs.	Commission on profits	Total Amt. in Rs.
Mr. Vijay Kumar Gupta	48,00,000	NIL	48,00,000
Mr. Daya Kishan Gupta	48,00,000	NIL	48,00,000
Mr. Adeep Gupta	48,00,000	NIL	48,00,000
Mr. Kapil Gupta (appointed w.e.f 23.07.2025)	20,74,074	NIL	20,74,074
Mr. Ashish Gupta (appointed w.e.f 23.07.2025)	20,74,074	NIL	20,74,074

The tenure of office of the Managing Director is for 3 Years and Whole-time Directors is for 3 years from their respective dates of appointments.

Remuneration paid to the Non-Executive Directors:

Sitting fee and commission on net profit paid to Non-Executive Directors during the financial year ended 31st March, 2026 is as under:

Name of the Non-Executive Director	Sitting Fee in Rs.	Commission	Total Amt. in Rs.
Dr. Sandeep Raj	47500	0	47500
Dr. Latha Agarwal	45000	0	45000
Dr. Swatantra Agrawal	47500	0	47500
CA Pankaj Kumar Mittal (appointed w.e.f 23.07.2025)	7500	0	7500
Mr. Mayur Gupta (appointed w.e.f 23.07.2025)	5000	0	5000
Mr. Deepak Oberoi (appointed w.e.f 01.09.2025)	5000	0	5000

Equity Shares held by the Directors

Except as stated hereunder, none of the directors, held any shares in the Company as on March 31, 2026:

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. Adeep Gupta	454320	4.43%
Mr. Kapil Gupta	107770	1.05%
Mr. Ashish Gupta	143000	1.39%
Mr. Deepak Oberoi	28400	0.28%

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.

As at 31.03.2026 Dr. Sandeep Raj (Chairman), Dr. Swatantra Agrawal and one Whole Time Director Mr. Adeep Gupta were members of the committee.

he Committee met **One (1) time** during the financial year ended 31st March, 2026, i.e. on 04th February 2026. The Constitution of the Committee and attendance of each member is as given below.

Name of Member	Designation	No. of Meeting attended
Dr. Sandeep Raj	Chairman	1
Dr. Swatantra Agarwal	Member	1
Mr. Adeep Gupta	Member	1

*Dr. Sandeep Raj, Chairman of the Stakeholder Relationship Committee, was present at the Annual General Meeting of the Company held on 30th August, 2025 to answer members' queries.

The Company Secretary acts as Secretary to the Committee.

Board Membership Criteria and list of core skills / expertise / competencies identified in the context of the business:

The Board of Directors are collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows a defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board include:

- composition of the Board, which is commensurate with the size of the Company and its status as a listed Company;
- desired age and diversity on the Board;
- size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law;

- qualifications, expertise and experience in specific area of relevance to the Company;
- balance of skills and expertise in view of the objectives and activities of the Company;
- avoidance of any present or potential conflict of interest;
- availability of time and other commitments for proper performance of duties;

In terms of requirement of Listing Regulations, the Board has identified the following skills / expertise / competencies of the Directors as given below:

NAME OF DIRECTOR	SKILLS AND ITS DESCRIPTION				
	Leadership experience of running large enterprise – Experience in leading well-governed large organizations,with an understanding of organizational systems and processes complex business and regulatory environment, strategic planning and risk management , and management of accountability and performance	**Experience of crafting Business Strategies – Experience in developing long-term strategies to grow customer, consistently, profitably,competitively and in a sustainable manner in diverse business environments and changing economic conditions**	**Understanding of Customer indsights in diverse environments and conditions – Experience of having managed organizations with large consumer / customer interface in diverse business environments and economic conditions which helpsin leveraging consumer insights for business benefits**	**Finance and Accounting Experience –Leadership experience inhandling financial management of a large organization along with an understanding of accounting and financial statements**	**Understanding use of Digital / Information Technology–Understanding the use of digital / information Technology, ability to anticipate technological driven changes & disruption impacting business and appreciation of the need of cyber security and controls across the organization**
Mr. Vijay Kumar Gupta	✓	✓	✓	✓	✓
Mr. Daya Kishan Gupta	✓	✓	✓		✓
Mr.Adeep Gupta	✓	✓	✓		✓
Mr.Sandeep Raj	✓	✓	✓	✓	✓
Mr.Swatantra Agrawal	✓	✓	✓	✓	✓
Ms.Latha Agarwal	✓	✓	✓	✓	✓
Mr.Pankaj Kumar Mittal	✓	✓	✓	✓	✓
Mr.Kapil Gupta	✓	✓	✓		✓
Mr.Ashish Gupta	✓	✓	✓		✓
Mr.Mayur Gupta	✓	✓	✓		✓
Mr.Deepak Oberoi	✓	✓	✓		✓

- personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mind-set.

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Provisions of Section 135 of the Companies Act, 2013, pertaining to the Corporate Social Responsibility (CSR) was not applicable on the company during last year as Company's Net Worth was less than Rs. 500 crore, Turnover was less than Rs. 1000 crore and Net Profit was less than Rs. 5 crore. therefore CSR was not applicable on the company during the financial year under review.

E. FINANCE COMMITTEE

The Board of Directors of the Company has a duly constituted Finance Committee in terms of the provisions of Section 179(3) of the Companies Act, 2013 read with the Rules framed thereunder. The terms of reference of the Finance Committee has been approved by the Board of Directors. Composition of the Finance Committee, number of meetings held during the year under review, brief terms of reference and other details have been provided in the Corporate Governance Report which forms part of this Annual Report.

The Finance Committee comprises three Executive Directors namely Mr. Vijay Kumar Gupta (Chairman), Mr. Daya Kishan Gupta and Mr. Adeep Gupta as other members. All the recommendations made by the Finance Committee were accepted by the Board.

The Committee met Six (6) times during the financial year ended 31st March 2026, i.e. on 28.05.2025, 25.08.2025, 05.09.2025, 04.10.2025, 27.11.2025 & 14.01.2026. The Constitution of the Committee and attendance of each member is as given below :

Name of Member	Designation	No. of Meeting attended
Mr. Vijay Kumar Gupta	Chairman	Six
Mr. Daya Kishan Gupta	Member	Six
Mr. Adeep Gupta	Member	Six

The Company Secretary acts as Secretary to the Committee.

Compliance Officer

Ms. Sneha Agarwal, Company Secretary & Compliance Officer was appointed w.e.f. 15th March, 2023 for 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

In compliance with the requirements of the SEBI Circular No. CIR/OIAE/2/2011 dated June 3, 2011, the Company has obtained exclusive User ID and Password for processing the investor complaints in a centralized web based SEBI Complaints Redress System - 'SCORES'. This enables the investors to view online the action taken by the Company on their complaints and current status thereof, by logging on to the SEBI's website www.sebi.gov.in. No shareholder's complaint was lying unresolved as on March 31, 2026 under 'SCORES' & ODR Portal.

It is confirmed that there was no request for registration of share transfers / transmissions lying pending as on March 31, 2026 and that all requests for issue of new certificates, sub-division or consolidation of shareholdings, etc., received up to March 31, 2026 have since been processed. The Company has an efficient system in place to record and process all requests for dematerialization and re-materialization of shares in the Company through National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL).

Nature of complaints received and resolved during the financial year ended on March 31, 2026:

No. of complaints pending at the beginning of the year	Nil
No. of complaints received by correspondence during the year ended 31.03.2026	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 31.03.2026	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.

General Body Meetings

Annual General Meetings (AGM)

Year	Date, Time & Venue	Matters for Special Resolution passed
47th AGM 2025-26	**25.09.2026 11.45 AM Registered Office**	**1. To consider and approve the re-appointment of Mr. Vijay Kumar Gupta (DIN: 00335325) as Whole time Director who has attained the age of 70 years**
46th AGM 2024-25	**30.08.2025 12.30 PM Registered Office**	**1. Appointment of Mr. Deepak Oberoi (DIN: 1119007) as Director of the company 2. Re-appointment of Mr. Daya Kishan Gupta (DIN: 00337569) as Managing Director who has attained the age of 75 years 3. Appointment of Mr. Ashish Gupta (DIN: 08708369) as Whole Time Director 4. Appointment of Mr. Kapil Gupta (DIN: 08708451) as Whole Time Director 5. Appointment of Mr. Pankaj Kumar Mittal (DIN: 02169695) as a Non-Executive Independent Director of the Company.**
45th AGM 2023-24	**28.08.2024 11.45 AM Registered Office**	**1. Re-appointment of Mr. Adeep Gupta (DIN: 06612645) as Whole time Director. 2. Appointment of Dr. Sandeep Raj (DIN: 10667051), as a Non- Executive Independent Director of the Company 3. Appointment of Dr. Swatantra Agrawal (DIN: 10668457) as a Non-Executive Independent Director of the Company. 4. Appointment of Dr. Latha Agarwal (DIN: 10681488) as a Non- Executive Independent Director of the Company.**

Means of Communication

Financial Results: Prior intimation of Board Meeting where to consider and approve Unaudited/ Audited Financial Results of the Company is given to the Stock Exchanges and also disseminated on the website of the Company at *www.prakashwoollen.com*. The aforesaid Financial Results are immediately intimated to the Stock Exchanges, after the same are approved at Board Meeting. The Annual Audited Financial Statements are not posted to every Member of the Company. In terms of Regulation 10 of the Listing Regulations, the Company complies with the online filing requirements on electronic platforms of BSE Limited (BSE) *viz.* BSE Corporate Listing Centre.

Newspapers: The Financial Results of the Company are published in prominent daily Newspapers, viz. "Pioneer", New Delhi (English) and Hindustan, Moradabad (Hindi)

Website: The website of the Company *www.prakashwoollen.com* contains a dedicated section "Investor Relation" which contains details / information of interest to various stakeholders, including Financial Results, Shareholding Pattern, Press Releases, Company Policies, etc. The shareholders / investors can view the details of electronic filings done by the Company on the respective websites of BSE Limited i.e., *www. bseindia.com*

Press / News releases: No Official press releases except Advertisement on newspaper of Financial Results of the Company are sent to the Stock Exchanges during the financial year 25-26.

Presentations to institutional investors / analysts: All price sensitive information is promptly intimated to the Stock Exchanges before releasing to the Media, other stakeholders and uploading on Company Website.

RELATED PARTY TRANSACTIONS

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 Board of Directors of the Company has adopted a Related Party Transaction Policy, pursuant to the requirements of Section 188 of the Companies Act, 2013 and Rules framed thereunder and Regulation 23 of the SEBI Listing Regulations.

The Related Party Transaction Policy is available on the website of the Company www.prakashwoollen.com at the link https://prakashwoollen.com/InvestorFiles/RPT12.02.2025.pdf

The above policy is subject to change from time to time.The policy meets the requirements of the SEBI Listing Regulations, 2015.

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, there was nothing to disclose in Form AOC-2 as prescribed under the Companies Act, 2013 and the Rules framed thereunder.

General Shareholders' Information

Scheduled AGM's	**47th ANNUAL GENERAL MEETING**
Day, Date, Time & Venue	25th September, 2026, Friday, 11:45 A.M. 18th KM, Stone, Delhi Moradabad Road, NH-24, Village Amhera, Distt. J.P. Nagar-244102
Tentative Financial Year 2026-2027	Financial reporting for the quarter ending 30th June, 2026: **By 14th August 2026** Financial reporting for the half year ending 30th September 2026: **By 14th November 2026** Financial reporting for the quarter ending 31st December, 2026: **By 14th February 2027** Financial reporting for the year ending 31st March, 2027: **By 30th May 2027 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.: 8791001430, 9760091983 ; Email id: info@prakashwoollen.com
Listing of Equity Shares on Stock Exchanges and Payment of Listing Fee	BSE Limited, Annual Listing fee for the year 2025-26 and 2026-27, has been paid by the Company to the Stock Exchange.
Registrar & Transfers Agents	Skyline Financial Services (P) Limited, D-153 A, 1st Floor, Okhla, Indl. Area, Phase-I, New Delhi-110024Ph. No.: 01126812682/83 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'
Credit Rating	Not Applicable

Shareholding pattern as on 31st March 2026:-

	CATEGORY	NO. OF SHARES HELD	% OF SHAREHOLDING
(A)	**Shareholding of Promoter and Promoter Group**		
	1 Indian		
	(a) Individuals/Hindu Undivided Family	6508027	63.43
	(b) Bodies Corporate	0	0
	Sub Total (A)(1)	6508027	63.43
	2 Foreign	NIL	NIL
	Sub Total (A)(2)	NIL	NIL
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	**6508027**	**63.43**
(B)	**Public Shareholding**		
	1 Institutions		
	(a) Mutual Funds/ UTI	13400	0.13
	(b) Financial Institutions / Banks	0	0
	Sub Total (A)(1)	**13400**	**0.13**
	2 Non-Institutions		
	(a) Bodies Corporate	227789	2.22
	(b) Individuals		
	i. Individual shareholders holding nominal share capital up to Rs. 2 Lakh	1668218	16.26
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	1631767	15.90
	(c) Other	47045	0.46
	i. Non Resident Indians	70183	0.68
	ii. Hindu Undivided Family	89519	0.87
	iii. Firms	3802	0.04
	Sub Total (B)(2)	**3738323**	**36.43**
	Total Public Shareholding (B)= (B)(1)+(B)(2)	**3751723**	**36.56**
	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

Shareholding Range	No. of Shareholders	%	Shares	%
UP TO 5000	2351	76.55	2463560.00	2.40
5001 - 10000	286	9.31	2449990.00	2.39
10001 - 20000	137	4.46	2167600.00	2.11
20001 - 30000	97	3.16	2484980.00	2.42
30001 - 40000	39	1.27	1354960.00	1.32
40001 - 50000	32	1.04	1461720.00	1.42
50001 - 100000	44	1.43	3283800.00	3.20
100000 & ABOVE	85	2.77	86930890.00	84.73
TOTAL	**3071**	**100**	**10259750.00**	**100**

Securities are suspended from trading (if any)

The securities of the company were not suspended from trading during the financial year under review.

Share Transfer System

In terms of the Listing Regulations, equity shares of the Company can only be transferred in dematerialized form. Requests for dematerialisation of shares are processed and confirmation thereof is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL), within the statutory time limit from the date of receipt of share certificates/ letter of confirmation after due verification.

Further, SEBI vide its circular dated January 25, 2022, mandated that all service requests for issue of duplicate certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting/consolidation of certificate, transmission and transposition which were allowed in physical form should be processed in dematerialised form only. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. Shareholders should communicate with Skyline Financial Services Limited, the Company's Registrars & Share Transfer Agent quoting their folio number or Depository Participant ID and Client ID number, for any queries relating to their securities.

Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on Equity

The Company does not have any outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments as on March 31, 2026.

Commodity price risk or foreign exchange risk and hedging activities:

The Company does not have any commodity risk. Risk assessment and its minimization procedures have been laid down by the Company and the same have been informed to the Board Members. These procedures are periodically reviewed to ensure that the management controls risk through means of a properly defined framework.

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).

The status of dematerialization of shares as on 31st March, 2026 is as under:

Particulars	No. of shares	% of total share capital
Held in dematerialization form	9603033	93.60%

Reconciliation of Share Capital Audit Report

The Company has appointed M/s Rupinder Singh Bhatia, Practising Company Secretary, to conduct Reconciliation of Share Capital Audit of the Company for the Financial Year ended 31st March 2026, 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 referred to in Regulation 15(2) as stipulated in Para E of Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the same is annexed to the Directors' Report and Management Discussion and Analysis.

The Certificate from 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

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

OTHER DISCLOSURES

a) **Disclosure on materially significant related party transactions:**

There were no materially significant transactions which were in conflict with the interest of the Company. The policy is put on website of the Company www.prakashwoollen.com.

b) **Disclosure of non-compliance by the Company, penalties, and strictures imposed on the Company by the stock exchanges, SEBI or any other statutory authority on any matter related to capital markets during the last three years:**

All mandatory requirement as per Listing Regulations have been complied with by the Company during the financial year under review.

There were no other 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.

c) **Accounting policies and Audit qualification:**

The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and there is no statutory audit qualification in this regard.

d) **Policy for determining material subsidiary:**

At present there is no material subsidiary of company however the details of the policy on determining "Material Subsidiaries" is available on http://www.prakashwoollen.com/InvestorFiles/Policy%20for%201.pdf

e) **Disclosures with respect to demat suspense account/unclaimed suspense account:**

The Company does not have any shares in the demat suspense/unclaimed suspense account.

f) **Vigil Mechanism/ Whistle Blower Policy**

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil mechanism and Whistle blower policy as required under the provisions of Section 177(9) of the Companies Act, and Regulation 4 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 who avail of the mechanism and provides for direct access to the Audit Committee in exceptional cases.

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

g) **Details of Mandatory and Non-Mandatory Corporate Governance Requirements**

The Quarterly / Yearly Reports on compliance of Corporate Governance in the prescribed format have been submitted to the Stock Exchanges where the Shares of the Company are listed within the stipulated time. The Company has complied with all mandatory requirements to the extent applicable to the Company.

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

h) **Corporate Governance Requirements**

In terms of Regulation 27(1) of the Listing Regulations read with Schedule II to the said Regulations, the disclosure on account of the extent to which the discretionary requirements as specified in Part E of Schedule II are given below:

(i) The Chairman does not maintain any office at the expense of the Company;

(ii) In view of publication of the Financial Results of the Company in newspapers and disseminating the same on the website of the Company as well as on the website of the Stock Exchanges, the Company does not consider it prudent to circulate the half-yearly Results separately to the Shareholders;

(iii) The Company's Financial Statements have been accompanied with unmodified audit opinion - both on quarterly and yearly basis and also on standalone basis;

Disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 has been made in this corporate governance and there is no non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) of schedule-V of SEBI LODR Regulations, 2015.

i) **Disclosure of commodity price risks and commodity hedging activities**

The company does not have any commodity price risks and commodity hedging activities.

j) **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)**

The company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) during the financial year under review.

k) A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of the company

A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is attached.

l) Board not accepted any recommendation of any committee of the board

There are no such recommendations which board had not accepted any recommendation of any committee of the board which is mandatorily required during the financial year.

m) Communication to Shareholders

Half-yearly reports & quarterly reports covering financial results in the prescribed format have been submitted to the Stock Exchanges where the Shares of the Company are listed within the stipulated time & Company's Website for the access of shareholders.

(n) Amount paid to Statutory Auditor

Rs. 1.00 (in lakhs) have been paid for all the services availed by your Company during the financial year ended 31.03.2026

(o) Disclosures in relation to sexual harassment disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Number of complaints received and resolved during the financial year ended on March 31, 2026:

No. of complaints filed during the financial year	Nil
No. of complaints disposed of during the financial year	Nil
No. of complaints pending at the end of financial year	Nil

(p) There are no Loans & Advances in the nature of loans to firms and companies in which directors are interested.

(q) Your Company does not have any material subsidiaries.

(r) Your company has not entered into any agreements binding on company.

	Sd/-	**Sd/-**
	(Daya Kishan Gupta)	**(Vijay Kumar Gupta)**
Place: Village Amhera (J. P. Nagar)	**Managing Director**	**CFO & Whole Time Director**
Date: 11th August, 2026	**DIN: 00337569**	**DIN: 00335325**

CFO & MD Certification

The Chief Financial Officer of the Company gives annual certification on financial reporting, internal reporting and internal controls to the Board in terms of Regulation 17(8) 26(3) and Para D of Schedule V 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 Obligation and 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/ Senior Management Personnel and there is no noncompliance thereof during the year ended 31st March, 2026.

	Sd/-	**Sd/-**
	(Daya Kishan Gupta)	**(Vijay Kumar Gupta)**
Place: Village Amhera (J. P. Nagar)	**Managing Director**	**CFO & Whole Time Director**
Date: 11th August, 2026	**DIN: 00337569**	**DIN: 00335325**

MANAGING DIRECTOR / CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

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

I, Vijay Kumar Gupta, Whole Time Director & (CFO), to the best my knowledge and belief certify that:

A. I have reviewed financial statements and the cash flow statement for the year ended March 31, 2026 and that to the best of my knowledge and belief, I state that:

   (i) these statements do not contain any materially untrue statement or omit any material fact or contain any 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.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended March 31, 2026 which are fraudulent, illegal or violative of the Company's code of conduct.

C. I accept responsibility for establishing and maintaining internal controls for financial reporting and 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.

D. I have indicated to the Auditors and the Audit Committee that:

   (i) There has not been any significant changes in internal control over financial reporting during the financial year ended March 31, 2026;

   (ii) There has not been significant changes in accounting policies during the financial year ended March 31, 2026, except to the extent, if any, disclosed in the notes to the financial statements; and

   (iii) We have not become aware of any significant fraud or involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

	Sd/-	**Sd/-**
	(Daya Kishan Gupta)	**(Vijay Kumar Gupta)**
Place: Village Amhera (J. P. Nagar)	**Managing Director**	**CFO & Whole Time Director**
Date: 11th August, 2026	**DIN: 00337569**	**DIN: 00335325**

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of Prakash Woollen & Synthetic Mills Limited

1. We have examined the compliance of conditions of corporate governance by Prakash Woollen & Synthetic Mills Limited (the Company) for the year ended 31 March 2026, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46 (2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Managements Responsibility

2. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of Corporate governance as stipulated in the Listing Regulations.

Auditors Responsibility

3. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the ICAI), and the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.

Opinion

6. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31 March 2026.

   We 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.

Restriction on use

7. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For Harshit Mehrotra and Associates
Chartered Accountants
Firms registration number: 032921C

(Harshit Mehrotra)
(Proprietor)
Membership No 459699
Peer Review no. 017345
UDIN: 26459699QDMHLI9954

Place : Village Amhera (Amroha)
Date : 11.08.2026

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

The Members,
Prakash Woollen & Synthetic Mills Limited
18th Km. Stone,
Delhi Moradabad road,
NH-24, Village Amhera,
Distt JP Nagar, Uttar Pradesh-244102
CIN No.: L17291UP1979PLC004804

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Prakash Woollen & Synthetic Mills Limited, having CIN No. L17291UP1979PLC004804 and having registered office at 18th Km Stone, Delhi Moradabad Road, Nh-24,Village Amhera Distt, J P Nagar U.P 244102 (hereinafter referred to as the Company), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing obligations and Disclosure Requirements) Regulation 2015.

In my opinion and to the best of my information and according to the verifications (including Director Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory Authority.

S.No.	Name of Director	DIN	Date of appointment
1.	Mr. Daya Kishan Gupta	00337569	18/07/2019
2.	Mr. Vijay Kumar Gupta	00335325	23/08/1979
3.	Mr. Adeep Gupta	06612645	15/06/2020
4.	Mr. Sandeep Raj	10667051	01/09/2024
5.	Mr. Swatantra Agarwal	10668457	01/09/2024
6.	Ms. Latha Agarwal	10681488	01/09/2024
7.	CA Pankaj Kumar Mittal	02169695	23/07/2025
8.	Mr. Ashish Gupta	08708369	23/07/2025
9.	Mr. Kapil Gupta	08708451	23/07/2025
10.	Mr. Mayur Gupta	11191064	23/07/2025
11.	Mr. Deepak Oberoi	11191007	01/09/2025

Ensuring the eligibility for the appointment / continuity of Director on the Board is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these based on our verification. This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi
Date: August 11, 2026

R. S. Bhatia
Practicing Company Secretary
CP No: 2514 M.No. 2599
Peer Review No. is 1496/2021
UDIN No.:-F002599H001072778

INDEPENDENT AUDITORS' REPORT

To the Members of Prakash Woollen & Synthetic Mills Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Prakash Woollen & Synthetic Mills Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Fow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) specified under section 133 of the Act, of the state of affairs of the Company as at March 31, 2026 and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

Information other than the Financial Statements and Auditors' Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read the above reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

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 standalone financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards of Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our Independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosures about the matter or when, in extremely circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by Section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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 account 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.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS 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 31st March, 2026 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 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 Auditor’s 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 on its financial position in its financial statements.

ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entity (Intermediaries), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the company from any person or entity, including foreign entity (Funding Parties), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11, as provided under (a) and (b) above, contain any material misstatement.

v. The company has not declared or paid dividend during the year.

vi. Based on our examination, which included test checks, the company has used accounting soft wares for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all the relevant transactions recorded in the soft wares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with, and the audit trail has been preserved by the company as per the statutory requirements for record retention.

For **Harshit Mehrotra And Associates**
Chartered Accountants
Firm’s registration number: 032921C

(**Harshit Mehrotra**)
(Proprietor)
Membership No. 459699
Peer Review no.:017345
UDIN: 26459699EDVJYC7596

Place : Village Amhera (Amroha)
Date : 30.05.2026

ANNEXURE A TO THE AUDITORS' REPORT OF EVEN DATE TO THE MEMBERS OF PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED, ON THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2026

ANNEXURE A

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) (a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(B) The company does not have intangible assets, so no requirement of maintaining proper records of intangible assets.

(b) The Company has a regular programme of physical verification of its property, plant and equipment by which property, plant and equipment are verified once in a year. In accordance with the programme, property, plant and equipment 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) The title deeds of all immovable properties (which are included under the Note 2A – Property, plant and equipment) are held in the name of the company.

(d) The company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such verification.

(b) the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets; the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.

(iii) The company has not, during the year, made investments in, provided any guarantee or security or granted any loans or advanced in the nature of loans, secured or unsecured, to companies, firm, limited liability partnerships or any other parties. So sub clauses (a) to (f) are not applicable.

(iv) The company complies with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

(v) The company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

(vi) The 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. Hence, reporting under clause (vi) of the Order is not applicable to the company.

(vii) (a) The Company has generally been regular in depositing the undisputed statutory dues including Goods and Service tax, Provident fund, Employees' state insurance, Income tax, Sales tax, Service tax, Duty of customs, Duty of excise, Value added tax, Cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year end for a period of more than six months from the date they became payable.

(b) There are no dues referred to in clause (a) above which have not been deposited on account of any dispute except of (i) PF amounting to Rs 26.69 lakh out of which Rs 8 lakh have been deposited, the Appeal before EPFAT New Delhi is pending and (ii) GST amounting to Rs 29.35 lakh (interest and penalty Rs 52.07 additional) in respect of FY 2020-21 out of which Rs 23.30 lakh have been pre-depsited, the Appeal to be filed before GST Appellate Tribunal.

(viii) There were no transactions relating to previousely unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) The company has not defaulted in repayment of loans or borrowing or interest thereon to a lender during the year.

(b) The company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) The term loans were applied, prima facie, for the purpose for which the loans were obtained.

(d) On an overall examination of the financial statements of the company, funds raised on short term basis have, prima facie, not been used during the year for long term purposes by the company.

(e) On an overall examination of the financial statements of the company, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting on clause 3(ix)(f) of the Orded is not applicable.

(x) (a) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally convertible) and hence reporting under clause 3(x)(b) of the Order is not applicable.

(xi) (a) No fraud by the company and no material fraud on the company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) The company has not received any whistle blower complaints during the year and hence reporting under clause 3(xi)(c) of the Order is not applicable.

(xii) The company is not a nidhi company and hence reporting under clause 3(xii) of the Order is not applicablie.

(xiii) In our opinion, 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 as required by the applicable accounting standards.

(xiv) (a) In our opinion, the company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the company during the year and till date, in determining the nature, timing and extent of our audit procedures.

(xv) In our opinion during the year, the company has not entered into any non- cash transaction with its directors or persons connected with its directors, and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the company.

(xvi) (a) In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a),(b) and (c) of the Order is not applicable.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is applicable.

(xvii) The company has not incurred cash losses during the financial year covered by our audit but in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

(b) In respect of ongoing projects, there are no unspent Corporate Social Responsibility (CSR) amounts as at the end of the previous financial year requiring a transfer to a Special account within a period of 30 days from the end of the said financial year in compliance with the provision of section 135(6) of the Act.

For **Harshit Mehrotra And Associates**
Chartered Accountants
Firm’s registration number: 032921C

(**Harshit Mehrotra**)
(Proprietor)
Membership No. 459699
Peer Review no.:017345
UDIN: 26459699EDVJYC7596

Place : Village Amhera (Amroha)
Date : 30.05.2026

ANNEXURE B TO THE AUDITORS' REPORT OF EVEN DATE TO THE MEMBERS OF PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED, ON THE STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2026

ANNEXURE B

Auditors 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, 2026 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, 2026, 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 **Harshit Mehrotra And Associates**
Chartered Accountants
Firm's registration number: 032921C

(**Harshit Mehrotra**)
(Proprietor)
Membership No. 459699
Peer Review no.:017345
UDIN: 26459699EDVJYC7596

Place : Village Amhera (Amroha)
Date : 30.05.2026

STANDALONE BALANCE SHEET AS AT 31ST MARCH 2026

₹ in lakhs

	Notes	As at 31.03.2026	As at 31.03.2025
Assets			
Non-Current Assets			
(a) Property, Plant and Equipment	2A	6263.03	6704.63
(b) Capital work-in-progress	2B	-	-
(c) Financial assets			
(i) Other Financial assets	3	21.18	21.18
(d) Non Current Tax Assets (Net)			
(e) Other non-current assets	4	23.14	69.66
		6307.35	**6795.47**
Current Assets			
(a) Inventories	5	4377.19	2990.65
(b) Financial Assets			
(i) Investments	6	-	-
(ii) Trade receivables	7	265.37	218.21
(iii) Cash and cash equivalents	8	26.05	18.53
(iv) Bank Balances other thanCash and cash equivalents	9	0.88	0.82
(v) Loans	10	6.48	5.20
(c) Current Tax Assets (Net)		15.51	-
(d) Other current assets	11	891.38	1071.37
		5582.86	**4304.78**
Total		**11890.21**	**11100.25**
Equity And Liabilities			
Equity			
(a) Equity Share capital	12	1025.98	1025.98
(b) Other Equity	13	3767.50	3890.07
		4793.48	**4916.05**
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	1752.19	2088.92
(b) Deferred tax liabilities (Net)	29	196.42	64.11
		1948.61	**2153.03**
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	2252.20	2159.23
(ii) Trade payables	16	745.76	653.19
(iii) Other financial liabilities	17	123.07	120.50
(b) Other current liabilities	18	2003.78	1070.72
(c) Provisions	19	23.31	16.65
(d) Current Tax Liabilities (Net)		-	10.88
		5148.12	**4031.17**
Total		**11890.21**	**11100.25**

Summary of Significant accounting policies 1

The accompanying notes are integral part of the financial statements

As per our report of even date
For **Harshit Mehrotra & Associates**
Chartered Accountants

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

CA Harshit Mehrotra
(Proprietor)
Membership No. 459699

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

D. K. GUPTA
Managing Director
DIN-00337569

SNEHA AGARWAL
Company Secretary

Place : Village. Amhera (Amroha)
Date : 30 May 2026

STATEMENT OF STANDALONE PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH 2026

₹ in lakhs

	Notes	Year Ended 31.03.2026	Year Ended 31.03.2025
Continuing Operations			
Income			
Revenue from operations	20	10625.48	10517.37
Other income	21	6.32	2.03
Total Income		**10631.80**	**10519.40**
Expenses			
Cost of materials consumed	22	8069.39	6924.62
Purchases of Stock-in-Trade	24	32.39	16.57
Changes in inventories of finished goods, Stock-in -Trade and workin-progress	23	(835.76)	1177.41
Employee benefit expense	25	931.49	786.77
Finance costs	26	311.89	501.83
Depreciation and amortization expense	27	428.31	513.10
Other expenses	28	1799.89	1508.23
Total expenses		**10737.60**	**11428.53**
Profit Before Exceptional Items & Tax		**(105.80)**	**(909.13)**
Exceptional items	28A	47.82	1053.83
Profit before tax		**(57.98)**	**144.70**
Tax expense	29		
Current tax		-	(150.29)
Deferred tax charge / (credit)		(181.22)	131.24
Tax in respect of earlier years		150.43	-
Profit (Loss) for the year from continuing operation		**(88.77)**	**125.65**
Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
Remeasurements of net defined benefit plans		(35.56)	75.59
Income tax relating to above items		9.25	(19.65)
Total Comprehensive Income for the year		**(115.08)**	**181.59**
Earnings per equity share of face value of ₹ 10 each (for continuing operation):	38		
Basic		- ₹ 0.86	₹ 1.22
Diluted		- ₹ 0.86	₹ 1.22
Summary of Significant accounting policies	1		

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SNEHA AGARWAL
Company Secretary

Place : Village. Amhera (Amroha)
Date : 30 May 2026

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2026

₹ in lakhs

	Year Ended 31.03.2026	Year Ended 31.03.2025
Cash Flow From Operating Activities		
Net profit before tax from Continuing Operations	(57.98)	144.70
Adjustment for		
Depreciation	428.31	513.10
(Profit)/loss on sale of fixed assets	(47.85)	(1,055.15)
Finance cost	311.89	501.83
Interest/dividend	(6.32)	(0.39)
Remeasurement of net defined benefit plans	(35.56)	75.59
Operating Profit Before Working Capital Changes	**592.49**	**179.68**
Adjustment For Movements In Working Capital		
Increase/(decrease) in trade payables	92.57	(597.36)
Increase/(decrease) in short term provisions	6.66	(19.02)
Increase/(decrease) in other current liablilites	956.79	(36.78)
Increase/(decrease) in trade receivables.	(47.16)	230.71
Increase/(decrease) in inventory	(1,386.54)	1,162.19
Increase/(decrease) in in short term loans and advances	178.65	(77.02)
Cash Generated From Operations	**393.46**	**842.40**
Direct taxes paid	84.37	(131.07)
Cash flow before extraordinary items	**477.83**	**711.33**
Extraordinary Items	-	-
Net cash from operation activities (A)	**477.83**	**711.33**
Cash Flow From Investing Activities		
Purchase of fixed assets	(272.90)	(272.94)
Sale of fixes assets	55.58	1,044.24
Capital subsidy received	270.98	-
Interest received	6.32	0.39
(Purchase)/sale of current investments	-	-
Capital/ Other advances	46.52	(11.65)
Net Cash used in investing activities (B)	**106.50**	**760.04**
Cash Flow From Financing Activities		
Proceeds from issue of share capital	-	-
Proceeds from long term borrowing	44.00	-
Repayment of long term borrowing	(812.45)	(473.56)
Proceeds for short term borrowing	524.69	(514.93)
Interest paid	(447.15)	(480.87)
Interest subsidy received	114.10	-
Net Cash used in financial activities (C)	**(576.81)**	**(1,469.36)**
Net increase in cash and cash equivalents (A+B+C)	**7.52**	**2.01**
Cash and cash equivalent as at the beginning of the year	**18.53**	**16.52**
Cash and cash equivalent as at the end of the year	**26.05**	**18.53**

Summary of significant accounting policies 1

The accompanying notes are integral part of the financial statements

As per our report of even date
For **Harshit Mehrotra & Associates**
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DIN-00337569

SNEHA AGARWAL
Company Secretary

Place : Village. Amhera (Amroha)
Date : 30 May 2026

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST MARCH 2026

A. Equity Share Capital

1. Current Reportiing Period ₹ in lakhs

Balance at the beginning of the current reporting period	Changes in Equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity share capital during the current year	Balance at the end of the current reporting period
1025.98	---	1,025.98	---	1,025.98

(2) Previous reporting period ₹ in lakhs

Balance at the beginning of the current reporting period	Changes in Equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity share capital during the current year	Balance at the end of the current reporting period
1025.98	---	1,025.98	---	1,025.98

B. Other Equity

1. Current Reportiing Period ₹ in lakhs

Particulars	Reserve and surplus						Total
	Capital reserve	Security premium reserve	General reserve	Retained Earnings	Revaluation Surplus	OtherItems of other Compresen-sive income	
Balance at the beginning of the current reporting period	10.00	488.19	4.17	3,258.83	66.48	62.40	3,890.07
Changes in accounting policy or prior period errors		---	---	---	---	---	---
Restated balance at the beginning of the current reporting period	10.00	488.19	4.17	3,258.83	66.48	62.40	3,890.07
Total Comprehensive Income for the year				(88.77)	(7.49)	(26.31)	(122.57)
Dividends							---
Transfer to retained earnings							---
Any other change							---
Balance at the end of the current reporting period	10.00	488.19	4.17	3,170.06	58.99	36.09	3,767.50

(2) Previous reporting period ₹ in lakhs

Particulars	Reserve and surplus						Total
	Capital reserve	Security premium reserve	General reserve	Retained Earnings	Revaluation Surplus	OtherItems of other Compresen-sive income	
Balance at the beginning of the current reporting period	10.00	488.19	4.17	3,133.18	127.34	6.46	3,769.34
Changes in accounting policy or prior period errors		---	---	---	---	---	---
Restated balance at the beginning of the current reporting period	10.00	488.19	4.17	3,133.15	127.34	6.46	3,769.34
Total Comprehensive Income for the year				125.65	(60.86)	55.94	120.73
Dividends							---
Transfer to retained earnings							---
Any other change							---
Balance at the end of the current reporting period	10.00	488.19	4.17	3,258.83	66.48	62.40	3,890.07

The accompanying notes are integral part of the financial statements

As per our report of even date
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DIN-00337569

SNEHA AGARWAL
Company Secretary

Place : Village. Amhera (Amroha)
Date : 30 May 2026

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2026

Note :- 1 - STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

I. Background

Prakash Woollen & Synthetic Mills Limited ('the Company') incorporated in India is a leading Indian Textile Company. The Company has its wide network of operations in domestic market. The Company sells its product through multiple channels including wholesale, retail and through agents etc.

II. Significant Accounting Policies Followed By The Company

(a) Basis Of Preparation

(i) Compliance With Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules,2015 as amended and other relevant provisions of the Act.

The accounting policies are applied consistently to all the periods presented in the financial statements.

(ii) Historical Cost Convention

The financial statements have been prepared on a historical cost basis, except for the following:

1) certain financial assets and liabilities that are measured at fair value;
2) assets held for sale - measured at lower of carrying amount or fair value less cost to sell;
3) defined benefit plans - plan assets measured at fair value;

(iii) Current / non-current classification

The company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

(iv) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

(b) Use Of Estimates And Judgments

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

(c) Property, Plant And Equipment

The Company has applied for the one time transition exemption of considering the carrying cost on the transition date i.e. April 1, 2016 as the deemed cost under IND AS. Hence regarded thereafter as historical cost.

Land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation Methods, Estimated Useful Lives And Residual Value

Depreciation on Buildings, Plant and Equipment, Furniture & fixtures,Vehicles and office equipments, is provided on a Straight Line Method over the estimated useful lives of assets.

The Company depreciates its property, plant and equipment over the useful life in the manner prescribed in Schedule II to the Act, and management believe that useful life of assets are same as those prescribed in Schedule II to the Act, except for (i) Solar power plant which based on an independent technical evaluation, life has been estimated as 25 years (on a single shift basis), (ii) parts of some items of property, plant and equipment that require replcement at regular intervals , which are different from that prescribed in Schedule II to the Act.

Useful life considered for calculation of depreciation for various assets class are as follows-

Asset Class	Useful Life
Building	30 years
Plant and Machinery (on single shift basis)	15 years
Furniture and Fixtures	10 years
Office Equipment	5 years
Vehicles	8 years
Solar Power Plant	25 years

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

In case of pre-owned assets, the useful life is estimated on a case to case basis. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

(d) Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(e) Inventories

Inventories of Raw Materials, Work-in-Progress, Stores and spares, Finished Goods and Stock-in-trade are stated 'at cost or net realisable value, whichever is lower'. Goods-in-Transit are stated 'at cost'. Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formulae used are 'First-in-First-out', 'Weighted Average cost' or 'Specific identification', as applicable. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

(f) Investments And Other Financial Assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

(1) those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and

(2) those measured at amortised cost.The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.

Debt Instruments:

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments into following categories:

(1) Amortised Cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method.

(2) **Fair Value Through Profit And Loss:** Assets that do not meet the criteria for amortised cost are measured at fair value through Profit and Loss. Interest income from these financial assets is included in other income.

Equity Instruments:

The Company measures its equity investment other than in subsidiaries, joint ventures and associates at fair value through profit and loss. However where the Company's management makes an irrevocable choice on initial recognition to present fair value gains and losses on specific equity investments in other comprehensive income (Currently no such choice made), there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of Profit and Loss.

(iii) Impairment Of Financial Assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

(g) Impairment Of Non-Financial Assets

The other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognisedfor the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(h) Non-Current Assets Held For Sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal Company classified as held for sale continue to be recognised.

(i) Borrowings

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of theborrowings using the effective interest method.

(j) Borrowing Costs

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to Statement of Profit and Loss.

(k) Provisions And Contingent Liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognisedfor future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where anypresent obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

(l) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Based on the Educational Material on Ind AS 18 issued by the ICAI, the company has assumed that recovery of exciseduty flows to the company on its own account. This is for the reason that it is a liability of the manufacturer which formspart of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the company on its own account, revenue includes excise duty.

However, Value added tax/ Goods and Service tax (GST) is not received by the company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale Of Goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Rendering Of Services

Revenue from services is recognised in the accounting period in which the services are rendered..

Interest Income

Interest income from debt instruments is recognised using the effective interest rate method.

Dividends

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established.

(m) Employee Benefits

(i) Short-Term Obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) Other Long-Term Employee Benefit Obligations

The liabilities for earned leave that are not expected to be settled wholly within 12 months are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the Government Securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

(iii) Post-Employment Obligations

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

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 agratuity 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 cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the company recognises related restructuring costs“

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and nonroutine settlements; and
- Net interest expense or income.

(n) Foreign currency translation

(i) Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

(ii) Transactions and balances

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

(o) Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are excepted to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Minimum Alternate Tax credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

(p) Earnings Per Share

Basic Earnings Per Share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted Earnings Per Share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(q) Government Grants

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to assets, including non-monetary grants at fair value, shall be presented in the balance sheet either by setting up the grant as deferred income or by deducting the grant in arriving at the carrying amount of the asset.

(r) Critical Estimates And Judgements

The preparation of financial statements requires the use of accounting estimates which by definition will seldom equal the actual results.

Management also need to exercise judgement in applying the company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimtes or judgement are:

Estimation of Defined benefit obligation - refer note 32

Estimation of current tax expenses and Payable - refer note 29

Notes to the Financial Statements for the year ended 31st March, 2026

2A Property, Plant and Equipment **₹ in lakhs**

Particulars	Land	Building	Plant and Machinery	Furniture & fixture	Vehicle	Office equipment	Total
Gross Carrying Amount							
Balance as at 31st March, 2024	**961.70**	**2843.68**	**5957.68**	**28.25**	**326.76**	**21.39**	**10139.46**
Additions	0.00	237.82	34.75	0.38	0.00	0.00	272.95
Disposals	43.96	63.32	89.09	0.00	0.00	0.00	196.37
Reclassification as held for sale							
Balance as at 31st March, 2025	**917.74**	**3018.18**	**5903.34**	**28.63**	**326.76**	**21.39**	**10216.04**
Additions	0.00	152.65	51.04	0.61	65.80	2.80	272.90
Disposals	7.55	0.00	1.78	0.00	67.13	0.00	76.46
Capital subsidy			270.98				270.98
Reclassification as held for sale							
At 31 March 2026	**910.19**	**3170.83**	**5681.62**	**29.24**	**325.43**	**24.19**	**10141.50**
Accumulated Depreciation							
At 31 March 2024	**0.00**	**436.85**	**2512.03**	**17.83**	**158.73**	**19.29**	**3144.73**
Charges for the year	0.00	111.60	369.09	2.28	29.30	0.83	513.10
Disposals	0.00	60.16	86.26	0.00	0.00	0.00	146.42
Reclassification as held for sale							
At 31 March 2025	**0.00**	**488.29**	**2794.86**	**20.11**	**188.03**	**20.12**	**3511.41**
Charges for the year	0.00	113.11	283.77	1.48	29.73	0.22	428.31
Disposals	0.00	0.00	1.70	0.00	59.55	0.00	61.25
Reclassification as held for sale							
At 31 March 2026	**0.00**	**601.40**	**3076.93**	**21.59**	**158.21**	**20.34**	**3878.47**
Net carrying amount							
Balance as at 31st March, 2024	**961.70**	**2406.83**	**3445.65**	**10.42**	**168.03**	**2.10**	**6994.73**
Balance as at 31st March, 2025	**917.74**	**2529.89**	**3108.48**	**8.52**	**138.73**	**1.27**	**6704.63**
Balance as at 31st March, 2026	**910.19**	**2569.43**	**2604.69**	**7.65**	**167.22**	**3.85**	**6263.03**

2B Capital Work in Progress **₹ in lakhs**

31st March, 2025	0.00
31st March, 2026	0.00

CWIP ageing schedule **₹ in lakhs**

CWIP		Amount in CWIP for a period of			
Less than 1 year		1 - 2 years	2 - 3 years	More than 3 years	Total
Projects in progress	2024-25 2025-26	--- ---			--- ---
Projects temporarily suspended	2024-25 2025-26	--- ---			--- ---

CWIP completion schedule **₹ in lakhs**

CWIP		To be completed in		
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years
Project	---	---	---	---

Capitalised Borrowing Costs:

Capitalised Borrowing Costs:The amount of borrowing costs capitalised during the year ended 31.03.2026 was NIL (31.03.2025: Rs Nil). The rate to be used to determine the amount of borrowing costs eligilble for capitalisation would be actual rates charged to specific TLs.

Capital Work in progress:Capital work in progress comprises expenditure for civil work and machinery under installation.Total Amount of Capital Work In Progress is nil (31.03.2025: nil)

Refer Note 30 for information on Property, plant and equipment pledged as security by the Company.

Refer Note 39 for information on government assitance.

Title Deeds

All the title deeds of the immovable properties are held in the name of the company.

The company has not revalued its Property, Plant and Equipment during the year.

3 Other Financial Assets ₹ in lakhs

Particulars	As at 31.03.2026	As at 31.03.2025
Security Deposits	21.18	21.18
Total	**21.18**	**21.18**

4 Other Non-Current Assets

₹ in lakhs

Particulars	As at 31.03.2026	As at 31.03.2025
Capital advances	15.13	26.44
Defined benefit plan (Gratutity)	-	35.21
Other advances	8.01	8.01
Total	**23.14**	**69.66**

5 Inventories

₹ in lakhs

Particulars	As at 31.03.2026	As at 31.03.2025
Raw Material and components (at Cost)	909.63	451.44
Work-in-progress	3164.81	1551.05
Finished goods	100.57	883.03
Traded goods	18.20	13.74
Stores and Spares	183.98	91.39
Total	**4,377.19**	**2,990.65**

6 Current Investments

₹ in lakhs

Particulars	As at 31.03.2026	As at 31.03.2025
Investment in Mutual Funds		
Unquoted	Nil	Nil
At Fair Value through Profit and Loss	-	-
Total	**Nil**	**Nil**

7 Trade Receivables And Other Assets

₹ in lakhs

Particulars	As at 31.03.2026	As at 31.03.2025
Trade receivables	265.37	218.21
Receivables from related parties	-	-
Less: Allowance for doubtful trade receivables	-	-
Total receivables	**265.37**	**218.21**
Current portion	265.37	218.21
Non-current portion	-	-
Break-up of security details		
Secured, considered good	-	-
Unsecured, considered good	265.37	218.21
Doubtful	-	-
Total	**265.37**	**218.21**
Allowance for doubtful trade receivables	-	-
Total trade receivables	**265.37**	**218.21**

No trade or other receivable are due from the directors or other officers of the company either severally or jointly with any other person, nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

For terms and conditions relating to related party receivable, refer note 34 (Related Party Transactions)Trade receivables are non interest bearing and are generally on terms of 45-160 days. Refer note 36 for information about credit risk and market risk of trade receivables.

Trade Receivables ageing schedule ₹ in lakhs

Particulars		Outstanding for following periods from date of transaction					
		Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivable - considered good	2025-26	222.67	17.38	19.66	1.29	4.37	265.37
	2024-25	153.13	41.08	17.40	4.78	1.82	218.21
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	2025-26	-	-	-	-	-	-
	2024-25	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	2025-26	-	-	-	-	-	-
	2024-25	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	2025-26	-	-	-	-	-	-
	2024-25	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	2025-26	-	-	-	-	-	-
	2024-25	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	2025-26	-	-	-	-	-	-
	2024-25	-	-	-	-	-	-

8 Cash And Cash Equivalents

₹ in lakhs

Particulars	As at 31.03.2026	As at 31.03.2025
Cash in hand	25.80	17.37
Balances with Banks - In current accounts	0.25	1.16
Total	**26.05**	**18.53**

9 Bank Balances Other Than Cash And Cash Equivalents

₹ in lakhs

Particulars	As at 31.03.2026	As at 31.03.2025
Investments in Term deposits (Refer Note below)	0.88	0.82
Total	**0.88**	**0.82**

Note: Held as lien by bank against bank guarantee amounting to ₹ 5.70 lakh.

10 Loans (Unsecured, Considered Good)

₹ in lakhs

Particulars	As at 31.03.2026	As at 31.03.2025
Loans to employees	6.48	5.20
Total	**6.48**	**5.20**

Refer Note 36 for information about credit risk and market risk for Loans.

11 Other Current Assets

₹ in lakhs

Particulars	As at 31.03.2026	As at 31.03.2025
GST Paid against Appeal	23.30	20.37
Advances to Suppliers	17.67	13.57
Prepaid expenses	0.38	0.17
Other advances	0.71	0.08
GST Input credit receivable	849.32	1037.18
Total	**891.38**	**1,071.37**

12 Equity Share Capital

₹ in lakhs

Particulars	As at 31.03.2026	As at 31.03.2025
Authorised		
1,20,00,000 equity shares of Rs. 10/- each	1,200.00	1,200.00
Issued, subscribed and fully paid up		
1,02,59,750 equity shares of Rs. 10/- each	1,025.98	1,025.98
Total issued, subscribed and fully paid up share capital	**1,025.98**	**1,025.98**

a. Reconciliation Of The Shares Outstanding At The Beginning And End Of The Reporting Period

Equity shares	31.03.2026		31.03.2025	
	No. in lakhs	₹ in lakhs	No. in lakhs	₹ in lakhs
At the beginning of the period	102.598	1,025.98	102.598	1,025.98
Issued during the period	-	-	-	-
Outstanding at the end of the period	**102.598**	**1,025.98**	**102.598**	**1,025.98**

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.

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**

No. in lakhs

Particulars	**As at 31.03.2026**	**As at 31.03.2025**
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**

	31.03.2026		**31.03.2025**	
Particulars	**Nos.**	**% holding in the class**	**Nos.**	**% holding in the class**
Adeep Gupta HUF	668590	6.52	668590	6.52

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. **Shareholding of promoters**

Shares held by promoters at the end of the year

S No	Promoter name	No. of Shares	% of total shares	% Change during the year
1	ADEEP GUPTA HUF	668590	6.52	
2	VIJAY KUMAR GUPTA	423709	4.13	(6.61)
3	ADEEP GUPTA	454320	4.43	(2.15)
4	SHALINI GUPTA	420800	4.10	
5	ASHISH GUPTA HUF .	400000	3.90	
6	SEJAL GUPTA	26127	0.25	100.00
7	KAPIL GUPTA HUF	381350	3.72	
8	REETIKA GUPTA	366100	3.57	
9	ADITYA GUPTA	337590	3.29	
10	DAYA KISHAN GUPTA HUF	325490	3.17	
11	ANITA GUPTA	324110	3.16	
12	VIJAY KUMAR GUPTA HUF .	294225	2.87	
13	HIMANI AGARWAL	274900	2.68	
14	VED PRAKASH GUPTA	176298	1.72	
15	DAYA KISHAN GUPTA	170910	1.67	
16	DEEPALI GUPTA	146559	1.43	
17	ASHISH GUPTA	143000	1.39	
18	SANJAY GUPTA	121479	1.18	
19	KAPIL GUPTA	107770	1.05	
20	ATUL GUPTA	78795	0.77	
21	MANJUSHA AGARWAL	68305	0.67	
22	PUSHPA GUPTA	55340	0.54	
23	SANJAY KUMAR AGARWALA	52560	0.51	
24	AASHIMA AGARWAL	50000	0.49	
25	AAHAN AGARWAL	25500	0.25	100.00
26	SHALAB GUPTA	21928	0.21	(26.90)
27	RAM KISHAN GUPTA & SONS .	36821	0.36	
28	VED PRAKASH GUPTA HUF .	35690	0.35	
29	SHALINI GUPTA	1264	0.01	
30	MEGHNA TAYAL	20000	0.19	
31	CHHAVI AGARWAL	20000	0.19	
32	SHALAB GUPTA HUF	7797	0.08	(61.02)
33	PARUL GUPTA	17100	0.17	
34	SANJAY AGARWAL HUF	15000	0.15	
35	B K GUPTA (HUF) .	15000	0.15	
36	ATUL GUPTA HUF	15000	0.15	
37	SHALINI GUPTA	10000	0.10	
38	SURYANSH AGARWAL	393600	3.84	100
39	PAAWAN AGARWAL	5000	0.05	100

Shares held by promoters at the end of the previous year

S No	Promoter name	No. of Shares	% of total shares	% Change during the year
1	ADEEP GUPTA HUF	668590	6.52	
2	VIJAY KUMAR GUPTA	453709	4.42	
3	ADEEP GUPTA	464320	4.53	
4	SHALINI GUPTA	420800	4.10	
5	ASHISH GUPTA HUF .	400000	3.90	
6	RAJNI GUPTA	-		(100.00)
7	KAPIL GUPTA HUF	381350	3.72	
8	REETIKA GUPTA	366100	3.57	
9	ADITYA GUPTA	337590	3.29	
10	DAYA KISHAN GUPTA HUF	325490	3.17	
11	ANITA GUPTA	324110	3.16	
12	VIJAY KUMAR GUPTA HUF .	294225	2.87	
13	HIMANI AGARWAL	274900	2.68	
14	VED PRAKASH GUPTA	176298	1.72	
15	DAYA KISHAN GUPTA	170910	1.67	
16	DEEPALI GUPTA	146559	1.43	
17	ASHISH GUPTA	143000	1.39	
18	SANJAY GUPTA	121479	1.18	
19	KAPIL GUPTA	107770	1.05	
20	ATUL GUPTA	78795	0.77	
21	MANJUSHA AGARWAL	68305	0.67	
22	PUSHPA GUPTA	55340	0.54	
23	SANJAY KUMAR AGARWALA	52560	0.51	
24	AASHIMA AGARWAL	50000	0.49	
25	SHASHI GUPTA .	-		(100.00)
26	SHALAB GUPTA	30000	0.29	98.66
27	RAM KISHAN GUPTA & SONS .	36822	0.36	
28	VED PRAKASH GUPTA HUF .	35690	0.35	
29	SHALINI GUPTA	1264	0.01	(93.68)
30	MEGHNA TAYAL	20000	0.19	
31	CHHAVI AGARWAL	20000	0.19	
32	SHALAB GUPTA HUF	20000	0.19	
33	PARUL GUPTA	17100	0.17	
34	SANJAY AGARWAL HUF	15000	0.15	
35	B K GUPTA (HUF) .	15000	0.15	
36	ATUL GUPTA HUF	15000	0.15	
37	SHALINI GUPTA	10000	0.10	
38	SURYANSH AGARWAL	393600	3.84	100

13 Other Equity ₹ in lakhs

1. Current Reportiing Period

Particulars	Reserve and surplus						
	Capital reserve	Security premium reserve	General reserve	Retained Earnings	Revaluation Surplus	Other Items of other Compresen-sive income	Total
Balance at the beginning of the current reporting period	10.00	488.19	4.17	3258.83	66.48	62.40	3,890.07
Changes in accounting policy or prior period errors		---	---	---	---	---	---
Restated balance at the beginning of the current reporting period	10.00	488.19	4.17	3258.83	66.48	62.40	3,890.07
Total Comprehensive Income for the year				(88.77)	(7.49)	(26.31)	(122.57)
Dividends							---
Transfer to retained earnings							---
Any other change							---
Balance at the end of the current reporting period	10.00	488.19	4.17	3,170.06	58.99	36.09	3,767.50

(2) Previous reporting period **₹ in lakhs**

Particulars	Reserve and surplus						
	Capital reserve	Security premium reserve	General reserve	Retained Earnings	Revaluation Surplus	Other Items of other Compresen-sive income	Total
Balance at the beginning of the current reporting period	10.00	488.19	4.17	3,133.18	127.34	6.46	3,769.34
Changes in accounting policy or prior period errors		---	---	---	---	---	---
Restated balance at the beginning of the current reporting period	10.00	488.19	4.17	3,133.18	127.34	6.46	3,769.34
Total Comprehensive Income for the year				125.65	(60.86)	55.94	120.73
Dividends							---
Transfer to retained earnings							---
Any other change							---
Balance at the end of the current reporting period	10.00	488.19	4.17	3,258.83	66.48	62.40	3,890.07

Securities Premium Reserve Securities premium reserve is used to record the premium on issue of shares. This reserve is utilised in accordance with the provisions of the Act.

14 Non-Current Borrowings **₹ in lakhs**

Particulars	Non Current Portion		Current Maturities	
	As at 31.03.2026	As at 31.03.2025	As at 31.03.2026	As at 31.03.2025
Term Loans				
State Bank of India Car Loan (Secured)	37.81	14.90	18.30	13.65
State Bank of India TL (Secured)	917.03	1275.53	-	285.96
State Bank of India TL (Secured)	99.35	198.49	100.00	100.00
State Bank of India WCTL (Secured)	-	-	-	16.41
Unsecured Loan (Deposits)	698.00	600.00	-	134.00
	1752.19	**2088.92**	**118.30**	**550.02**
The above amount includes				
Secured borrowings	1054.19	1488.92	118.30	550.02
Unsecured borrowings	698.00	600.00	-	-
Amount disclosed under the head other current liabilities			(118.30)	(550.02)
Net amount	**1752.19**	**2088.92**	**-**	**-**

(b) Car Loans

The car loans from State Bank of India carried interest @ 8.65% to 9.40% p.a. as on balance sheet date (March 31, 2025: 7.50% - 9.40%)and were secured by hypothecation of car. The loans are payable in 60 monthly instalments.

(d) TL

The term loan from State Bank of India has been sanctioned for 20 crore carrying interest @ 8.40 % p.a. as on balance sheet date (March 31, 2025: 9.40%). The loan is repayable in 83 monthly instalments of 23.83 lakh each and last instalment of 22.11 lakh starting from 1.10.2023. The loan is secured primarily by first charge on assets created under the term loan and equitable mortgage of factory land and building at village Mangupura, Moradabad and village Amhera, Delhi Road, Amroha.

(e) TL

The term loan from State Bank of India has been sanctioned for 5 crore carrying interest @ 8.40 % p.a. as on balance sheet date (March 31, 2025: 9.40%). The loan is repayable in 20 quarterly instalments of 25 lakh each starting from April 2023. The loan is secured primarily by first charge on assets created under the term loan and equitable mortgage of factory land and building at village Mangupura, Moradabad and village Amhera, Delhi Road, Amroha.

(f) **WCTL**

The working capital term loan from State Bank of India had been sanctioned for 1 crore carrying interest @ 9.25 % p.a. as on previous balance sheet date i.e. March 31, 2025. The loan has been paid in full. The loan was repayable in 24 monthly instalments of 4.16 lakh each starting from August 2023. The loan was 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.

(g) 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. D.K. Gupta, Mr. V.K. Gupta and Mr Adeep Gupta.

(h) The carrying amounts of financial and non financial assets as security for secured borrowings are disclosed in note 30.

(i) Unsecured loan (Deposits) of 6.98 crore as unsecured loans from directors and promoters under Bank's stipulation carrying interest @ 9% p.a. as on balance sheet date. (March 31, 2025: 9% p.a.)

15 Current Borrowings

₹ in lakhs

Particulars	As at 31.03.2026	As at 31.03.2025
Secured		
(a) Loans repayable on demand from banks (Cash Credit from SBI)	2,133.90	1,609.21
(b) Current maturities of long term borrowings	118.30	550.20
Total	2,252.20	2,159.23

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. D.K. Gupta, Mr. V.K. Gupta and Mr Adeep Gupta have been given. The loan carries interest @ 8.40 % p.a. as on balance sheet date (March 31, 2025 : 9.40%). During the previous year the loan was converted into FCNB to the extent of Rs 15 crore, carrying interest rate of 6.10 % as on the previous years balance sheet date and covered by way of forward derivative contract.

The carrying amounts of financial and non financial assets as security for secured borrowings are disclosed in Note 30.

16 Trade Payables

₹ in lakhs

Particulars	As at 31.03.2026	As at 31.03.2025
Trade payables [Refer Note below]		
Amounts due to related parties	27.79	32.44
Others	717.97	620.75
Total	745.76	653.19

Refer Note 36 for information about liquidty risk and market risk of trade payables.

Dues to Micro and small enterprises

The company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006(to the extent information received from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act 2006). The disclosure pursuant to the the said MSME Act are as follows:

₹ in lakhs

Particulars	As at 31.03.2026	As at 31.03.2025
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	173.19	22.63
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under the MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

Trade Payable ageing schedule ₹ in lakhs

Particulars		Outstanding for following periods from date of transaction				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	2025-26	173.19	-	-	-	173.19
	2024-25	22.63	-	-	-	22.63
(ii) Others	2025-26	557.00	12.02	1.02	2.53	572.57
	2024-25	619.71	8.13	1.71	1.01	630.56
(iii) Disputed dues - MSME	2025-26					
	2024-25	-	-	-	-	-
(iv) Disputed dues - Others	2025-26				-	-
	2024-25	-	-	-	-	-

17 Other Current Financial Liabilities

₹ in lakhs

Particulars	As at 31.03.2026	As at 31.03.2025
Interest accrued	9.33	30.49
Other Payables	113.74	90.01
Total	**123.07**	**120.50**

18 Other Current Liabilities

₹ in lakhs

Particulars	As at 31.03.2026	As at 31.03.2025
Revenue received in advance	900.00	1051.23
Revenue received in advance from new customers	1078.72	-
Statutory dues	25.06	19.49
Total	**2003.78**	**1070.72**

19 Provisions

₹ in lakhs

Particulars	As at 31.03.2026	As at 31.03.2025
Provision for employee benefits [Refer Note 32]		
Gratuity	10.88	-
Leave Entitlement	12.43	16.65
Provision for litigation/dispute [Refer Note (a) below]		-
Total	**23.31**	**16.65**
Other		
Total	-	-
Current total	**23.31**	**16.65**

₹ in lakhs

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
20 Revenue From Operations		
Manufactured goods	10517.56	10430.40
Traded goods	24.31	22.75
Waste	83.61	64.22
Revenue from operations (Gross)	**10625.48**	**10517.37**

21 Other Income

₹ in lakhs

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Interest received	6.32	0.39
Drawback	-	1.22
Subsisy	-	0.42
	6.32	**2.03**

22 Cost Of Raw Material And Component Consumed

₹ in lakhs

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Inventory at the beginning of the year	451.44	503.17
Add.: Purchases	8527.58	6872.89
	8979.02	7376.06
Less : Inventory at the end of the year	909.63	451.44
Cost of raw material and components consumed	8069.39	6924.62
Details of raw material and components consumed		
Yarn	6055.85	4914.46
Dyes and chemicals	492.92	337.92
Packing materials	1520.62	1672.24
Fabric and accessories	0.00	0.00
	8069.39	**6924.62**
Details Of Inventory / Raw Material And Components		
Yarn	598.31	194.42
Dyes and chemicals	65.69	32.34
Packing materials	241.81	220.86
Fabric and accessories	3.82	3.82
	909.63	**451.44**

23 Changes In Inventories Of Finished Goods, Stock-In-Trade And Work-In-Progress

₹ in lakhs

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Inventories At The End Of The Year		
Traded goods	18.20	13.74
Work in progress	3164.81	1551.05
Finished goods	100.57	883.03
	3283.58	**2447.82**
Inventories At The Beginning		
Traded goods	13.74	14.50
Work in progress	1551.05	1293.50
Finished goods	883.03	2317.23
	2447.82	**3625.23**
Increase / Decrease of Inventory	(835.76)	1177.41

24 Purchase of Stock in Trade

₹ in lakhs

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Details Of Purchase Of Traded Goods		
Bed Sheet	17.70	-
Blankets	14.69	16.57
	32.39	**16.57**

25 Employee Benefits Expense

₹ in lakhs

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Salary & wages	854.66	709.73
Contribution to provident fund and other funds	45.38	38.85
Gratuity expenses	19.66	28.27
Staff welfare expenses	11.79	9.92
	931.49	**786.77**

26 Finance Costs

₹ in lakhs

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Bank interest	195.22	336.77
Interest others	104.28	119.92
Other Borrowing Cost	5.73	10.87
Hedging Cost	6.66	34.27
	311.89	**501.83**

Refer Note 39 for information on government assitance.

27 Depreciation And Amortization Expense

₹ in lakhs

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Depreciation on property, plant and equipment	428.31	513.10
	428.31	**513.10**

28 Other Expenses

₹ in lakhs

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Power and fuel	1038.71	869.36
Rates and taxes	0.01	3.47
Freight and forwarding charges	76.59	91.33
Rent	18.00	19.65
Insurance	39.16	33.33
Repair and Maintenance		
Plant and Machinery	200.66	157.76
Buildings	-	0.09
Others (General)	14.62	18.24
Advertising and sales promotion	18.88	18.81
Commission to selling agents and discount to traders	125.86	91.39
Travelling and conveyance	23.76	16.14
Communication cost	5.23	6.23
Printing and stationery	3.25	3.22
Legal and professional fees	20.18	17.60
Directors sitting fees	1.58	1.63
Payment to auditors	2.80	2.80
Directors remuneration	185.48	144.00
Miscellaneous expenses	25.54	15.13
Loss/(profit) on sale of fixed assets (net)	(0.03)	(1.32)
Exchange differences (net)	(0.39)	(0.63)
	1799.89	**1508.23**

Payment To Auditors

₹ in lakhs

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
As Auditors		
Audit fee	2.80	2.80
In others capacity		
	2.80	**2.80**

28A Exceptional Items

₹ in lakhs

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Profit on sale of Land and Building	40.33	992.97
Write back of Revaluation reserve	7.49	60.86
	47.82	**1053.83**

29 Income Taxes Expense

₹ in lakhs

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Current Tax		
Current Tax on taxable income for the year	0.00	150.29
Total Current Tax Expense	**0.00**	**150.29**
Deferred tax		
Deferred tax charge/(credit)	181.22	(131.24)
MAT Credit (taken)/utilised	-	-
Total Deferred Income Tax Expense/(Benefit)	**181.22**	**(131.24)**
Tax in respect of earlier years (credit)	(150.43)	-
Total Income Tax Expense	**30.79**	**19.05**

A Reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

₹ in lakhs

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Enacted income tax rate in India applicable to the Company	26.00%	26.00%
Profit before tax	(57.98)	144.70
Current tax expenses on Profit before tax expenses at the enacted income tax rate in India	-	150.29
Tax effect of the amounts which are not deductible/(taxable) in calculating taxable income		
Permanent Disallowances	-	-
Tax in respect of earlier years	(150.43)	-
Income exempted from income taxes	-	-
Other items	181.22	(131.24)
Total income tax expense/(credit)	**30.79**	**19.05**

Consequent to reconciliation items shown above, the effective tax rate is - 53.10% (2024-25: 13.17%).

Significant Estimates : In calculation of tax expense for the current year and earlier years, the company has disallowed certain expenditure based on previous tax assessements.

B The movement in deferred tax assets and liabilities during the year ended March 31, 2025 and March 31, 2026:

₹ in lakhs

	As at 1st April, 2024- Deferred Tax Asset/ (Liabilities)	Credit/ (charge) in statement of Profit and Loss	Credit/ (charge) in other compre-hensive Income	As at 31st March, 2025- Deferred Tax Asset/ (Liabilities)	Credit/ (charge) in statement of Profit and Loss	Credit/ (charge) in other compre-hensive Income	As at 31st March, 2026- Deferred Tax Asset/ (Liabilities)
Depreciation	(172.97)	131.24	0	(41.73)	(181.22)		(222.95)
Net loss/(gain) on remeasurement of defined benefit plan	(2.73)		(19.65)	(22.38)		9.25	(13.13)
Total	(175.70)	131.24	(19.65)	(64.11)	(181.22)	9.25	(236.08)
MAT Credit Entitlements	0	0	0	0.00	39.66	0.00	39.66
Dividend distribution tax on dividend from Subsidiary	0	0	0	0.00			0.00
	(175.70)	**131.24**	**(19.65)**	**(64.11)**	**(141.56)**	**9.25**	**(196.42)**

30 Assets Pledged As Security

The carrying amounts of assets Pledged as security for current and non-current borrowings are:

₹ in lakhs

Particulars	As at 31.03.2026	As at 31.03.2025
Current Assets		
Financial Assets		
Floating Charge		
Receivables	265.37	218.21
Non Financial Assets		
Floating Charge		
Inventories	4377.19	2990.65
Total Current assets Pledged as security	**4642.56**	**3208.86**
Non Current Assets		
First Charge		
Land	910.19	917.74
Building	2569.43	2529.89
Furniture, fittings and equipment	-	-
Plant and Machinery	2604.69	3108.48
Others	84.89	41.36
Total non-current assets Pledged as security	**6169.20**	**6597.47**
Total assets Pledged as security	**10811.76**	**9806.33**

31 Contingent Liabilities

₹ in lakhs

Particulars	As at 31.03.2026	As at 31.03.2025
1. Demand by EPFO against the company not acknowledged as debt	26.69	26.69
EPFO Bareilly has demanded Rs 26.69 lakh 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.		
2. Demand by SGST department in respect of FY 2020-21 however compnay will file appeal in GST Appellet Tribunal.	29.35	29.35
Ineterest and penalty	52.07	52.07
Total	81.42	81.42

32 Post Retirement Benefit Plans

Defined Benefits Plan

(i) Gratuity

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to recognised funds in India.

As per Actuarial Valuation as on 31st March, 2026 and 31st March, 2025 recognised in the financial statements in respect of Employee Benefit Schemes:

₹ in lakhs

Particulars	As at 31.03.2026	As at 31.03.2025
A. Amount Recognised In The Balance Sheet		
Gratuity:		
Present value of plan liabilities	161.65	170.27
Fair value of plan assets	150.77	205.48
Deficit/(Surplus) of funded plans	10.88	(35.21)
Unfunded plans		
Net plan liability/ (Asset)*	**10.88**	**(35.21)**

B. Movements In Plan Assets And Plan Liabilities ₹ in lakhs

Gratuity:	**Year ended 31st March, 2026**			**Year ended 31st March, 2025**		
	Plan Assets	**Plan liabilities**	**Net**	**Plan Assets**	**Plan liabilities**	**Net**
As at 1st April	205.48	170.27	(35.21)	219.82	235.15	15.33
Current service cost		22.12	22.12		27.16	27.16
Employee contributions						
Return on plan assets excluding actual return on plan assets						
Actual return on plan asset	10.87		(10.87)	13.48		(13.48)
Interest cost		11.90	11.90		16.98	16.98
Actuarial (gain)/loss arising from changes in demographic assumptions						
Actuarial (gain)/loss arising from changes in financial assumptions		(14.85)	(14.85)		4.64	4.64
Actuarial (gain)/loss arising from experience adjustments		46.92	46.92		(82.62)	(82.62)
Employer contributions	9.14		(9.14)	3.22		(3.22)
Benefit payments	(74.72)	(74.72)		(31.04)	(31.04)	
As at 31st March,	**150.77**	**161.64**	**10.87**	**205.48**	**170.27**	**(35.21)**

C. Assets
Major category of plan assets

₹ in lakhs

Particulars	**As at 31.03.2026**	**As at 31.03.2025**
Gratuity:		
Unquoted		
Insurer managed funds	150.77	205.48
Total	**150.77**	**205.48**

D. Defined Benefit Obligation And Employer Contribution

₹ in lakhs

Particulars	**As at 31.03.2026**	**As at 31.03.2025**
Gratuity		
Active Members	395	372

The weighted average duration of the defined benefit plans is 16.30 years (2024-25 : 17.04 Years)

The Company expects to contribute around ₹ 33.22 lakhs to the funded plans in financial year 2026-27 for gratuity.

E. Amount Recognised In The Statement of Profit And Loss As Employee Benefit Expenses

₹ in lakhs

Particulars	**As at 31.03.2026**	**As at 31.03.2025**
Gratuity:		
Current service cost	22.12	27.16
Finance cost/(income)	(2.46)	1.11
Mortality premium		
Asset/(Liabilities) recognised in Balance Sheet*		
Net impact on the Profit / (Loss) before tax	**19.66**	**28.27**
Remeasurement of the net defined benefit liability:		
Return on plan assets excluding actual return on plan assets	(3.49)	(2.39)
Actuarial gains/(losses) arising from changes in demographic		
Actuarial gains/(losses) arising from changes in financial assumption	14.85	(4.64)
Experience gains/(losses) arising on experience adjustments	(46.92)	82.62
Net Gain recognised in the Other Comprehensive Income before tax	**(35.56)**	**75.59**

*Surplus of assets over liabilities has not been recognised on the basis that future economic benefits are not available to the Company in the form of a reduction in future contributions or cash refunds.

F Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant acturialassumptions were as follows :-

Gratuity: **₹ In lakhs**

Particulars	As at 31.03.2026	As at 31.03.2025
Financial Assumptions		
Discount rate	7.78%	6.99%
Salary Escalation Rate #	7.00%	7.00%

Demographic Assumptions

Published rates under the Indian Assured Lives Mortality (2012-14) .

G. Sensitivity

The sensitivity of the defined benefit obligation to changes in the weighted key assumptions are:

Gratuity:	Year ended 31st March, 2026			Year ended 31st March, 2025		
	Change in assumption	Increase in present value of plan	Decrease in present value of plan	Change in assumption	Increase in present value of plan	Decrease in present value of plan
Discount rate	50 bps	9.54	(8.72)	50 bps	11.51	(10.45)
Salary Escalation Rate	50 bps	9.26	(8.82)	50 bps	11.19	(10.49)

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the method (Projected Unit Credit Method) used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

H. The Defined Benefit Obligations Shall mature after year end 31st March, 2026 as follows:

₹ in lakhs

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Gratuity:		
2026	-	3.57
2027	6.30	5.23
2028	13.83	15.97
2029	7.49	6.57
2030	5.63	6.81
2031	5.20	4.53
2032	5.85	
Thereafter	117.35	127.58

(i) Risk Exposure - Asset Volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. The scheme is funded with an insurance company in the form of qualifying insurance policy.

(ii) Leave Obligations

The leave obligations cover the Company's liability for sick and earned leave.The amount of the provision of ₹ 12.83 lakh is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations.

(iii) Defined Contribution Plans

The Company also has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to EPFO. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is ₹ 45.48 lakh (31st March, 2025 - ₹ 38.85 lakhs).

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 Related Party Disclosures

Related parties where control exists

Prahlad Industries Moradabad, Aditya Plyboard Industries Moradabad and Lgsus Industries Hapur with whom transactions took place.

Directors and key management personal and their relatives with whom transactions took place

Mr. D.K. Gupta, Mr. V.K. Gupta, Mr Adeep Gupta, Mr Kapil Gupta and Mr Ashish Gupta all whole time directors., Ms Sneha Agarwal Company Secretary & Compliance officer, Mrs Anita Gupta, Mr Aditya Gupta,Mr Suryansh Agarwal, Mr Paawan Agarwal, Mr Aahan Agarwal, M/s Ashish Gupta HUF, M/s D K Gupta HUF, M/s Kapil Gupta HUF,M/s V K Gupta HUF, M/s Adeep Gupta HUF,Mrs Shalini Gupta, Mrs Reetika Gupta, Mrs Himani Gupta And Mrs Meghna Tayal are related parties.

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 lakhs

Particulars	Year ended	Sale of Goods	Sale Service (Rent)	Purchase of Services (Rent)	Purchase of traded Goods	Amount owed by related parties	Amount owed by related parties
Prahlad Industries	31.3.2026	-	-	7.50	-	-	-
	31.3.2025	-	-	18.00	-	-	24.40
Aditya Plyboard Industries	31.3.2026	-	-	-	93.27	-	13.26
	31.3.2025	-	-	-	113.30	-	2.39
Lgsus Industries	31.3.2026	-	-	-	100.82	-	-
	31.3.2025	-	-	-	111.21	-	5.65
Himani Gupta	31.3.2026	-	-	-	-	-	-
	31.3.2025	-	-	1.65	-	-	-

(b) Remuneration To Directors, Key Managerial Personnel And Related Parties

₹ in lakhs

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Mr. D.K. Gupta	48.00	48.00
Mr. V.K. Gupta	48.00	48.00
Mr. Adeep Gupta	48.00	48.00
Mr. Kapil Gupta	32.70	29.40
Mr. Ashish Gupta	33.63	29.40
Mr Aditya Gupta	24.00	-
Mr Aahan Agarwal	0.94	-
Mr Suryansh Agarwal	12.00	-
Ms Sneha Agarwal	4.19	4.01
	251.46	**206.81**

In addition, Mr Aditya Gupta, Mr Suryansh Agarwal, Mr Aahan Agarwal and Ms Sneha Agarwal 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.

(c) Interest Paid To Related Parties ₹ in lakhs

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Anita Gupta	13.40	9.00
Ashish Gupta HUF	-	2.82
Adeep Gupta HUF	-	3.39
Aditya Gupta	2.48	2.65
Daya Kishan Gupta HUF	-	1.47
Kapil Gupta HUF	-	5.76
Kapil Gupta	1.18	3.11
Reetika Gupta	9.48	8.68
Rajni Gupta	-	7.53
Shalini Gupta	9.42	5.33
Himani Gupta	3.10	2.01
Meghna Tayal	0.36	0.26
Suryansh Agarwal	8.22	0.48
Vijay Kumar Gupta HUF	1.31	9.00
Daya Kishan Gupta	3.38	-
Aahan Agarwal	4.43	-
Paawan Agarwal	0.05	-
Sejal Gupta	7.65	-
	64.46	**61.49**

(d) Sitting Fee Paid To Related Non Executive Directors ₹ in lakhs

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Mrs. Rajni Gupta	-	0.18

35 Fair Value Measurement

Financial Instrument by category and hierarchy

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The fair values for loans and security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

₹ in lakhs

Financial Assets and Liabilities as at 31st March, 2026				Routed through Profit and Loss				Routed through OCI				Carried at amortised cost				Total Amount
	Non Current	Current	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	
Financial Assets																
Investments																
- Mutual funds	-	-	-												-	-
Other Assets																
Loans to Employees		6.48	6.48											6.48	6.48	6.48
Other Financial Assets	21.18		21.18											21.18	21.18	21.18
Trade receivable		265.37	265.37											265.37	265.37	265.37
Cash and Cash quivalents		26.05	26.05											26.05	26.05	26.05
Bank Balances other than Cash and cash equivalents		0.88	0.88											0.88	0.88	0.88
	21.18	298.78	319.96											319.96	319.96	319.96
Financial Liabilities																
Borrowings	1,752.19	2,252.20	4,004.39											4,004.39	4,004.39	4,004.39
Other Financial Liabilities		123.07	123.07											123.07	123.07	123.07
Trade Payables		745.76	745.76											745.76	745.76	745.76
	1,752.19	3,121.03	4,873.22											4,873.22	4,873.22	4,873.22

₹ in lakhs

Financial Assets and Liabilities as at 31st March, 2025				Routed through Profit and Loss				Routed through OCI				Carried at amortised cost				Total Amount
	Non Current	Current	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total	
Financial Assets																
Investments																
- Mutual funds	-	-	-												-	-
Other Assets																
Loans to Employees		5.20	5.20											5.20	5.20	5.20
Other Financial Assets	21.18		21.18											21.18	21.18	21.18
Trade receivable		218.21	218.21											218.21	218.21	218.21
Cash and Cash quivalents		18.53	18.53											18.53	18.53	18.53
Bank Balances other than Cash and cash equivalents		0.82	0.82											0.82	0.82	0.82
	21.18	242.76	263.94											263.94	263.94	263.94
Financial Liabilities																
Borrowings	2,088.92	2,159.23	4,248.15											4,248.15	4,248.15	4,248.15
Other Financial Liabilities		120.50	120.50											120.50	120.50	120.50
Trade Payables		653.19	653.19											653.19	653.19	653.19
	2,088.92	2,932.92	5,021.84											5,021.84	5,021.84	5,021.84

Notes to the Financial Statements for the year ended 31st March, 2026

Fair value of financial assets and liabilities measured at amortised cost- **₹ in lakhs**

Particulars	As at 31st March, 2026		As at 1st April, 2025	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets	-	-	-	-
Financial Liabilities				
Borrowings	4004.39	4004.39	4248.15	4248.15
	4004.39	**4004.39**	**4248.15**	**4248.15**

36 Financial Risk Management

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Managing Board.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument.

The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommend risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures like foreign exchange forward contracts, borrowing strategies and ensuring compliance with market risk limits and policies.

Market Risk- Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

According to the Company interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Exposure To Interest Rate Risk **₹ in lakhs**

Particulars	As at 31.03.2026	As at 01.04.2025
Total Borrowings	4004.39	4248.15
% of Borrowings out of above bearing variable rate of interest	100	100

Interest Rate Sensitivity

A change of 50 bps in interest rates would have following Impact on profit before tax **₹ in lakhs**

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
50 bp increase would decrease the profit before tax by	22.07	23.71
50 bp decrease would Increase the profit before tax by	(22.07)	(23.71)

Market Risk- Foreign Currency Risk

The Company operates internationally and portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its purchases from overseas suppliers in various foreign currencies. Foreign currency exchange rate exposure is partly balanced by purchasing of goods, commodities and services in the respective currencies.

(B) Particulars Of Unhedged Foreign Currency Exposures As At The Reporting Date

Particulars	As at 31st March, 2026 USD
Trade Receivable	-
Trade payables	378.00
Advance for purchase	-

Particulars	As at 31st March, 2025 USD
Trade Receivable	-
Trade payables	90.00
Advance for purchase	-

(a) (iii) Market Risk- Price risk

(a) Exposure

The exposure to equity securities price risk arises from investments held and classified in the balance sheet either at fair value through OCI or at fair value through profit and loss. The Company does not have any exposure to equity/securities.

(b) Sensitivity

The Company does not have any exposure to equity/securities. So no sensitivity analysis is done.

(c) Foreign Currency Risk Sensitivity

A change of 5% in Foreign currency would have following Impact on profit before tax

₹ in lakhs

Particulars	2025-26		2024-25	
	5% Increase	5% decrease	5% Increase	5% decrease
USD	(1.59)	1.59	(1.26)	1.26
EURO	(0.12)	0.12	-	-
Increase / (decrease) in profit or loss	**(1.71)**	**1.71**	**(1.26)**	**1.26**

Credit Risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

i) Actual or expected significant adverse changes in business,

ii) Actual or expected significant changes in the operating results of the counterparty,

iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,

iv) Significant increase in credit risk on other financial instruments of the same counterparty,

v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assests are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates.Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no provision considered.

Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows.

(i) Financing Arrangements

The Company closely monitors liquidity position and arranges for the funds in anticipation in case of need.

(ii) Maturity Patterns Of Borrowings **₹ in lakhs**

	As at 31st March, 2026				As at 31st March, 2025			
	0-1 years	1-5 years	beyond 5 years	Total	0-1 years	1-5 years	beyond 5 years	Total
Long term borrowings (Includingcurrent maturity of long tern debt)	118.30	1752.19	-	1870.49	550.02	1947.66	141.26	2638.94
Short term borrowings	2133.90	-	-	2133.90	1609.21	-	-	1609.21
Total	**2,252.20**	**1,752.19**	**0.00**	**4,004.39**	**2,159.23**	**1,947.66**	**141.26**	**4,248.15**

Maturity Patterns Of Other Financial Liabilities **₹ in lakhs**

As at 31st March, 2026	**0-3 months**	**3-6 months**	**6 months to 12 months**	**beyond 12 months**	**Total**
Trade payables	745.76	-	-	-	745.76
Other Financial liability (Current and Non Current)	60.74	62.33	-	-	123.07
Total	**806.50**	**62.33**	**-**	**-**	**868.83**
As at 31st March, 2025	**0-3 months**	**3-6 months**	**6 months to 12 months**	**beyond 12 months**	**Total**
Trade payables	653.19	-	-	-	653.19
Other Financial liability (Current and Non Current)	64.34	56.16	-	-	120.50
Total	**717.53**	**56.16**	**-**	**-**	**773.69**

37 Capital Management

For the purpose of the Company’s capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company’s capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company’s policy is to keep the gearing ratio between 20% and 40%. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

₹ in lakhs

Particulars	**As at 31.03.2026**	**As at 31.03.2025**
Borrowings other than convertible preference shares (Note 14)	1752.19	2088.92
Trade payables (Note 16)	745.76	653.19
Other payables (Note 17)	123.07	120.50
Less: cash and cash equivalents (Note 8)	(26.05)	(18.53)
Net debt	**2594.97**	**2844.08**
Total capital	4753.82	4916.05
Capital and net debt	**7348.79**	**7760.13**
Gearing ratio	35.31%	36.65%

In order to achieve this overall objective, the Company’s capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2026 and 31 March 2025.

38 Earnings Per Share (Eps)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent (after adjusting for interest on the convertible preference shares) if any,by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.The following reflects the income and share data used in the basic and diluted EPS computations:

₹ in lakhs

Particulars	**Year Ended 31.03.2026**	**Year Ended 31.03.2025**
Earnings Per Share has been computed as under:		
Profit/(Loss) for the year	(88.77)	125.65
Weighted average number of equity shares outstanding	10259750	10259750
Earnings Per Share (₹) - Basic (Face value of Rs. 10 per share)	**(0.87)**	**1.22**
Diluted earning per share is same as basic earning per share.	**(0.87)**	**1.22**

39 Disclosure of Assistance

During the current reporting period, the company has received the following government assistance:

1. Capital subsidy: A grant of Rs 270.98 lakh was received towards the acquisition of specific machines for expansion of production capacity. This amount has been deducted to arrive at the carrying amount of the respective machine.

2. Interest subsidy: A grant of Rs 114.10 lakh was received as re-imbursement for interest cost incurred on Term Loan. This amount has been deducted from the ‘Finance cost’ presented in the statement of Profit & Loss.

There are no unfulfilled conditions on contingencies attached to these grants as of the reporting date.

40 As per section 135 of the Companies Act, 2013, amount required to be spent by the Company on Corporate Social Responsibility (CSR) during the year ended March 31, 2026 is INR NIL (31 March 2025: INR NIL), computed at 2% of its average net profit for the immediately preceding three financial years. The Company incurred an amount INR NIL during the year ended March 31, 2026 (31 March 2025: INR NIL), towards CSR expenditure.

41 The company does not hold benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

42 The company has borrowings from banks on the basis of security of current assets, so it discloses that quarterly returns or statements of current assets filed by the company with banks or financial institutions are in agreement with the books of accounts.

43 The company has not been declared wilful defaulter by bank or financial Institution or other lender.

44 Ratios:

	Ratio	Numerator	Denominator	Current period	Previous period	% Variance	Reason for variance
a	Current Ratio	Current assets	Current liabilities	1.08	1.07	1.55	1
b	Debt Equity Ratio	Total debt	Shareholder's equity	0.84	0.86	(3.40)	2
c	Debt Sservice Coverage Ratio	PAT+non-cash operating expenses (depreciation)+interest+ loss on sale of fixed assets	interest expense+ principal repayments	0.54	0.09	530.37	4
d	Return on Equity Ratio (ROE)	PAT	Average shareholder's equity	(0.02)	0.03	(172.77)	4
e	Inventory turnover Ratio	Cost of goods sold (cost of material consumed+ purchases+ changes in inventory+ manufacturing expenses)	Average inventories of finished goods, stock in process and stock in trade	3.75	3.76	(0.45)	3
f	Trade Receivable turnover Ratio	Value of sales & service	Average trade receivables	43.95	31.53	39.37	7
g	Trade payables turnover ratio	Net Purchases	Average trade payables	14.48	8.63	67.77	5
h	Net capital turnover ratio	Net sales	Current assets -current liabilities	24.44	38.44	(36.42)	1
i	Net profit ratio	Net profit	Net sales	(0.01)	0.01	(172.04)	4
j	Return on capital employed (ROCE)	Earning before interest and taxes	Capital employed (tangible net worth+total debt+deferred tax liability	0.03	0.07	(59.71)	4
k	Return on investment (ROI)	MV(T1)-MV(T0)-Sum((C(t))	MV(T0)+Sum (W(t)*C(t))	(0.24)	(0.33)	(27.61)	6

Ratios for previous year

	Ratio	Numerator	Denominator	Current period	Previous period	% Variance	Reason for variance
a	Current Ratio	Current assets	Current liabilities	1.07	1.08	(0.79)	1
b	Debt Equity Ratio	Total debt	Shareholder's equity	0.86	1.09	(20.81)	2
c	Debt Sservice Coverage Ratio	PAT+non-cash operating expenses (depreciation)+interest+ loss on sale of fixed assets	interest expense+ principal repayments	0.09	1.30	(93.46)	4
d	Return on Equity Ratio (ROE)	PAT	Average shareholder's equity	0.03	0.02	24.51	4
e	Inventory turnover Ratio	Cost of goods sold (cost of material consumed+ purchases+ changes in inventory+ manufacturing expenses)	Average inventories of finished goods, stock in process and stock in trade	3.76	3.52	6.96	3
f	Trade Receivable turnover Ratio	Value of sales & service	Average trade receivables	31.53	20.92	50.72	7
g	Trade payables turnover ratio	Net Purchases	Average trade payables	8.63	9.86	(12.45)	5
h	Net capital turnover ratio	Net sales	Current assets -current liabilities	38.44	25.57	50.31	1
i	Net profit ratio	Net profit	Net sales	0.01	0.01	23.42	4
j	Return on capital employed (ROCE)	Earning before interest and taxes	Capital employed (tangible net worth+total debt+deferred tax liability	0.07	0.06	13.06	4
k	Return on investment (ROI)	MV(T1)-MV(T0)-Sum((C(t))	MV(T0)+Sum (W(t)*C(t))	(0.33)	0.76	(144.17)	6

Reason for variance

1 Usage/ non usage of Internal accruals in new projects caused decline/ increase in current ratio and increase/ decrease in net capital turnover ratio.
2 New Term loans for new projects/temporary working capital caused increase in the ratio or vice versa.
3 Increase in inventory reduces the ratio.
4 Net profit/ loss in the current year caused improvement/decline in the ratio.
5 Increase/decrease in trade payables increases/ reduces the ratio.
6 Variance in the ratio is market driven.
7 Increase /Decrease in level of debtors increases /reduces the ratio.

s per our report of even date
For **Harshit Mehrotra & Associates**
Chartered Accountants

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

CA Harshit Mehrotra
(Proprietor)
Membership No. 459699

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

D. K. GUPTA
Managing Director
DIN-00337569

SNEHA AGARWAL
Company Secretary

Place : Village. Amhera (Amroha)
Date : 30 May 2026

PROXY FORM

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

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

FORM NO. MGT 11

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

47th Annual General Meeting – September 25th, 2026 at 11.45 A.M.

Name of member(s) : ....

Registered address : ....

E Mail Id : ....

Folio No. / DP ID - Client ID : ....

I / We, being the member(s) of .... shares of the above named Company, hereby appoint:

1) Name: .... E-Mail ....
Address: ....
Signature .... Or failing him / her

2) Name: .... E-Mail ....
Address: ....
Signature ....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 47th 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 25th day of September, 2026 at 11.45 A.M. or at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	**Resolutions** **Ordinary Business**	**For**	**Against**
1.	**Adoption of Audited Financial Statements of the company along with the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2026.**		
2.	**To appoint a director in place of Mr. Vijay Kumar Gupta (DIN: 00335325)), who retires by rotation and being eligible offers himself for re-appointment.**		
3.	**To appoint a director in place of Mr. Ashish Gupta (DIN: 08708369), who retires by rotation and being eligible offers himself for re-appointment.**		
	Special Business		
4.	**To consider and approve the Re-appointment of Mr. Vijay Kumar Gupta (DIN: 00335325) as Whole time Director who has attained the age of 70 years**		

Signed this .... day of 2026

Affix
Re. 1/-
Revenue
Stamp

Signature of the member **Signature of the Proxy Holder(s)**

NOTE:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 47th Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
4. Please complete all details including detail of member(s) in above box before submission.

ATTENDANCE SLIP

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

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

Folio No./ DP ID / Client ID	
Number of shares held	

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

I/We hereby record my/our presence at the Forty Seventh Annual General Meeting of the Company on Friday, the 25th day of September, 2026, at 11.45 a.m. at 18th Km Stone, Delhi Moradabad Road, NH-24, Village Amhera, Distt. J. P. Nagar- 244102.

Full name of proxy (in case of proxy) — Signature of first holder/proxy

Signature of joint holder(s)

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.

POLLING PAPER

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

FORM MGT-12

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

Regd. Office: 18th Km Stone Delhi Moradabad Road,
NH-24, Village Amhera, Distt. J.P Nagar-244102
Tel: Tel: 8791001430, 9760091983
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 47th Annual General Meeting (AGM) of the Company to be held on Friday, 25th Septermber, 2026 at 11.45 a.m., by recording my/our assent or dissent to the said Resolutions by placing the tick (✓) Mark at the appropriate box below:

Item No.	Description of Resolutions	Type of resolution (Ordinary/Special)	No. of Equity shares for which votescast	(FOR)I/We assent to the Resolution	(AGAINST)I/We dissent to the Resolution
1.	**Adoption of Audited Financial Statements of the company along with the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2026**	**Ordinary**			
2.	**To appoint a director in place of Mr. Vijay Kumar Gupta (DIN: 00335325)), who retires by rotation and being eligible offers himself for re-appointment**	**Ordinary**			
3.	**To appoint a director in place of Mr. Ashish Gupta(DIN: 08708369), who retires by rotation and being eligible offers himself for re-appointment.**	**Ordinary**			
4.	**To consider and approve the Re-appointment of Mr. Vijay Kumar Gupta (DIN: 00335325) as Whole time Director who has attained the age of 70 years.**	**Special**			

Date:
Place :

Signature of the Member

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

INSTRUCTIONS

1) A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member cast votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.

2) For detailed instructions on e-voting, please refer to the notes appended to the Notice of the AGM.

3) The scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the AGM.

Process and manner for Members opting to vote by using the Ballot Form:

1) The Form should be complete and signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder.

2) In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution /Authorization.

3) Votes should be cast in case of each resolution, either in favour or against by putting the tick ( ) mark the column provided in the Ballot.

4) The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on 25th day of September, 2026 as per the Register of Members of the Company.

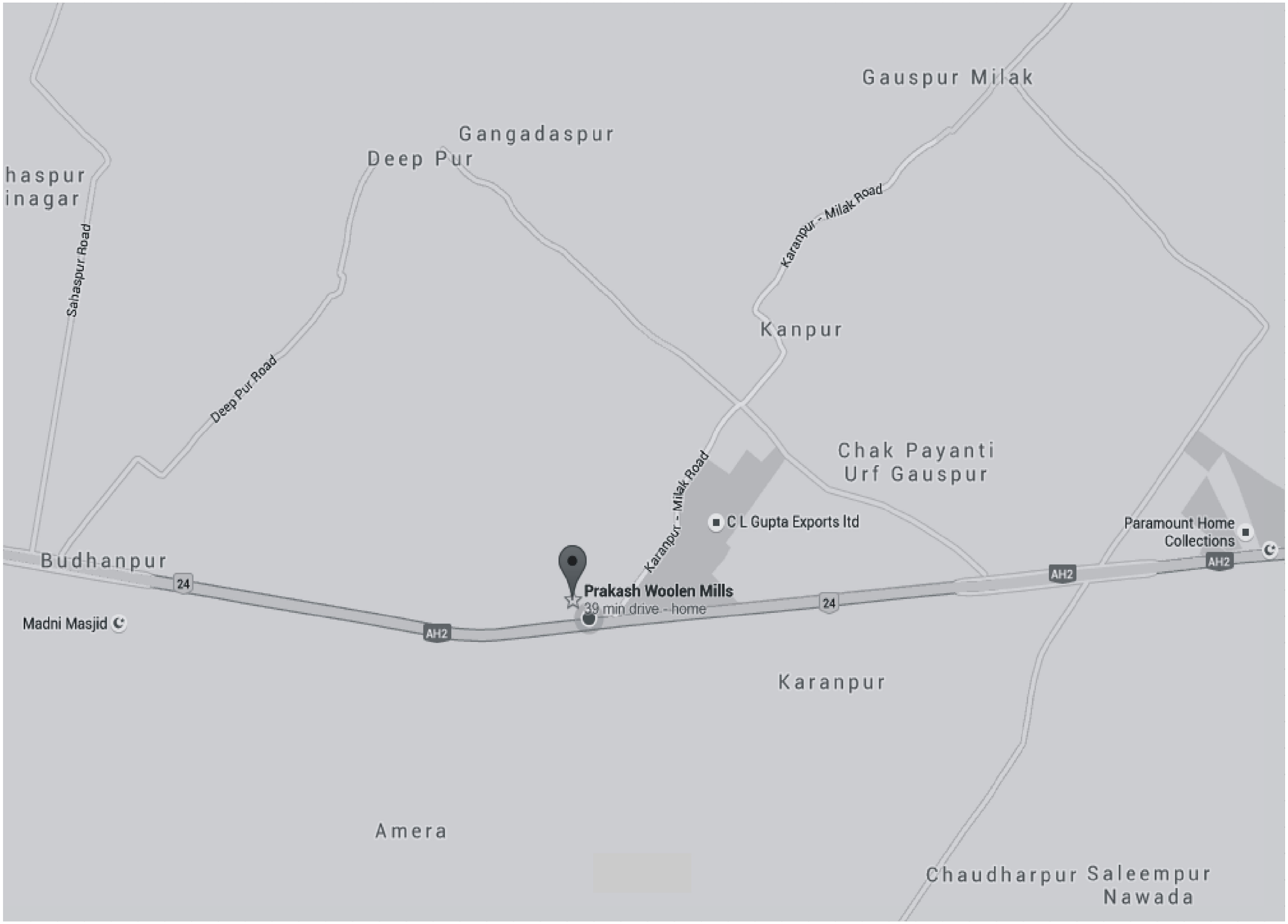
5) A Member may request for a duplicate Ballot Form, if so required.

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, the 25th day of September, 2026 at 11:45 A.M. at the Registered office of the Company.



If Undelivered please return to :

PRAKASH WOOLLEN & SYNTHETIC MILLS LIMITED

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