



PRAG BOSIMI SYNTHETICS LIMITED

CIN NO.: L17124AS1987PLC002758

**32nd Annual Report
2023 - 2024**

Prag Bosimi Synthetics Limited

BOARD OF DIRECTORS

Shri. Manvendra Pratap Singh, IAS
Chairman & Nominee Director, AIDC

Shri. Raktim Kumar Das
Whole Time Director

Shri. Prasanta Bora
(Nominee Director, AIDC)

Shri. Devang H. Vyas
(Non – Executive Director)

INDEPENDENT DIRECTORS

Shri. Girindra Mohan Das

Shri. Mukund Trivedi

Ms. Bina Advani

Ms. Sunita Shah

CHIEF FINANCIAL OFFICER

Shri Prakasam Raghavan

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Madhu P. Dharewa

STATUTORY AUDITORS

M/s Rama K. Gupta & Associates
Chartered Accountants Guwahati

SECRETARIAL AUDITOR

M/s ANM and Associates
Practicing Company Secretary

BANKERS

IndusInd Bank Ltd

Bank of Baroda

IDBI Bank

HDFC Bank Ltd

The Vysya Bank Ltd

REGISTERED OFFICE

House No. 19, Ambikagiri Nagar,
Milan Path, R.G. Barua Road,
Guwahati - 781024, Assam

PLANT

Bijulibari Village, Khandajan, Via Sipajhar,
Dist. Darrang - 784 145, Assam

CORPORATE OFFICE

R-79/83, Laxmi Insurance Building, 5th Floor,
Sir P. M. Road, Mumbai- 400001

Website: www.pragbosimi.com

Email: secretarial@bosimi.com

REGISTRAR & SHARE TRANSFER AGENT M/s. Link Intime India Pvt. Ltd.

C-101, 247 Park, LBS Marg, Vikhroli (West),
Mumbai – 400 083.

Phone: 022 - 4918 6270 / 1800 1020 878

Website: <https://linkintime.co.in/>

Email: rnt.helpdesk@linkintime.co.in

SUBSIDIARY COMPANIES

Prag Bosimi Texturising Private Limited

House No. 19, Ambikagiri Nagar, Milan Path,
R.G. Barua Road, Guwahati - 781024, Assam.

Prag Bosimi Packaging Private Limited

House No. 19, Ambikagiri Nagar, Milan Path,
R.G. Barua Road, Guwahati - 781024, Assam

ASSOCIATE COMPANY

Prag Jyoti Textile Park Private Limited

House No. 19, Ambikagiri Nagar, Milan Path, R.G. Barua
Road, Guwahati - 781024, Assam

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NOTICE

Notice is hereby given that the 32nd Annual General Meeting of Prag Bosimi Synthetics Limited will be held on Thursday, the 26th day of September, 2024 at 3.30 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following businesses as:

1. To receive, consider and adopt the audited financial statements including the consolidated financial statements of the Company for the financial year ended on 31st March, 2024 together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint Director in place of Mr. Devang Vyas (DIN: 00076459), who retires by rotation and being eligible offers himself for re-appointment.

Explanation: Based on the terms of appointment as per companies Act 2013, office of Executive, Non-Executive Director's & Non Independent Chairman are subject to retirement by rotation. Mr. Devang Vyas, who was appointed on May 15, 2014, whose office is liable to retire at the ensuing AGM, being eligible, seeks re-appointment. Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment as Non-Executive Director as was the case already.

Therefore, members are requested to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Devang Vyas (DIN:00076459), who retires by rotation, be and is hereby re-appointed as a Director liable to retire by rotation."

SPECIAL BUSINESS:

3. APPROVAL OF RELATED PARTY TRANSACTION:

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

"RESOLVED THAT authority is hereby delegated to the Board of Directors of the Company to enter into transactions, including those repetitive in nature and in the ordinary course of business at arm's length with related parties following provisions of Section 188 of the Companies Act, 2013 (the Act) read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, also those in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or re-enactment thereof for the time being in force) and in connection therewith, the Board may take such steps as may be necessary for and on behalf of the Company."

"FURTHER RESOLVED THAT unsecured loans upto a limit of Rs 100 Crores may be availed subject to the overall limit as approved by the members and interest may be provided on such loans as determined by the board of Directors from time to time subject to a ceiling of 8% p.a."

4. REVISION IN REMUNERATION OF WHOLE TIME DIRECTOR - MR. RAKTIM KUMAR DAS (DIN NO.: 05115126)

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

"RESOLVED THAT in modification of the earlier resolution passed by the Shareholders of the Company at the 29th Annual General Meeting (AGM) held on 29 September, 2021 and upon the recommendation of the Nomination and Remuneration Committee of the Board and in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 as amended, read with Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or reenactment thereof for the time being in force) the consent of the members of the Company be and is hereby accorded for revision in the remuneration payable to Mr. Raktim Kumar Das, Whole Time Director of the Company with effect from 30 June, 2024 for the remainder of the tenure of his office i.e. till 29 June, 2026 and the minimum remuneration payable to him in case of absence or inadequacy of profits in any year, with powers to the Board, which shall include any Committee thereof, to alter, amend, vary and modify the terms and conditions of the said appointment and remuneration payable to him from time to time as it deems fit in such manner as may be mutually agreed upon, on such terms and conditions as set below:

The appointment is effective from 30 June,2021 for a period of Five years i.e.up to 29 June, 2026.

As per the act, the terms and remuneration of Whole Time Director recommend by Nomination and Remuneration Committee and approved by the members, Mr. Raktim Kumar Das shall be entitled to receive the same remuneration as was drawn during his tenure as CFO. This is reproduced below for reference for the remaining period of his appointment.

This is reproduced below for reference

Rs. 65,000/- Basic Salary per month

In addition to salary, he was drawing following perquisites /allowances

- a) Provision of Housing Accommodation or House Rent Allowance in lieu thereof: 14,000 p.m.
- b) Reimbursement of Corporate wear: 5000/- P.M.
- c) Reimbursement of Medical Expenses: Rs 3,000/- p.m.
- d) Children Education allowance: Rs 3,000/- P.M.
- e) Special Location Allowance: Rs 15,000/-P.M
- f) Other Perquisites: 50,000/-P.M

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g) Provident Fund: 4800/- P.M.

h) Reimbursement of Conveyance Allowance: 15000/-

Gratuity: 15 days' salary for every completed year of service after completion of five years' continuous service. Earned Leave: leave to be encashed at the end of the tenure

Perquisites

a) Vehicle with Driver.

b) Health Insurance for you and Family.

c) Privileged Leave, Sick leave and Casual Leave as per standard company policy.

However from March 20 due to pandemic scenario his remuneration has been restricted to Rs 75000/- P.M. +Special Conveyance + P.F.+ perquisites in line with other top executives of the company. At present Mr Raktim has kindly agreed to continue with the same remuneration as above till the situation continues. Gratuity and Leave will continue

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company, as approved by the resolution passed at the General Meeting of the Company held on 29th September, 2021 shall remain unchanged.

Where in any financial year, during the currency of the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay the above remuneration as minimum remuneration. The above remuneration is in accordance with the ceiling provided under Schedule V of the Companies Act, 2013.

The terms & conditions of the said appointment may be altered and varied from time to time by the board as it may, in its discretion, deem fit within the maximum amount payable to Shri. Raktim Kumar Das in accordance with Schedule V of the Act or any amendments made hereafter in this regard.

None of the other directors are interested

5. Re-appointment of Ms. Beena Vasdev Advani (DIN 08534761) as an Independent Director of the Company

To consider and if thought fit, pass the following resolution as a Special Resolution.

“RESOLVED THAT on the recommendation of the Nomination and Remuneration Committee and with the approval of the Board of Directors of the Company in their respective meetings held on 5th February 2020 and pursuant to the provisions of Sections 149,150,152 and 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1a) and other and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI (LODR) Regulations, 2015”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for reappointment of Ms. Bina Vasdev Advani (DIN: 08534761) as a Non-Executive Independent Director of the Company whose current period of office will expire on 26th September, 2024 and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for reappointment for the second term under the provisions of the Companies Act, 2013, rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, hold office for a term of Five years from the date of this 32nd Annual General Meeting up till the conclusion of 37th Annual General Meeting of the Company to be held in the year 2029.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

6. Appointment of Mr Amarjyoti Bhagawati (DIN 10734956) as an Independent Director of the Company

To consider and if thought fit, pass the following resolution as Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, (the Act) read with Rules made there under (including any statutory modifications or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations), Mr Amarjyoti Bhagawati (DIN: 10734956), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and for whom the Company has received a notice in writing from a Shareholder proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for the first term of Five consecutive years commencing from the date of this 32nd Annual General Meeting up till the conclusion of 37th Annual General Meeting of the Company to be held in the year 2029.”

**By order of the Board of Directors
For Prag Bosimi Synthetics Limited**

Date: 13th August 2024

Place: MUMBAI

Madhu P. Dharewa
Company Secretary & Compliance Officer

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), in respect of businesses to be transacted at the Annual General Meeting (“AGM”), as set out under Item No. 2 and the relevant details of the Directors as mentioned under Item No(s). 2 to 6 above as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.
2. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed with the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and latest being 09/2023 dated September 25, 2023 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/ HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities Exchange Board of India (“SEBI Circular”) prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the 32nd Annual General Meeting (“AGM”) of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
3. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members to attend and cast vote on their behalf under Section 105 of the Act will not be available for the 37th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 32nd AGM through VC/OAVM Facility and e-Voting during the 32nd AGM.
4. Pursuant to Section 113 of the Act, Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to Purva Sharegistry (India) Private Limited, Registrar and Transfer Agent, by e-mail through its registered e-mail address to support@purvashare.com.
5. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or CDSL / NSDL (“Depositories”). Members may note that the Notice and Annual Report 2023-24 will also be available on the Company’s website www.tunitextiles.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tunitextiles.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
9. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, the information about the Directors proposed to be appointed/ re-appointed at the Annual General Meeting is given in the Annexure to the Notice.
10. The Registers of Members and Transfer Books of the Company in respect of the Equity Shares of the Company will remain closed from Thursday 19st September, 2024 to Thursday, the 26th September, 2024, both days inclusive.
11. As per the provisions of the Companies Act, 2013, the facility for making/varying/cancelling nominations is available to individuals holding shares in the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014. The Forms can be obtained from the Share Department of the Company or Share Transfer Agent or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in.
12. Members are requested to send all their documents and communications pertaining to shares to Linkintime India Private Limited, Share Transfer Agent of the Company at their address at C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083 (Maharashtra) Telephone No. 022 – 49186000, Fax No.022–49186060 for both physical and Demat segments of Equity Shares. For Shareholders queries – Telephone No. 022 - 4918 6270 Email ID – evoting@linkintime.co.in

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13. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Linkintime India Private Limited for their doing the needful.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Share Department of the Company / Share Transfer Agent
15. Details under Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and other requisite information as per clause 1.2.5 of Secretarial Standard – 2 on General Meetings in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
16. In compliance with the aforesaid MCA Circulars and SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Notice of the AGM along with the Annual Report for F.Y. 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the notice and the annual report 2023-24 will also be available on the Company's website www.pragbosimi.com, websites of the stock exchanges i.e. BSE at www.bseindia.com and on the website of NSDL www.evoting.nsdl.com.
17. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
18. To support the Green Initiative, Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code etc., to their DPs in case the shares are held by them in electronic form and to Linkintime in case the shares are held by them in physical form.
19. In case of joint holders, the Member whose names appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
20. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before 26th September 2024 through email on secretarial@bosimi.com. The same will be replied by the Company suitably.
21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
22. The meeting shall be deemed to be held at the Registered Office of the Company at House no. 19, Ambikagiri Nagar, Milan Path, R.G.Barua Road, Guwahati-781024, Assam.
23. Instructions for Attending the AGM and e-voting are as follows:

A. Voting through Electronic means-

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
- II. The members who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
- III. The remote e-voting period commences on Monday, the 23rd September, 2024 (9:00 am IST) and ends on Wednesday the 25th September, 2024 (5:00 pm IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, the 19th September 2024, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions by remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

IV. How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
	<p>2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p>
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="772 1130 1310 1447" style="text-align: center; border: 1px solid black; padding: 10px;"> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p>
	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p>

Type of shareholders	Login Method
	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 a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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 022 - 4886 7000 and 022 - 2499 7000
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 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholders will be able to attend the AGM through VC / OAVM through web link - <https://purvashare.invc.vc/broadcast/64d23b25bc715b8d95d4a50f> by entering their name and email-id for Company's AGM. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting between Sunday September 15th , 2024 to Wednesday, 18th September 2024 mentioning their name, demat account number/folio number, email id, mobile number at secretarial@bosimi.com
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. If you have any queries or issues regarding attending AGM through the link, you may contact Mr. Manish Shah on 9324659811 or write an email to support@purvashare.com
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL and / or Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 022 - 4886 7000 and 022 - 2499 7000.

C. INSTRUCTIONS FOR SHAREHOLDERS FOR-VOTING DURING THE AGM ARE AS UNDER:

1. Chairman shall explain the procedure of voting at the AGM.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through Remote E-Voting and are otherwise not barred from doing so, shall be eligible to vote during the AGM.
3. Shareholders who have voted through Remote E-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

D. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

Members who would like to express their views/ask questions as a speaker at the meeting may preregister themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at secretarial@bosimi.com from Sunday September 15th, 2024 to Wednesday, 18th September 2024. Only those members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and their time depending on the availability of time for the AGM.

Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address secretarial@bosimi.com before 3.00 p.m. (IST) on or before Wednesday, September 18th, 2024. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csamitmundra@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take the utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries relating to e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting@nsdl.com or call on contact

no. : 91 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in In case of any grievances connected with the facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, "A" Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 Email: evoting@nsdl.co.in/pallavid@nsdl.co.in. Tel: 91 022 - 4886 7000 and 022 - 2499 7000 V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

4. The voting rights of members shall be in proportion to their share of the paid-up Equity share capital of the Company as on the cut-off date of Thursday, 19th September, 2024.
5. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, 30th August, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or evoting@sharexindia.com, However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
6. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
7. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through VC/ OAVM.
8. Shri Amit Mundra, Practicing Company Secretary (Membership No. FCS 7933) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
9. The Scrutinizer shall after the conclusion of the voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
10. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.pragbosimi.com and on the website of NSDL immediately after the declaration of the result, by the Chairman of the meeting or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges viz. BSE Limited.

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3.

Your Company on routine basis enters into transactions including contracts and/or arrangements, repetitive in nature and in the ordinary course of business at arm's length basis with related parties from time to time with regard to availing or rendering of services, granting loans / making investments etc. Based on the transactions hitherto undertaken with related parties in India and its subsidiaries, transactions to be undertaken for FY 2023-2024. The Board also negotiated the continuance of the other block of loans at an interest rate of 4% for the Private Promoters loan and 6 % for the market loans arranged by the Private Promoters

Subject to the limits approved by the members in earlier annual general meetings of the company, the company has from time to time availed unsecured loans from various parties including private promoters, Directors and their associates. The board of Directors have at present agreed to pay interest at the rate of 4% for the Private Promoters loan as follows.

Particulars	Amt in Rs	Terms
Loans from Private Promoter	30.97 Crs.	At an interest rate of 4%.*

* However no interest has been charged/paid till F.Y. 2023-2024.

Your Directors recommend passing of Special Resolution.

Mr. Devang Vyas Non-Executive Director of the Company and their relatives and their associates are concerned or interested, financially or otherwise in proposed resolution to the extent it is applicable.

Item No. 4.

The Company at its 29th Annual General Meeting held in the year 2021 appointed Mr. Raktim Kumar Das (DIN: 05115126) as the Whole Time Director of the Company for a period of 5 years effective June 30, 2021 to June 31, 2025. Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr. Raktim Kumar Das was approved for a period of Three Years w.e.f. June 30, 2021 to June 29, 2024. The approval of the Members pursuant to Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 as amended from time to time is now sought for the remuneration payable as detailed in the resolution to Mr. Raktim Kumar Das as the Executive Director of the Company for the period June 30, 2024 to June 29, 2026.

Prag Bosimi Synthetics Limited

In accordance with Schedule V and other applicable provisions of the Companies Act, 2013, on the recommendation made by the Nomination and Remuneration Committee at its meeting held on May 28, 2024, the Board of Directors of the Company at its meeting held on even date have (subject to such other approvals as may be necessary), approved the payment of remuneration as detailed in the resolution, also as a minimum remuneration to Mr. Raktim Kumar Das in the absence of inadequacy of profits in any financial year during his remaining tenure i.e. upto June 29, 2026.

The resolution seeks the approval of the members in terms of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for remuneration to be paid to Mr. Raktim Kumar Das as the Whole Time Director of the Company for the remainder period of 2 (Two) years with effect from 01 July, 2024. Accordingly, the Board recommends the resolution as set out in Item No. 04 above for approval of the members of the Company as a special resolution.

- i. Directors: None of the Directors of the Company is concerned or interested in the proposed resolution except to the extent of their shareholdings;
- ii. Every other Key Managerial Personnel: NIL;

Item No. 5.

As you are aware, the Members of the Company at its 27th Annual General Meeting (AGM) held on 26th September, 2019, appointed Ms Bina Advani as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for a period of five (5) consecutive years ("first term" in line with the explanation to Sections 149 (10) and 149 (11) of The Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of Report of performance evaluation of Independent Directors, has recommended to the Board, reappointment of Ms Bina Advani as Independent Directors for a Second Term and of Five (5) consecutive years, on the Board of the Company.

The Company has received notices in writing from members as per Section 160 of the Act proposing the candidature of Ms Bina Advani for the office and of Independent Directors of the Company.

As the above named Independent Director shall be completing their first term of appointment, he is eligible for re-appointment for another term of five consecutive years' subject to approval of the Members by Special Resolution. Above named Independent Director has consented to his re-appointment and confirmed that he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act. The Company has also received the declaration from the said Director stating that he meets all the criteria of Independence, as prescribed under Section 149(6) of the Act and under Regulation 16 (b) of SEBI (LODR) Regulations, 2015 and he is not being debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad.

The appointment of Ms Bina Advani shall be effective upon approval by the members in the Meeting.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos.4 are provided in the "Annexure A" to this Notice pursuant to the provisions of (i) the SEBI (LODR) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

A copy of the draft letter for re-appointment of the Independent Director setting out the terms and conditions of their reappointment is available for inspection by the Members at the Registered Office of the Company between 11 A.M. to 1 P.M. on all days except Saturdays, Sundays and Public Holidays, till the conclusion of the ensuing General Meeting.

Above named Director has not completed the age of 75 years and hence compliance with Regulation 17(1A) of SEBI (LODR) (Amendment) Regulations, 2018 does not apply to this appointment.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions, as set out at Item No. 4 of the Notice.

Your directors recommend passing of this Special Resolutions in the interest of the Company.

Item No. 6.

Appointment of Mr Amarjyoti Bhagawati was proposed in the Board meeting held on 13th August 2024. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members for its regularization. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have proposed that Mr Amarjyoti Bhagawati be appointed and regularized for a term of Five years.

The appointment of Mr Amarjyoti Bhagawati shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr Amarjyoti Bhagawati for the office of Director of the Company.

Mr Amarjyoti Bhagawati is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr Amarjyoti Bhagawati that he meets the criteria of

independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. In the opinion of the Board, Mr Amarjyoti Bhagawati fulfills the conditions for his appointment as an Independent Director as specified in the Act and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Mr Amarjyoti Bhagawati is independent of the management General management professional with over 36 years' progressive experience in strategic planning, improving operational efficiency, team building and project Mgmt for Assam Power Distribution Company Limited. Have experience to turn ideas into logical strategies, and implement systems that optimize productivity and customer satisfaction with efficient and economic cost estimation.

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by ICSI, information about the Directors proposed to be appointed /re-appointed is furnished below:

Name of the Director	Shri Devang H. Vyas	Ms. Bina Advani	Mr Amarjyoti Bhagawati
Din No.	00076459	08534761	10734956
Date of Birth	12 th May, 1969	05 th May 1961	09 th June, 1956
Date of appointment	15 th May, 2014	14 th August 2019	26 th September 2024
Qualification	B. Chem Engineer, MIE, M.B.A. (Stanford University, U.S.A)	Graduation	Bachelor of Engineering in Mechanical faculty from Assam Engineering College
Expertise in specific functional area	Management, Administration and Finance in Yarn industry, financial industry, management consultancy, project management and sourcing.	Business	General management professional with over 36 years' progressive experience in strategic planning, improving operational efficiency, team building and project Mgmt for Assam Power Distribution Company Limited. Have experience to turn ideas into logical strategies, and implement systems that optimize productivity and customer satisfaction with efficient and economic cost estimation.
List of Outside Directorships held	1	0	0
Chairman or members of the Committee of the Board of Directors of other Companies*	Nil	0	0
Number of shares in the Company	1,13,860	0	0
Details of Remuneration	Nil (Only sitting fees for attending Board/ Committee meetings)	Nil (Only sitting fees for attending Board/ Committee meetings)	Nil (Only sitting fees for attending Board/ Committee meetings)
Inter se Relationship with other Directors & KMP	No personal relationship with any Director	No personal relationship with any Director	No personal relationship with any Director
Number of Meetings of the Board attended during the year	4	4	0
Remuneration, Terms and conditions of Appointment / Reappointment	As detailed in Resolution no. 2	As detailed in Resolution no. 5	As detailed in Resolution no. 6

***Note:** Excludes Chairmanship/Directorship in Private Limited Companies, Foreign Companies, Companies under Section 8 of the Companies Act, 2013 and excludes Committees formed by such Companies.

**By order of the Board of Directors
For Prag Bosimi Synthetics Limited**

Date: 13th August 2024
Place: MUMBAI

Madhu P. Dharewa
Company Secretary & Compliance Officer

Prag Bosimi Synthetics Limited

PRAG BOSIMI SYNTHETICS LIMITED

CIN: L17124AS1987PLC002758

Corp Office: R-79/83, Laxmi Insurance Building, Sir P.M. Road Fort, Mumbai - 400001,

Tel: +022 22660301 • Email: secretarial@bosimi.com • website: www.pragbosimi.com

Dear Member,

Sub: Updation of KYC Details in the Master Data

In order to ensure that all communications and monetary benefits are received promptly by all Shareholders holding shares in physical form, the Company, through periodic communiques, advises such shareholders to notify to the Company, any change in their address/bank details/email Id etc. under the signatures of sole/first named joint holder along with relevant supporting documents.

SEBI vide its Circular dated 20th April, 2018 had also greatly emphasized on collection of the Bank Account details and the PAN details of the shareholders in order to enable Companies/ RTA or aise standards and provide improved services to the Shareholders.

In this background, we are attaching herewith a KYC Form for all the shareholders holding shares in physical form to get all their details updated in the Master Data.

Kindly note that this Form is only for the purpose of master data Updation of Shareholders holding Shares in Physical form.

In case of Dematerialised Shareholding, the Company takes note of the details furnished only by the Depositories, whenever such information is available. You are therefore requested to provide such information only to your Depository Participant (DP), in case the shares are held in demat form.

We recommend and request you to make your details updated in the master data and submit the attached KYC Form to the Company at its Corporate Office at R-79/83, Laxmi Insurance Building, Sir P.M. Road, Fort, Mumbai – 400 001.

Assuring you of our best services;

Thanking you.

Yours Faithfully,

For **Prag Bosimi Synthetics Limited**

Madhu Dharewa

Company Secretary & Compliance Officer

Encl.: KYC Form

FOR INFORMATION OF THE SHAREHOLDERS

Process for registration of emailed for obtaining Annual Report and user ID/password for e-voting and updation of account mandate for receipt of dividend:

Physical Holding	<p>Send are quest to the Registrar and Transfer Agents of the Company, Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in providing Folio No., Name of a 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) for registering email address.</p> <ul style="list-style-type: none">• Following additional details need to be provided in case of updating Bank Account Details:• Name and Branch Address of the Bank• Bank Account Number and Type• 9 digit MICR Code Number; and• 11 digit IFSC Code• A scanned copy of the cancelled cheque bearing the name of the first shareholder.
Demat Holding	<p>Please contact your Depository Participant (DP) and register your email address and bank account details in your Demat account, as per the process advised by your DP.</p>

DIRECTORS' REPORT

To,
The Members,
Prag Bosimi Synthetics Limited (PBSL).

Your Directors have pleasure in presenting the 32nd Annual Report together with audited accounts of the Company for the 12 months' period ended on 31st March, 2024.

1) SUMMARISED FINANCIAL RESULTS:

The financial results of your Company for the period under review are summarized below:

(₹ in Lakhs)

Particulars	12 month ended 31st March, 2024
Gross Turnover	5.89
Profit / (Loss) before Depreciation, Interest and Taxation	(154.87)
(Add)/ Less: Interest	562.31
(Add)/ Less: Depreciation(Add)/Less: Tax paid	440.1500.00
Profit / (Loss) for the year	(1157.33)
Add/ (Less) Loss brought forward from the previous period	(30069.43)
Total Loss carried forward to next period/year	(31226.76)

2) COMPANY ACTIVITIES:

As reported in our last year's annual report that company's operation had to stop due to Covid 19 and with the culmination of other factors had continued to remain so. During the current year the company tried to further consolidate its position after successful settlement of the labour issue with the help of AIDC and Govt of Assam by way of a Golden handshake Scheme accepted by the labour union in a high level meeting chaired by Honorable Minister (Industry and Commerce), Govt of Assam, in presence of Honorable MLA Sipajhar assembly constituency, Managing Director AIDC amongst others. The company further took steps to settle all its pending legal issues. The company had voluntarily written to APDCL for disconnection of power during Covid period shut down as company was not in the position to foot the bill for fixed charges due to suspension of operations resulting from National Lockdown. However, APDCL at that time did not disconnect power but later permanently disconnected power without hearing or settlement of our long pending claims outstanding with APDCL. Accordingly, the company is continuously in communication with Assam Power Distribution Company Limited (APDCL) for re-connection of power. The company has started minor maintenance so that on reconnection of power the factory may be restarted in a phased manner. In the meantime, the Company is also exploring the possibility of setting up of a Bio-Disel unit which will ultimately take care of the power needs of the entire unit. The surplus generated may be transferred to the grid/used in Subsidiaries and Associate Companies.

The company perused with the debtors and have managed to recover a substantial amount. Accordingly, the company has negotiated with its creditors and could settle few of the long pending creditors and avoided additional legal hassles. The company has also been following up for its capital subsidy due to it. The process of selling (Second phase) various scrap materials, machinery's, damage and obsolete spares etc by way of public tender with due approval of the board has started.

3) DIVIDEND:

Due to losses, your Directors have not recommended any dividend for the current period in respect of any Shares capital

4) TRANSFER TO RESERVES:

In view of loss incurred during the period under review, the Board of Directors has not recommended transfer of any amount to reserves.

5) SHARE CAPITAL:

The Authorised Share Capital of the Company is ₹ 250/- Crs (Rupees Two Hundred and Fifty Crores only).The authorized share capital is divided into ₹ 150 Crores of Equity share Capital and ₹ 100 Crores of Preference shares Capital. The paid up Share Capital of the Company as at March 31, 2024 stood at ₹ 90.153 Crores divided into 7,43,82,960 Equity Shares of ₹ 10/- each, and 15,77,000. Non-Redeemable Preference shares of ₹ 100/- each. During the year under review, the Company has not issued any kind of share capital. As on 31st March, 2024, Mr. Devang Vyas is holding 5,14,000 Redeemable Preference Shares of the Company.

Prag Bosimi Synthetics Limited

As on March 31, 2024, none of the Directors and/or Key Managerial Person of the Company holds instruments convertible into Equity Shares of the Company.

6) PUBLIC DEPOSITS:

The Company has not accepted any Public Deposits during the period under review.

7) DEBENTURES:

The Unsecured Optionally Cumulative Convertible Debentures (OCCD) issued by the Company stands at its original issue value of Rupees Fifty four Crores as on March 31, 2024. The said NCDs -OCCD were issued on a private placement basis in October 2017 for a period of twenty years. The payment of interest was effective from 1st April 2019. However, Company is pursuing with holders of such NCD -OCCD to waive off interest in view of the Covid-19 situation.

8) CHANGE IN NATURE OF BUSINESS, IF ANY.

There was no changes in the nature of business of Company in the financial year 2023-24.

9) FINANCE AND ACCOUNTS

Your Company prepares its financial statements in compliance with the requirements of the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. The financial statements have been prepared on the new accounting Principle i.e IND AS. The estimates and judgments relating to the financial statements are made on a prudent and going concern basis, so as to reflect true and fair view, the form and substance of transactions and reasonably present the Company's state of affairs, profits/(loss) and cash flows for the year ended 31st March 2024.

The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters through strict checks and controls on continuous monitoring basis.

There is no audit qualification in the financial statements by the statutory auditors for the year under review.

10) EXTRACT OF ANNUAL RETURN:

Pursuant to the provisions of Section 134(3) (a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the Annual Return of the Company for the Financial Year ended 31 March, 2024 in Form MGT-7 is uploaded on the website of the Company and can be accessed at http://pragbosimi.com/admin_pbsl/uploads/products/image/phpYomgQl.pdf

11) a) LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:

Details of Loans, Guarantees and Investments, if any, covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes point no. 4.1 to the Financial Statements

b) DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF LOANS AND ADVANCES IN THE NATURE OF LOANS TO COMPANIES FIRMS IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT:

Listed entity and its subsidiaries have not provided any loans and advances in the nature of loans to companies', firms in which Directors are interested.

12) SUBSIDIARIES & ASSOCIATES:

The Company has 2 subsidiary companies and One Associate Company. Pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiaries/ Associate Companies are given as **Annexure I** in Form AOC-1 which forms an integral part of this Report

As reported in the last annual report the implementation of textile park project by our Associate Company, Prag Jyoti Textile Park Private Limited is progressing and as on 30.06.2024 it is about 80% complete. Given below is the latest status of the project.

Total project cost as approved by PAC	₹ 54.31 Crores
Eligible cost approved	₹ 47.25 Crores
Funds employed as on 30.06.2024	
Ministry of Textile –	₹ 20.00 Crores (50% of total grant)
SPV Contribution (Eligible project cost) –	₹ 6.07 Crores (83.72 % of SPV contribution)
SPV Contribution (Balance Project Cost) -	₹ 5.84 Crores

The park is under construction and the promoters have already employed more than their proportionate share of funds as per SITP Scheme. As per CE Certificate overall more than of 80% of the park is completed as on 31st May 2024. The SPV have applied for the 4th Grant instalment in Sept 2022 itself and is still waiting for release of the same. The SPV continued with the work and accumulated an outstanding of ₹ 3.60/- Cr due to which the work at site has been demobilized by the contractor's inspite of all efforts of the SPV. The cumulative delay in release of funds by MOT, GOI is 76 months as on 30.06.2024, out of which 21 months delay is suffered due to awaiting release in the fourth grant.

Our subsidiaries Companies Viz., Prag Bosimi Texurising Private Limited and Prag Bosimi Packaging Private Limited are not operational at present.

13) CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

All Related Party Transactions are first placed before the Audit Committee for its prior / omnibus approval which are of a foreseen and repetitive nature and thereafter referred to the Board. The transactions entered into with the related parties are at arm's length and in the ordinary course of business and are in accordance with the provisions of the Companies Act, 2013 read with rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There was no material related party transactions entered into by the Company during the financial year which attracted the provisions of Section 188 of the Companies Act, 2013. The requisite disclosure, if any in Form AOC – 2 is furnished in **Annexure – II**. All related party transactions are mentioned in the Notes to the Financial Statements.

None of the transactions with any of related parties were in conflict with the Company's interest. The policy on Related Party and Material Related Party is put up on the website of the Company viz. www.pragbosimi.com

14) MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis on the operations of the Company as prescribed under Part B of Schedule V read with regulation 34(3) of the Listing Regulations, 2015 is provided in a separate section and forms part of the Directors' Report. It gives a reflection of the current state of business. It also deals with opportunities, challenges and the outlook of the Company.

15) DIRECTORS AND KEY MANAGERIAL PERSONS (KMP):

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Devang Vyas (DIN 00096459) retires by rotation as Non-Executive Director at the ensuing Annual General Meeting and being eligible, offers herself for the re-appointment. The Board recommends his re-appointment. Brief profile of Mr. Devang Vyas has been given in the Notice convening the Annual General Meeting.

The Company in the year 2020 had appointed Ms Bina Advani as Independent Directors of the Company for a term of and Five years i.e upto 26th September, 2024 at its 27th AGM. The Company has now, on the recommendation of the NRC and subject to the approval of the members at the ensuing Annual General Meeting proposed re-appointment of Ms Bina Advani as Independent Directors on the Board of Directors of the Company in accordance with Section 149(4) of the Act, with effect from 26th September, 2024 to hold office for a 2nd term of 5 (Five) consecutive years upto 25th September, 2029.

16) BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Board has carried out an annual performance evaluation of its own performance, of the Directors individually, as well as the evaluation of the working of its Audit, Nomination & Remuneration and other Committees of the Board.

At the meeting of the Board, all the relevant factors that are material for evaluating the performance of individual Directors, the Board and its various Committees, were discussed in detail. A structured questionnaire each in line with circular issued by SEBI, for evaluation of the Board, its various Committees and individual Directors, was prepared and recommended to the Board by the Nomination & Remuneration Committee, for doing the required evaluation, after taking into consideration the inputs received from the Directors, covering various aspects of the Board's functioning, such as adequacy of the composition of the Board and its Committees, execution and performance of specific duties, obligations and governance, etc.

A separate exercise was carried out to evaluate the performance of individual Directors, including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority Shareholders, etc. The performance evaluation of the independent Directors was carried out by the entire Board excluding the Director being evaluated. The performance evaluation of the Chairman and non-independent Directors was also carried out by the Independent Directors at their separate meeting. The Directors expressed their satisfaction with the evaluation process.

17) BOARD MEETINGS:

The details of the Board Meetings and other Committee Meetings held during the financial year 2023-24 are given in the separate section of Corporate Governance Report.

18) BOARD COMMITTEES

All Committees of the Board of Directors are constituted in line with the provisions of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

19) DECLARATIONS BY INDEPENDENT DIRECTORS:

The Company has received declarations from all the Independent Directors under Section 149(6) of the Companies Act, 2013 confirming their independence vis- à-vis the Company.

20) MATERIAL CHANGES AND COMMITMENTS

In-continuation to our earlier annual report power has still not been reconnected. Negotiations are currently on for reconnection of Power. Management is currently planning the restarting strategy and trying to arrange the working capital for the same. Eligible capital subsidy due to us is also being perused which may be used as working capital margin.

21) DIRECTORS' RESPONSIBILITY STATEMENT:

Directors of your Company confirm that:

- in the preparation of the accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2024 and of the loss of the Company for that period;
- proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the accounts of the Company have been prepared on a going concern basis;
- internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

22) RISK MANAGEMENT POLICY:

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/ strategic business plans and in periodic management reviews.

However, provision of Regulation 21 of Listing Regulations for constitution of Risk Management Committee is not applicable to the Company.

23) VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:

The Company has put in place a Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The detail of the policy is available on the Company's website www.pragbosimi.com.

No complaint was received by the Company during the year ended 31st March, 2024.

24) DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:

As per the earlier disclosure the Company had filed a petition in NCLAT, New Delhi against the order of 29th June 2022. The matter was admitted in NCLAT and in this matter received final order dated May 16, 2024 ("Order"), accepting our petition for setting aside NCLT order CA (AT) No. 115 & 116 of 2022 and dismissing 3A Capital Private Limited appeal no. 133 of 2022 was hereby dismissed though without any order as to costs.

The earlier order passed by the National Company Law Tribunal, Guwahati Bench, Guwahati, in the matter of 3A Capital Private Limited whereby the Company was directed to pay sum of Rs 5,79, 97, 128/- along with a penalty of Rs 5,00,000 to MCA within 45 days from the order, now set aside by the NCLAT. 3A Capital has filed an appeal in Supreme Court.

The company would also like to inform that a case was filed by the 4 Ex-employees for wrongful termination and prayed for back wages and compensation thereof. The matter was admitted in the labour court and after hearing both the sides the case was dismissed by the honorable labour court as per order dated 19th June 2023. The matter is been appealed in Guwahati High Court the 4 Ex - Employees.

25) CORPORATE GOVERNANCE:

Your Company affirms its commitment to Corporate Governance and is fully compliant with the conditions of Corporate Governance stipulated in Regulation 27(2) of the Listing Agreement with Stock Exchanges. A separate section on compliance of Corporate Governance and a Certificate from the Auditor's firm and Practicing Company Secretary dated 18th May 2024 and _____ in this regard are annexed hereto and forms a part of the Report.

26) DISCLOSURE OF INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the period under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

27) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in **Annexure III** which forms part of this Report.

28) DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013 READ WITH RULES:

The Company has always provided a congenial atmosphere for work that is free from discrimination and harassment, including sexual harassment. It has provided equal opportunities of employment to all without regard to their caste, religion, colour, marital status and sex.

The Company has in place Policy on Prevention, Prohibition and Redressal of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has constituted an Internal Complaints Committee for redressal of grievances regarding sexual harassment received by the Committee. All employees are covered under this Policy. During the year under review, the Company has not received any complaints of sexual harassment. The Company has complied with all the applicable provisions of the said Act.

29) ANNUAL EVALUATION OF DIRECTORS, COMMITTEE AND BOARD:

Attendance at the meetings, Participation and contribution, Responsibility towards stakeholders, Contribution in Strategic Planning, Compliance and Governance, Participation, Performance Evaluation and Updation of Knowledge are the criteria for Performance Evaluation of Directors, Committee and Board.

30) PARTICULARS OF EMPLOYEES & DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

None of the employees of the Company is in receipt of remuneration exceeding the limit prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosure pursuant to Section 197(12) of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **ANNEXURE IV** to this report.

31) STATUTORY AUDITORS

M/s Rama K. Gupta & Co., Chartered Accountants, Guwahati are Auditors of the Company

The observations made by the Statutory Auditors in their report for the financial period ended 31st March 2024 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

32) SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. ANM and Associates, Practicing Company Secretary had been appointed to undertake the Secretarial Audit of the Company for the year 2024-25.

Prag Bosimi Synthetics Limited

Secretarial Audit Report issued by Mr. Amit Mundra, Company Secretary in Form MR-3 for the financial year 2023-24 forms part to this report annexed as **ANNEXURE V**. The said report does not contain any observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

33) INTERNAL AUDITOR:

During the year under review M/s. Bharat Shroff & Co. Chartered Accountants has acted as Internal Auditors of the Company. Audit observations of M/s Bharat Shroff & Co. Chartered Accountants and corrective actions thereon are periodically presented to the Audit Committee of the Board. The Board of Directors on the recommendation of the Audit Committee re-appointed M/s Bharat Shroff & Co. Chartered Accountants to carry out the Internal Audit of the Company for the Financial Year 2024-25

34) INTERNAL CONTROL SYSTEMS:

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place has been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

35) CORPORATE SUSTAINABILITY AND SOCIAL RESPONSIBILITY:

The provision of the Section 135 and Schedule VII of the Companies Act, 2013 as well as the provisions of the Companies (Corporate Social Responsibility Policy) Rules, 2014 effective from April 1, 2014 relating to CSR Initiatives are not applicable to the Company.

36) GREEN INITIATIVES

In line with the 'Green initiative', the Company has affected electronic delivery of the Annual Report 2023-24, are sent to all members whose email addresses are registered with the Company/ Depository Participant(s). For members who have not registered their email addresses, please register the same with the RTA. It can also be assessed at

http://pragbosimi.com/admin_pbsl/uploads/products/image/php7qlX4u.pdf

37) REPORTING OF FRAUDS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

38) INDUSTRIAL RELATIONS/ HUMAN RESOURCES:

Your Company maintained healthy, cordial and harmonious industrial relations at all levels during the period under review. Your Company firmly believes that a dedicated workforce constitutes the primary source of sustainable competitive advantage. Accordingly, human resource development continues to receive focused attention. Your Directors wish to place on record their appreciation for the dedicated and commendable services rendered by the staff and workforce of your Company.

39) NON-COMPLIANCE

There is no non-compliance of any of the requirements of corporate governance report as required under the Listing Regulations

40) CEO/CFO CERTIFICATION

As required under Regulation 17(8) of Listing Regulations, the Whole Time Director and CFO have certified to the Board about compliance by the Company with the requirements of the said sub regulation for the financial year ended 31st March, 2024.

41) COMPLIANCE CERTIFICATE

Compliance Certificate for Corporate Governance from Auditors of the Company is given as Annexure – 'B' to this report.

42) CAUTIONARY STATEMENT

Statements in this Directors' Report and Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include raw material availability and its prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, Tax regimes, economic developments within India and the countries in which the Company conducts business and other ancillary factor.

43) APPRECIATION:

Your Directors take this opportunity to offer their sincere thanks to the Government of India, State Government of Assam, AIDC, Investors, and Bankers for their continued support and co-operation, have helped in your Company's progress. Also Your Directors wish to place on record their appreciation, and for the contribution made by the employees at all levels whose hard work, and support, without which Company's achievements would not have been possible. Your Directors also wish to thank its customers, dealers, agents, suppliers, for their continued support and faith reposed in the Company.

By order of the Board of Directors

Date: 13th August, 2024
Place: MUMBAI

Raktim Kumar Das
Whole Time Director
Din no.: 05115126

Bina Vasdev Advani
Independent Director
Din No. 08534761

MANAGEMENT DISCUSSION AND ANALYSIS

DISCLAIMER STATEMENT

Certain statements in this report on Management Discussion and Analysis may be forward looking statements and have been issued in terms of the applicable laws and regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however differ materially from those expressed in the statements or implied due to the influence of external and internal factors, which are beyond the control of the Company. The Company assumes no responsibility in respect of forward-looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.

INDUSTRY OUTLOOK

The domestic demand for Polyester Filament Yarn (PFY) for apparel and non-apparel sector is improving due to healthy growth in GDP and newer application of polyester. This is a prime material for man-made textiles. The raw material for polyester yarn is PTA/MEG which falls under petrochemical industry. Overall, FY 23-24 is expected to be a tough year for the textile industry. Even some Govt owned mills under NTC are still suffering adverse effects of the pandemic. In the era of ever increasing prices of Oil & Petroleum Product Prices and Now, major focus will be on cost cutting measures, improving productivity, reduction in wastage and efforts on taking quality to next level and deriving efficiency to make products further cost competitive. However, since our factory is not in operation, although we are not in the position to take the benefit of the industrial growth, but we shall restart with major cost cutting measures for sustaining in future.

OPPORTUNITIES

The perceptible shift to manmade fibers in the international textile market is already having a similar effect in the Indian textile markets. With the right government policies for encouraging higher consumption of fabrics made from manmade fibers present an opportunity to our company in the years to come. Besides with the prioritization of the look east policy, above factory is strategically placed in the north eastern part of the country which will present us with export opportunities. The company is also trying to use its expertise in trading activities and in the service of securing export and import business.

RISKS AND CONCERNS

Overall negative impact was faced across the industry due to the COVID 19 pandemic. A shift towards online business is expected to happen due to the fear & the restrictions to maintain the social distancing. Also, there could be short time recessionary pressure due to job losses and money crunch in the market and it will take some time before we could see healthy demand coming back in the Textile industry.

HEALTH, SAFETY AND SECURITY ENVIRONMENT

Our Company has always been adopting all possible safety measures concerning the health and safety of the Workers and staffs at all levels. This has improved the morale among the workers and staffs and also the working environment at large. Further, to prevent the spread of pandemic Covid 19, the Company has taken all precautionary measures required, such as social distancing, use of masks and sanitizers etc., at all its plant as well as at office locations. Your Company is in full compliance of all Government directives issued in this behalf. The Company has always considered safety as one of its key focus areas and strives to make continuous improvement on this front.

HUMAN RESOURCES/INDUSTRIAL RELATIONS

Although there were some labour issues. However, all issues have been amicably settled by way of the Golden handshake scheme accepted by the employee's union after signing a joint minutes of meeting in the official conference hall of Minister (Industries and Commerce), Govt of Assam duly signed by Honorable Minister(INC), G.O.A, Honorable MLA Sipajhar (LAC), MD AIDC, Director PBSL, Union Executives of EBEU, amongst others. All dues payable to the employees under the scheme has been paid against money receipt and the employees has been duly realized from the services.

CHALLENGES

PTA /MEG /POY are the principal's Raw materials for our product whose prices are linked with international market of Oil & Petroleum Product Prices which is of late ever increasing. Besides, apart from normal fluctuation, currency fluctuation may also affect the prices. Covid 19 and its after effects is another challenge being faced by the company. The Russia Ukraine conflict is another major challenge on the market. It may be noted that raw materials PTA and MEG are derivative of the petroleum product and has to compete with cotton and other natural textiles and it may not be possible for the industry to pass on the entire cost to the consumer, which may result lower margin/losses for the industry.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The company has been in operation since Covid 19 lock down and has been incurring losses. The provision of the Companies Act, 2013 relating to CSR Initiatives are not applicable to the Company.

COMPLIANCE

The Compliance department of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department headed by the Company Secretary and Compliance officer of the Company has continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

The Company has complied with all requirements of regulatory authorities. No major penalties/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

ANNEXURE I TO THE DIRECTORS' REPORT

Form AOC – 1

Part A: Subsidiaries

{Pursuant to first proviso to Sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules 2014}

Statement containing salient features of the financial statement of subsidiaries

1. Name of subsidiaries which are yet to commence operations:	1. Prag Bosimi Texurising Private Limited 2. Prag Bosimi Packaging Private Limited
Name of subsidiaries which have been liquidated or sold during period:	NIL

ANNEXURE II TO THE DIRECTORS' REPORT

Form No. AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

- 1) **Details of contracts or arrangements or transactions not at arm's length basis:** There are no transactions or arrangements or contracts with Related Parties which were not at arm's length basis during the period under review.
- 2) **Details of material contracts or arrangement or transactions at arm's length basis**

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any [₹]	Date(s) of approval by the Board	Amount paid as advances, if any:
Devang Vyas	Loan Received (Net)	On Going	31,79,61,614	17.05.2022	-
Devila Vyas	Loan Received (Net)	On Going	50,00,000	11.08.2021	-
Prag Jyoti Textile Park Private Limited	Loans/ Advances Given	On Going	6,31,58,343	25.01.2022	

Annexure III

ANNEXURE TO THE DIRECTORS' REPORT

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS/ OUT GO:

(A) POWER AND FUEL CONSUMPTION

Particulars	CURRENT PERIOD (2023-2024)	PREVIOUS PERIOD (2022-2023)
1. Electricity:		
Purchased:		
(a) No of Units	Nil	Nil
(b) Total Amount (₹)	Nil	Nil
(c) Rate/Unit (₹)	Nil	Nil
Own Generation:	Nil	Nil
Through Diesel generators	Nil	Nil
(a) No. Of Units:	Nil	Nil
(b) Unit per litre of Diesel	Nil	Nil
(c) Cost/Unit (₹)	Nil	Nil
Through steam turbine generation	Nil	Nil
No. of Units:	Nil	Nil
Unit per litre of Fuel oil/Gas	Nil	Nil
Cost/Unit	Nil	Nil
2. Coal:		
Quantity in tons	Nil	Nil
Total cost	Nil	Nil
Average Rate per ton	Nil	Nil
3. Furnace Oil:		
Quantity (KL)	Nil	Nil
Total Amount (₹)	Nil	Nil
Average Rate (₹)	Nil	Nil
4. Steam:		
Quantity in Tons:	Nil	Nil
Total Cost: (₹)	Nil	Nil
Rate per Ton (₹)	Nil	Nil
Consumption per unit of production	Nil	Nil
Electricity per K.G. Yarn in No of Units	Nil	Nil
Steam in K. G. per K. G. of Yarn	Nil	Nil
B. FOREIGN EXCHANGE EARNINGS/OUTGO:		
Foreign Exchange Earnings (₹)	Nil	Nil
Foreign Exchange Outgo	Nil	Nil
Capital Goods	Nil	Nil
Stores, spares and consumable	Nil	Nil
Others (₹)	Nil	Nil

By order of the Board of Directors

Date: 13th August, 2024
Place: MUMBAIRaktim Kumar Das
Whole Time Director
Din no.: 05115126Bina Vasdev Advani
Independent Director
Din No.: 08534761

ANNEXURE IV

- i. Disclosure for Ratio of Remuneration of Each Director to the Median Employee's Remuneration and Other Details as Per Rule 5 of The Companies (Appointment & Remuneration) Rules,2014:
- | | |
|--|--------------|
| Median Remuneration | : ₹ 3,64,200 |
| Shri Raktim Kumar Das (Whole Time Director) Remuneration | : ₹ 6,60,000 |
| Ratio | : 1.81:1 |
- ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial period: None
- iii. The percentage increase in the median remuneration of employees in the financial period: Nil
- iv. The number of permanent employees on the rolls of the Company :10
- v. Explanation on the relationship between average increase in remuneration and the Company's performance: Not Applicable as per Notification dated 30th June, 2016
- vi. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company: Not Applicable as per Notification dated 30th June, 2016
- vii. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial period and previous financial period and percentage increase over / decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial period and previous financial period: Not Applicable as per Notification dated 30th June, 2016
- viii. 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: Not applicable
- ix. Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company: Not Applicable as per Notification dated 30th June, 2016
- x. The key parameters for variable component of remuneration availed by the directors are as follows: Not Applicable as per Notification dated 30th June, 2016
- xi. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the period: Not Applicable as per Notification dated 30th June, 2016
- xii. It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Annexure – V**FORM NO. MR.3****SECRETARIAL AUDIT REPORT****For The Financial Year Ended 31st March, 2024****[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

Authorised Capital: Rs. 2,500,000,000

CIN: L17124AS1987PLC002758

To,
The Members,
M/s PRAG BOSIMI SYNTHETICS LTD.
House No.19, Ambikagiri Nagar, Milan Path,
R.G.Barua Road, Guwahati,
Assam - 781 024.

I have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by PRAG BOSIMI SYNTHETICS LTD. (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year starting from 01st April, 2023 and ended on 31st March, 2024 ('Audit Period') 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; (Not applicable to the Company during the audit period);
- 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 Foreign Direct Investment, Overseas direct Investment and External Commercial Borrowings. - Not applicable to the Company
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Not Applicable during the audit period**
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 - **Not Applicable during the audit period**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable during the audit period**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not Applicable during the audit period**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not Applicable during the audit period;**

Prag Bosimi Synthetics Limited

- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- j. 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;

We 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 Agreements entered into by the Company with stock exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the following

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

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period following are the corporate events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

1. Company has adopted new Article of Association as per companies Act 2013 in place of old version of Article of Association.

Procedure for monitoring and ensuring compliance with General Laws

We have been informed that a proper procedure has been laid down to monitor and ensure compliance with general laws. On perusal of the documents provided by the Company, we observed that the Company has a system of ensuring compliance with applicable laws. The Company Secretary of the Company also provides an internal compliance certificate which is placed in the Board Meetings. Our Secretarial Audit Report for the financial year ended March 31, 2024 of even date is to be read along with the annexure to this letter.

CS Amit Mundra
Practising Company Secretary
Sole Proprietor
FCS No. 7933
CP No. 16182
PR Code: 2052/2022
UDIN: F007933F000971401

Place: Mumbai
Date: 13.08.2024

ANNEXURE - A

To
The Members
Prag Bosimi Synthetics Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
6. The Secretarial audit report 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.

CS Amit Mundra
Practising Company Secretary
Sole Proprietor
FCS No. 7933
CP No. 16182

Place: Mumbai
Date: 13.08.2024

UDIN: F007933F000971401

ANNEXURE TO THE DIRECTORS' REPORT

REPORT ON CORPORATE GOVERNANCE

The Directors of the Company present the Report on Corporate Governance for the year ended 31st March, 2024, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation"). is set out as below:

Corporate Governance is modus operandi of governing a corporate entity which includes a set of systems, procedures and practices which ensure that the Company is managed in the best interest of all corporate stakeholders i.e. shareholders, employees, suppliers, customers and society in general. Fundamentals of Corporate Governance include transparency, accountability, reporting and independence. For accomplishment of the objectives of ensuring fair Corporate Governance, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, SEBI Regulations, Accounting Standards, Secretarial Standards, etc. Corporate Governance has become a buzzword in the corporate world. Globalizations, widespread of shareholders, changing ownership structure, greater expectations, etc. have made a good Corporate Governances in-quo-nun of modern management.

Company's Philosophy on Code of Governance:

Corporate Governance is an integral part of the Company's value system, management ethics and business practices. The Company is committed to creating long term value for all its shareholders, employees, customers, associates and the wider community. The Company is committed to and continues to practice good Corporate Governance. The Corporate Governance Code incorporates several practices aim e data level of business ethics, effective supervision and enhancement of value for all stakeholders. PBSL conforms to all regulatory and legal requirements. The basic philosophy behind and endeavor towards better corporate governance is to enrich the value of stake holders by achieving business excellence.

The Company's governance philosophy 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. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders and the Charter-Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances. The Company's governance framework is based on the following principles:

- ✓ Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- ✓ Timely disclosure of material operational and financial information to the stakeholders;
- ✓ Availability of Information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- ✓ Systems and processes in place for internal control; and
- ✓ Proper business conduct by the Board, Senior Management and Employees.

The company has complied with all the requirements of Corporate Governance as prescribed in Schedule V of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 .

The following codes and policies have been adopted by the Company.

- Code of Conduct
- Code of Internal Procedure and Conduct for Insider Trading
- Whistle Blower Policy
- Related Party Transactions Policy
- Sexual Harassment Policy
- Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees
- Board Performance Evaluation Policy
- Risk Management Policy
- Policy for determination of materiality of any event/information
- Policy on Preservation of Documents
- Archival Policy for any Material Event/ Information disclosed to the Stock Exchange.

Board of Directors:**(A) Composition of the Board**

The Board of Directors comprises of experts drawn from diverse fields/profession. The Board has an optimum combination of Executive, Non-Executive and Independent Directors. As on 31st March, 2024 the Company's Board comprises of 8 directors. The Board has seven Non-Executive Directors, consisting of four Independent Directors. The details of the Directors during the year ended 31st March, 2024 are given below:

Sr. No.	Name of the Director	Category	Board Meetings attended during the year	Whether attended the last AGM	Directorships held in other Indian Public Companies
1	Shri Manenvendra Pratap Singh	Chairman, Nominee of AIDC, Non-Executive Director	4	No	0
2	Shri Raktim Kumar Das	Whole Time Director	4	Yes	0
3	Shri. Devang H. Vyas	Non - Executive Director	2	Yes	1
4	Shri. Prasanta Bora	Nominee of AIDC, Non-Executive	0	No	0
5	Shri. G.M. Das	Independent Director Non- Executive	4	Yes	0
6	Shri Mukund Trivedi	Independent Director Non- Executive	4	Yes	0
7	Ms. Bina Advani	Independent Director Non- Executive	4	Yes	0
8	Ms Sunita Shah	Independent Director Non- Executive	4	Yes	0

Notes:

- None of the Directors hold directorships in more than twenty companies of which directorship in public companies does not exceed ten in line with the provisions of Section 165 of the Act.
- None of the Directors hold membership of more than ten committees of board, nor, is a chairman of more than five committees across board of all listed entities.
- No Director holds directorship in more than seven listed entities.
- None of the Independent Director holds the position of the Independent Director in more than seven listed companies as required under the Listing Regulations.
- None of the Director has been appointed as an Alternate Director for Independent Director.
- The information provided above pertains to the following committees in accordance with the provisions of Regulation 26(1) (b) of the Listing Regulations: (i) Audit Committee; and (ii) Stakeholders Relationship Committee.
- The committee membership and chairmanship above excludes membership and chairmanship in private companies, foreign companies and Section 8 companies. The number of directorship excludes directorship of private companies, foreign companies, companies incorporated under Section 8 of the Companies Act, 2013 and alternate directorship.
- None of the Directors are related to each other.

CHAIRMAN AND WHOLE TIME DIRECTOR

His primary role is to provide leadership to the Board in achieving goals of the Company. He is responsible for transforming the Company into a successful organization. He is responsible, inter-alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. He is also responsible for formulating the corporate strategy along with other members of the Board of Directors. His role, inter alia, includes:

Prag Bosimi Synthetics Limited

- Provide leadership to the Board and preside over all Board and General Meetings.
- Achieve goals in accordance with Company's overall vision.
- Ensure that Board decisions are aligned with Company's strategic policy.
- Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- Monitor the core management team.

Non-Executive Directors (including Independent Directors) play a critical role in balancing the functioning of the Board by providing independent judgments on various issues raised in the Board Meetings like formulation of business strategies, monitoring of performances, etc. Their role, inter- alia, includes:

- Impart balance to the Board by providing independent judgment.
- Provide feedback on Company's strategy and performance.
- Provide effective feedback and recommendations for further improvements

ROLE OF THE COMPANY SECRETARY IN GOVERNANCE PROCESS

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision making at the meetings. The Company Secretary is primarily responsible, to assist the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to Directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters. All the Directors of the Company have access to the advice and services of the Company Secretary.

BOARD INDEPENDENCE

The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act, 2013 and Rules made there under and to meet with requirements of Regulation 16(b) of Listing Regulations. Further, none of the Independent Director is serving more than seven listed companies. In case he/she is serving as a Whole-Time Director in any listed company, does not hold the position of Independent Director in more than three listed companies. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulations has been issued and draft of the same has been disclosed on website of the Company.

Directors' Profile

Details of the Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting, as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been given along with the annexure to the Notice of the Annual General Meeting.

(B) Number of Board Meetings

Corporate Governance policy requires the Board to meet at least 4 times in a year with a maximum gap of 120 days between any two meetings. The Board of Directors met 4 times during the period under review. The details of Board Meetings held during the year areas under:

Sr. No.	Date of the Board Meeting	Board Strength	No. of Directors present
1	May 18 th , 2023	8	7
2	July 27 th , 2023	8	6
3	November 10 th , 2023	8	7
4	February 2 nd , 2024	8	7

Board's Process

It has always been the Company's policy and practice that apart from matters requiring the Board's approval by statute, all major decisions including quarterly results of the Company as a whole and debt restructuring, capital expenditure, collaborations, material investment proposals, sale and acquisition of assets of material nature, mortgages, guarantees and donations are placed before the Board. This is in addition to information with regard to actual operations, major litigation feedback reports and minutes of Committee Meetings.

The Board of PBSL is regularly presented with all information under the above heads, whenever/ wherever applicable. These are submitted either as part of the agenda papers in advance of the Board meetings or are tabled in the course of the Board meetings.

C) Roles, Responsibilities and Duties of the board

The duties of Board of Directors have been enumerated in Listing Regulations, Section 166 of the Companies Act, 2013 and Schedule IV of the said Act (Schedule IV is specifically for Independent Directors). There is a clear demarcation of responsibility and authority amongst the Board of Directors

Information placed before the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

Minutes of the Meeting

The draft Minutes of the proceedings of the Meetings are circulated amongst the Members of the Board / Committees. Comments and suggestions, if any, received from the Directors are incorporated in the Minutes, in consultation with the Chairman. The Minutes are confirmed by the Members and signed by the Chairman of such meeting at any time before the next meeting is held or by the Chairman of the next Board / Committee Meetings. All Minutes of the Committee Meetings are placed before the Board Meeting for perusal and noting.

Post Meeting Mechanism

The important decisions taken at the Board / Board Committee meetings are communicated to the concerned department/s and/or division.

Board Support

The Company Secretary attends the Board meetings and advises the Board on Compliances with applicable laws and governance.

(D) Code of conduct

The Company has adopted Code of Conduct for all the Directors and Senior Management of the Company. All the Directors and the Senior Management have affirmed compliance with respective code of conduct. The Code of conduct for Directors and senior management personnel are posted on the Company's website "www.pragbosimi.com".

E) Familiarization programme for independent directors

The Independent Directors have been familiarized with the Company, their roles and responsibilities in the Company, nature of the industry in which Company operates. The details of the familiarization programs imparted to the Independent Directors during 2023-2024 are put up on the website of the Company and can be accessed at http://www.pragbosimi.com/companyolicies_procedures.php

F) Formal letter of appointment to the independent directors

The Company has issued formal letter of appointment to all the Independent Directors on their appointment explaining inter-alia their roles, responsibilities, code of conduct, functions and duties as Independent Director of the Company. The terms and conditions of appointment of independent directors have been hosted on the website of the Company and can be accessed at http://www.pragbosimi.com/companyolicies_procedures.php

G) Key Board qualifications, expertise and attributes:

The Board of Directors comprises of experts who bring in the necessary skills and competence that allow them to make effective decisions or contributions to the Board, its committees and the management.

- The list of core skills/expertise/competencies pertaining to the business, as identified and available with the Board of Directors is as follows:
- Behavioural - The Board members effectively participate and contribute in the Board meetings and maintain board confidentiality. The Board possesses key attributes and competencies on the whole enabling them to function well as a team.
- Governance - The essential governance, legal and compliance knowledge is possessed by all the directors which aids in protecting the shareholders interest.
- Technical - The Directors possesses required skills and specialist knowledge to assist the management in the key areas. All the directors have the ability to understand the financial statements.
- Industry - The Directors have necessary experience and knowledge in the textile industry which enables them to guide the management.

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H) Confirmation on the fulfillment of the conditions of independence:

Based on the declarations received from the Independent Directors, the Board of Directors are of the opinion that the Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and are independent of the management.

I) Resignation of Independent Directors before expiry of tenure:

Subject to the above, none of the Independent Directors has resigned before the expiry of the tenure during the year under review.

GOVERNANCE CODES

1) Code of business Conduct & Ethics

The Company has adopted Code of Business Conduct & Ethics (“the Code”) which is applicable to the Board of Directors and all Employees of the Company. The Board of Directors and the members of Senior Management Team of the Company are required to affirm semi-annual Compliance of this Code. A declaration signed by the Chairman and Managing Director of the Company to this effect is placed at the end of this report. The Code requires Directors and Employees to act honestly, fairly, ethically, and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company’s website viz. www.pragbosimi.com

2) Conflict of Interests

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The Members of Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

3) Insider Trading Code

The Company has adopted an ‘Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons’ (“the Code”) in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations).

The Code is applicable to Promoters, Member of Promoter’s Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said PIT Regulations

The Company has also formulated ‘The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)’ in compliance with the PIT Regulations. This Code is displayed on the Company’s website viz. www.pragbosimi.com. The Company has also formulated “Policy on Inquiry” in case of leak of UPSI.

Committees of the Board:

The Board of Directors has constituted three permanent committees of the Board-the Audit Committee, the Stakeholders Relationship Committee and the Nomination and Remuneration Committee. The functions of various committees their mode of operation and membership details is given below.

(A) Audit Committee

The Board of Directors has constituted an Audit Committee of Directors to exercise powers and discharge functions as stipulated in Section 177 of the Companies Act, 2013 and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant statutory / regulatory provisions. The Committee, in addition to other business reviews the quarterly (unaudited) financial results, annual accounts and cost audit reports before submitting to the Board of Directors

The constitution of the Audit Committee meets with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements), 2015. The Committee consists of the following members:

Sr. No.	Name of the Members	Category
1	Ms. Bina Advani	Chairman, Non-Executive Independent Director
2	Shri G. M. Das	Non-Executive Independent Director
3	Shri Mukund Trivedi	Non-Executive Independent Director
4	Shri Prasanta Bora	Non-Executive Independent Director
5	Ms Sunita Shah	Non-Executive Independent Director

The objective of the Audit Committee is to assist the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting process of the Company, the audits of the Company's financial statements, review of compliances and review of systems and controls, approval or any subsequent modification of transactions of the Company with related parties, review compliance with regulation 9A of the SEBI PIT Regulations, the appointment, independence, performance and remuneration of the statutory auditors, the performance of internal auditors and the Company's risk management policies.

In view of the amendments to the Listing Regulations and SEBI PIT Regulations, the Board amended the terms of reference of the Committee, effective from 1st April 2019.

The terms of reference of the Audit Committee are broadly as under:

- Reviewing the financial reports and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed in the reports.
- Recommending the appointment and removal of external auditors, fixation of audit fee and other payments.
- Reviewing the financial statements and draft audit report, including quarterly/half yearly financial information.
- Reviewing with the management and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, including the audit charter, approval of the audit plan and its execution, coverage and frequency of internal audit and discussions with internal auditors of any significant findings and follow-up thereon.
- The Board has framed the Audit Committee Charter for the purpose of effective compliance of provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations. The Audit Committee interalia performs the functions to:
 1. Review with the Company's Chief Financial Officer ('CFO'), the preparation, execution and results of the Company's annual internal audit work program;
 2. Review the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
 3. Review with the management, performance of statutory and internal auditors and review of adequacy of the internal control systems;
 4. Discussion with statutory auditors before audit commences, about the nature and scope of audit as well as post- audit discussion to ascertain any area of concern;
 5. Discussion with internal auditors on any significant findings and follow up thereon;
 6. Recommend appointment of Statutory, Internal and Cost Auditors and their remuneration;
 7. Look after the risk assessment including fraud risk and risk guidelines governing the risk management process;
 8. Review the management discussion and analysis of financial condition and results of operations;
 9. Review statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 10. Review the internal audit reports relating to internal control weaknesses;
 11. Scrutinize inter-corporate loans and investments;
 12. Review the functioning of the Whistle blower mechanism; and
 13. Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 with reference to events which were regarded as UPSI, whether such UPSI were shared in the manner expected, instances of leaks, if any, instance of breaches of the Code, efficiency of sensitization process, etc. at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

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The Company follows best practices in financial reporting. The Company has been reporting on quarterly basis, the Un-audited Financial Results as required by the Regulation 33 of the Listing Regulations. The Company's quarterly Un-audited Standalone Financial Results are made available on the website www.pragbosimi.com and are also sent to the Stock Exchanges where the Company's equity shares are listed for display at their respective websites.

The Audit Committee also oversees and reviews the functioning of a vigil mechanism (implemented in the Company as a Whistle Blower Policy) and reviews the finding of investigation into cases of material nature and the actions taken in respect thereof.

INTERNAL CONTROLS AND GOVERNANCE PROCESSES

The Company continuously invests in strengthening its internal control and processes. The Audit Committee along with the CFO formulates a detailed plan to the Internal Auditors for the year, which is reviewed at the Audit Committee Meetings. The Internal Auditors submit their recommendations to the Audit Committee and provide a road map for the future.

The Committee has powers similar to those stated in the listing agreements and exercises most of the functions in line with the requirements of the code of Corporate Governance. The details of the Audit Committee meeting held during the year ended on 31st March, 2024 are as under:

Audit Committee Meetings

The members of Audit Committee met five times on dated 18th May 2023, 27th July 2023, 10th November 2023 and 2nd February in the year 2024 during the financial year ended on 31st March 2024.

Sr. No.	Name of the Members	Number of Meetings Held	No. of Meetings attended
1	Ms. Bina Advani	4	4
2	Shri G. M. Das	4	4
3	Shri Mukund Trivedi	4	4
4	Shri Prasanta Bora	4	0
5	Ms Sunita Shah	4	4

B. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of Directors as constituted by the Board of Directors of the Company in accordance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations.

The composition of the committee is as under:

1. Ms. Bina Advani Chairman, Independent Director
2. Mr. G. M. Das, Independent Director
3. Mr. Mukund Trivedi, Independent Director

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

The broad in terms of reference of the Nomination and Remuneration Committee are as under:

1. To help the Board in determining the appropriate size, diversity and composition of the Board
2. To recommend to the Board appointment/ reappointment and removal of Directors and Senior Management;
3. To frame criteria for determining qualifications, positive attributes and independence of Directors;
4. to recommend to the Board, remuneration payable to the Directors and Senior Management (while fixing the remuneration to Executive Directors the restrictions contained in the Act is to be considered);
5. to create an evaluation framework for Independent Directors and the Board;
6. to provide necessary reports to the Chairman of the committee after the evaluation process is completed by the Directors;
7. to assist in developing a succession plan for the Board and Senior Management;
8. to assist the Board in fulfilling responsibilities entrusted from time-to-time;
9. delegation of any of its powers to any Member of the Committee or the Compliance Officer.

PRINCIPLE AND RATIONALE

Section 178 of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 require the Nomination and Remuneration Committee of the Board of Directors of every listed entity, among other classes of companies to–

- Section 178 of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 require the Nomination and Remuneration Committee of the Board of Directors of every listed entity, among other classes of companies, to–
- formulate 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.
- identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal carry out evaluation of every director's performance- formulate the criteria for evaluation of Independent Directors and the Board.

Accordingly, in adherence to the above said requirements and in line with the Company philosophy towards nurturing its human resources, the Nomination and Remuneration Committee of the Board of Directors of Prag Bosimi Synthetics Limited herein below recommends to the Board of Directors for its adoption the Nomination and Remuneration Policy for the directors, key managerial personnel and other employees of the Company asset out below:

Criteria for selection of Non-Executive Directors

- The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of accounting, finance, taxation, law etc. However, Women Director is exempted from said criteria.
- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director–
 - a. Qualification, expertise and experience of the Directors in the irrespective fields;
 - b. Personal, Professional or business standing;
 - c. Diversity of the Board.
- In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

Remuneration

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board/Committee meetings. A Non- Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

CEO & Managing Director–Criteria for selection/appointment

For the purpose of selection of the CEO & MD, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the CEO & Whole Time Director

- At the time of appointment or re-appointment, the CEO & Whole Time Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Whole Time Director within the overall limits prescribed under the Companies Act, 2013.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- The remuneration of the CEO & Whole Time Director is paid by way of salary, allowances, perquisites, amenities and retirement benefits.

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GENERAL

This Policy shall apply to all future employment of Company's Senior Management including Key Managerial Personnel and Board of Directors.

Any or all the provisions of this Policy would be subject to the revision/amendment in the Companies Act, 2013, related rules and regulations, guidelines and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the subject as may be notified from time to time. Any such amendment shall automatically have the effect of amending this Policy without the need of any approval by the Nomination and Remuneration Committee and/or the Board of Directors.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Whole Time Director and the Non Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process

Core Skills/Expertise/Competencies available with the Board

The Board evaluates its composition to ensure that the Board has the appropriate mix of skills, experience, independence and knowledge to ensure their continued effectiveness. The Board Members have background that when combined provide a portfolio of experience and knowledge that will serve governance and strategic needs. The Directors have demonstrated experience and ability that is relevant to the Board's oversight role with respect to business and affairs.

In terms of Listing Regulations, the following skills, expertise and competencies have been identified by the Board of Directors as required in the context of its business and sector for it to function effectively:

- Industry knowledge
- Leadership and Entrepreneurship
- Strategic Planning
- Business Management
- Corporate Governance
- Financial and Risk Management
- Sales, Marketing and Retail

The abovementioned skills / expertise / competencies are available with the Board as a whole. In the table below, the specific areas of expertise of individual Board members are as under

Name of the Director	Area of Expertise						
	Industry knowledge	Leadership and Entrepreneurship	Strategic Planning	Business Management	Corporate Governance	Financial and Risk Management	Sales, Marketing and Retail
Manvendra Pratap Singh	√	√	√	√	√	√	-
Raktim Kumar Das	√	√	√	√	√	√	√
Prasanta Bora	√	√	√	√	√	√	√
Devang Vyas	√	√	√	√	√	√	-
Mukund Trivedi	√	√	√	√	√	√	-
Girindra Mohan Das	√	√	√	√	√	√	-
Bina Advani	√	√	√	√	√	√	√
Sunita Shah	√	√	√	√	√	√	-

The Company has a Nomination and Remuneration Committee to review and recommend payment of annual salaries, commission, service agreements and other employment conditions of the Executives. The Committee met 2 times 18th May 2023 and 2nd February in the year 2024 and all the members were present.

Sr. No.	Name of the Members	Number of Meetings Held	No. of Meetings attended
1	Ms Bina Advani, Chairperson	2	2
2	Shri G. M. Das	2	2
3	Shri Mukund Trivedi	2	2

The Committee comprises of Ms Bina Advani, Chairman, Shri G.M. Das and Shri Mukund Trivedi. The Committee periodically reviews and recommends suitable revision in the remuneration package of Executive Directors to the Board, if reqd.

Details of Remuneration, sitting fees paid/ accrued/credited to the Directors during the year ended March 31, 2024

Sr. No	Name of the Director	Salary	Perquisites & Other Benefits*	Performance/ Bonus/ Commission	Sitting Fee ₹	Total ₹
1	Raktim Kumar Das	6,60,000	2,12,738			8,72,738
2	Shri Mukund Trivedi	-	-	-	20,000	20,000
3	Shri G. M. Das	-	-	-	20,000	20,000
4	Ms. Bina Advani	-	-	-	20,000	20,000
5	Ms Sunita Shah	-	-	-	20,000	20,000

C. Stakeholders Relationship Committee:

A Stakeholders Relationship Committee has been constituted by the Board of Directors to monitor the redressal of the shareholder's/ investors grievances. The Committee met on 18th May 2023 and on 2nd February 2024 and all the members were present.

The broad terms of reference of the Stakeholders Relationship Committee are as under:

- to consider and resolve the grievances of security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.;
- to consider and approve demat/remat of shares/ split/consolidation/sub-division of share/debenture certificates;
- to consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transposition of names, deletion of names transfers and transmission of securities, etc.;
- to oversee and revive wall matters connected with the transfer of the Company's securities;
- to consider and approve opening/ modification of operation and closing of bank accounts;
- to grant special/general Power of Attorney in favour of employees of the Company from time to time in connection with the conduct of the business of the Company particularly with Government and Quasi- Government Institutions;
- to fix record date/book closure of share/debenture transfer book of the Company from time to time;
- to appoint representatives to attend the General Meeting of other companies in which the Company is holding securities;
- to change the signatories for availing of various facilities from Banks/Financial Institution;
- to grant authority to execute and sign foreign exchange contracts and derivative transactions;
- to monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading;
- to review measures taken for effective exercise of voting rights by shareholders;
- to review adherence to the standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- to review of the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

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- to assist the Board in reviewing and implementing policies under the Business Responsibility Reporting of the Company as may be delegated by the Board;
- to carry out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Companies Act, 2013 and other applicable laws as amended from time to time; and
- to carry out any other duties that may be delegated to the Committee by the Board of Directors from time-to- time.
- The Secretarial Department of the Company and the Registrar and Share Transfer Agent, Link Intime India Private Limited attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Committee of Directors (Stakeholders Relationship Committee) Meetings are circulated to the Board and noted by the Board of Directors.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

The Board has delegated the power of approving transfer of shares/issue of duplicate share certificates, etc., to the Stakeholders' Relationship Committee. Ms. Madhu Dharewa, Company Secretary is designated as Compliance Officer for complying with the requirements of SEBI regulations and with the Stock Exchanges in India and overseeing the investors' grievances.

The Committee comprises of the following Directors/ Secretary: -

1. Ms. Bina Advani - Chairperson
2. Shri G.M. Das
3. Shri Mukund Trivedi
4. Ms Madhu P. Dharewa (Company Secretary)

S. No.		Number of Meetings Held	No. of Meetings attended
1	Ms Bina Advani	2	2
2.	Shri G.M. Das	2	2
3.	Shri Mukund Trivedi	2	2

Company Secretary also acts as a Secretary to the Committee and is the Compliance Officer of the Company

D) Separate Meeting of the Independent Directors

During the financial year 2023-2024, the Independent Directors met separately without the presence of non-independent Directors on 2nd February 2024 in compliance with Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Independent Directors at their meeting inter-alia discussed the following:

- i. Reviewed the performance of Non-Independent Directors and the Board as a whole
- ii. Reviewed the performance of the Chairperson of the company
- iii. Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Based on the declarations received from the Independent Directors, the Board of Directors are of the opinion that the Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and are independent of the management.

General Body Meetings

The last three General body meetings of the Members of the Company were held as per the following details:-

Year	Location	Whether any special resolutions passed	Date & Time	Time
2023-2024	House No.19, Ambikagiri, Milan Path, Guwahati-781024	Yes (3)	7 th Sept 2023 3.00 P.M.	1) Approval of Related Party Transaction 2) Approval for Issue of Optionally Cumulative Convertible Debentures by Conversion 3) Approval For Availing Loan(S) Convertible into Securities
2021-2022	House No.19, Ambikagiri, Milan Path, Guwahati-781024	Yes (1)	23 rd Sept 2022 3.00 P.M.	1) Approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies' Act, 2013, not exceeding Rs. 250.00 crores 2) Adoption of Articles of Association (AOA) of The Company as per new Companies Act 2013
2020-2021	House No.19, Ambikagiri, Milan Path, Guwahati-781024	Yes (1)	29 th Sept 2021 3.00 P.M.	1) Appointment of Mr. Raktim Kumar Das as Whole Time Director of the Company

Disclosures

There was a related party transaction during the year, the details of which has been mentioned in the Notes to Accounts no 29 as per AS-18 in Notes forming part of the Consolidated Financial Statements for the year ended 31st March 2024

There are no pecuniary relationships or transactions with the non - executive independent directors.

The Company has complied with all the mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and erstwhile Clause 49 of the Listing Agreement and the Company has not adopted any non- mandatory requirements of Clause 49 of the Listing Agreement.

Means of communication**A. Quarterly Results**

B. Newspapers wherein results normally published: Financial Express (English) and Dainik Assami (Regional)

C. Any website, wherein displayed : www.pragbosimi.com

D. Whether it also displays official news releases : Yes

E. Presentations made to Institutional Investors or to the Analysts : NA

GENERAL SHAREHOLDER'S INFORMATION**1. Annual General Meeting: -**

The information regarding 32nd Annual General Meeting for the financial year ended on 31st March 2024 is as follows: -

Date: 26th September, 2024 Time: 3:30 P.M.

Venue: Through VC/OVCM

2. Financial Calendar: 1st April to 31st March.**3. Future Calendar for next financial year :**

Financial Reporting of 1 st Quarter ended on 30th June 2024	On or before 14 th August, 2024
Financial Reporting of 2 nd Quarter ended on 30th September 2024	On or before 14 th November 2024
Financial Reporting of 3 rd Quarter ended on 31st December 2024	On or before 14 th February, 2024
Financial Reporting of 4 th Quarter ended on 31st March 2024	On or before 30 th May, 2024
Date of Annual General Meeting	During September 2024

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- 4. Dividend Payment Date:** No Dividend has been recommended for the year.
- 5. Book Closure Date:** September 19 to September 26, 2024. (Both days inclusive)
- 6. Dividend History:** The Company has not paid any Dividend during last 10 years
- 7. Unclaimed Dividend / Share Certificates**

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125. The details of unclaimed/unpaid dividend will be available on the website of the Company viz. www.pragbosimi.com, if any

Section 124(6) of the Companies Act, 2013 mandates transfer of all those shares, in respect of which Unpaid or Unclaimed dividend has been transferred by the Company to the IEPF.

Details of Unclaimed Dividend and Due Dates for transfer are as follows as on March 31, 2024:

Sr. No.	Year of Declaration of Dividend	Date of Declaration of Dividend	Unclaimed Amount ₹	Due Date for transfer to IEPF Account
1.	N.A.	N.A.	N.A.	N.A.

Further, as required to be disclosed under Regulation 34(3) read with Schedule V of Listing Regulations, Nil Shares are lying at the beginning or at the close of financial year in the Suspense Account. Further the Company did not move in/out any Equity Share in said Suspense Account during the current financial year.

- 8. Listing on Stock Exchange :** BSE Limited
- 9. Listing Fees :** Annual Listing Fees for Financial year 2023-2024 has been paid.
- 10. Stock Code & ISIN :** Scrip Code 500192 on BSE.
ISIN INE962B01011 on NSDL & CDSL
- 11. Market Price Data (Equity Shares of Face Value of ₹ 10/-) :**

Month	Price on BSE (₹) & Volume			S&P BSE Sensex	
	Low	Volume	High	Low	High
April, 2023	3.16	1.89	4,52,348	61,209.46	58,793.08
May, 2023	2.86	2.28	2,46,875	63,036.12	61,002.17
June, 2023	2.48	2.00	2,49,068	64,768.58	64,836.16
July, 2023	2.25	1.90	1,86,056	67,619.17	62,359.14
August, 2023	3.09	2.11	3,11,474	66,658.12	64,723.63
September, 2023	3.04	2.76	3,65,224	67,927.23	64,818.37
October, 2023	3.12	2.49	1,66,781	66,592.16	63,092.98
November, 2023	2.99	2.41	2,59,685	67,069.89	63,550.46
December, 2023	3.30	2.70	2,32,176	72,484.34	67,149.07
January, 2024	4.53	2.80	1,34,457	73,427.59	70,001.60
February, 2024	4.53	3.42	2,13,408	73,413.93	70,809.84
March, 2024	3.85	2.83	2,56,568	74,245.17	71,674.42

12. Registrar & Share Transfer Agent

M/s. Link Intime India Pvt. Ltd. (erstwhile Sharex Dynamic (India) Private Limited due to merger) has been appointed as Registrar & Share Transfer Agent for all work relating to share registry in terms of both physical modes. All transfer, transmission, request related to correspondence/queries, intimation of change of address etc. should be addressed to our RTA directly at the following Address:

Link Intime India Private Limited

C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai – 400083

13. Share Transfer Systems

The Board has authorized stakeholders' relationship Committee (SRC) to approve and monitor the RTA's activities which includes dematerializations, transmissions, transpositions, issuance of duplicate shares/Letter of Confirmation and replacement of certificates, etc. (hereinafter RTA activities). The SRC has authorized the Chairman and Managing Director or the Company Secretary and Compliance Officer, in their individual capacity to monitor and approve the above stated RTA activities being carried out by the RTA. The summary of the said RTA activities is presented in each meeting of SRC and the Board.

A yearly compliance certificate under Regulation 7(3) of the SEBI-LODR, jointly signed by compliance officer and RTA, certifying that all the above stated activities are being carried out by RTA, is regularly submitted to BSE Ltd. The activities pertaining to transmission of shares are carried out in 15 days from the date of receipt. As per Regulation 40 of SEBI-LODR, as amended from time to time, the Company submitted to BSE Ltd. a certificate obtained from the practicing Company Secretaries, for the financial year 2023-24, stating the status of transmission etc. of physical shares and demat requests and that they were completed within specified time limit.

14. Shareholding pattern of the Company

Category		No. of Equity shares held	Percentage of shareholding
A	Promoters		
	1 Indian Promoters (Individuals/HUF)	37,91,557	5.09
	2 Foreign Promoters	NIL	NIL
	3 Bodies Corporate	1,36,33,509	18.33
	4 Central/State Govt. Institutions (Assam Industrial Development Corporation Limited)	1,83,77,980	24.71
5 NRIs / Foreign Individuals	16950	0.023	
B	Non-Promoters Holding		
	1 Institutional Investors		
	A Mutual Funds and UTI	98,900	0.13
	B Banks, Financial Institutions, Insurance Companies, /Non-Govt. Institutions)	1,000	0.00
	2 Others – Non Institutions		
	A Others including Bodies Corporate	8018167	10.78
	B Public	28607199	37.75
	C NRIs	1836104	2.47
	D Clearing Members	1594	0.00
	TOTAL	7,43,82,960	100.00

15. Distribution Schedule on number of shares as on 31st March,2024

NO OF SHARES			SHAREHOLDERS		SHARES	
			NUMBER	% TO TOTAL HOLDERS	NUMBER	% TO TOTAL CAPITAL
1	–	500	85700	95.2709	11031422	14.8306
501	–	1000	2261	2.5135	1922131	2.5841
1001	–	2000	876	0.9738	1359194	1.8273
2001	–	3000	311	0.3457	805291	1.0826
3001	–	4000	157	0.1745	561238	0.7545
4001	–	5000	152	0.169	732628	0.9849
5001	–	10000	206	0.229	1547332	2.0802
10001	–	ABOVE	291	0.3235	56423724	75.8557
TOTAL			89954	100.00	74382960	100.00

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16. Investors Correspondence

All queries of investors regarding the Company's shares in Physical/ Demat form may be sent to Registrar and Share Transfer Agent of the Company or at Company's corporate office at the following address or at the Registered Office of the Company.

Registrar and Share Transfer Agents:

Link Intime India Private Limited

C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai – 400083

Registered Office:

Prag Bosimi Synthetics Ltd.
House no. 19, Ambikagiri Nagar,
Milan Path, R.G.Barua Road,
Guwahati-781024, Assam

Corporate Office:

The Company Secretary
Prag Bosimi Synthetics Ltd,
R-79/83, Lakshmi Insurance Bldg
Fifth Floor, Sir P.M. Road, Mumbai 400001.

17. Dematerialization of Equity Shares and Liquidity

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

The Company's Equity Shares are in Physical/Demat trading segment and the Company had established connectivity with both NSDL & CDSL by signing the necessary agreements.

Procedures for dematerialization / rematerialization of Equity Shares: -

Shareholders who continue to hold shares in physical form are requested to dematerialize their shares at the earliest and avail the benefits of dealing in shares in demat form. For convenience of shareholders, the process of getting the shares dematerialized is given hereunder:

- Demat account should be opened with a Depository Participant (DP).
- Shareholders should submit the Dematerialization Request Form (DRF) along with share certificates in original, to their DP.
- DP will process the DRF and will generate a Dematerialization Request Number (DRN).
- DP will submit the DRF and original share certificates to the Registrar and Transfer Agents (RTA), which is Link Intime India Private Limited.
- RTA will process the DRF and confirm or reject the request to DP/ depositories
- Upon confirmation of request, the shareholder will get credit of the equivalent number of shares in his demat account maintained with the DP.

No. of Shares Dematerialized		No. of Shares in Physical Form	
No. of Shares	Percentage	No. of Shares	Percentage
5,95,04,529	80.00%	1,48,78,431	20.00%

18. Plant Location of the Company:

Bijulibari Village, P.O.Khandajan, Via Sipajhar, Dist.Darrang784145

19. Bank Details of the Shareholders:

Shareholders holding shares in physical form are requested to notify/send the following to the Company to facilitate better service: -

- any change in their address/bank details, and
- particulars of their bank account, in case the same have not been sent earlier.

20. Depository Services

For guidance on depository services, Shareholders may write to the Company or to the respective Depositories: -

- a) **National Securities Depository Ltd.**
Trade World, A Wing, 4th & 5th Floor, Kamala Mills Compound,
Lower Parel, Mumbai 400013 Telephone: (022)24994200
Fax: (022)24976351
E-mail: info@nsdl.co.in Website: www.nsdl.co.in
- b) **Central Depository Services (India)Ltd.**
Marathon Futurex, A Wing, 25th Floor,
Mafatlal Mills Compound, N. M. Joshi Marg,
Lower Parel, Mumbai - 400 013.
Telephone: (022) 23023333
E-mail : helpdesk@cdslindia.com
Website: www.cdslindia.com

21. Nomination Facility / Register e-mail address

Nomination helps nominees to get the shares transmitted in their favour without any hassles. Investors should get the nomination registered with the Company in case of physical holding and with their Depository Participants in case shares are held in dematerialised form.

Form may be downloaded from the Company's website, under the section 'Investor Relations'. However, if shares are held in dematerialised form, nomination has to be registered with the concerned Depository Participants directly, as per the form prescribed by the Depository Participants.

Investors should register their e-mail address with the RTA / Depository Participants. This will help them in receiving all communication from the Company electronically at their e-mail address. This also avoids delay in receiving communications from the Company. Prescribed form for registration may please be downloaded from the Company's website.

22. Important Points

Investors should hold securities in dematerialized form, as transfer of shares in physical form is no longer permissible. As mandated by SEBI, w.e.f. April 1, 2019, request for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository except for transmission and transposition of securities. Members are advised to dematerialize securities in the Company to facilitate transfer of securities. Holding securities in dematerialized form is beneficial to the investors in the following manner:

- A safe and convenient way to hold securities;
- Elimination of risk(s) associated with physical certificates such as bad delivery, fake securities, delays, thefts, etc.;
- Immediate transfer of securities;
- No stamp duty on electronic transfer of securities;
- Reduction in transaction cost;
- Reduction in paperwork involved in transfer of securities;
- No odd lot problem, even one share can be traded;
- Availability of nomination facility;
- Ease in effecting change of address / bank account details as change with Depository Participants (DPs) gets registered with all companies in which investor holds securities electronically;
- Easier transmission of securities as the same is done by DPs for all securities in demat account;
- Automatic credit in to demat account of shares, arising out of bonus / split / consolidation / merger / etc.;
- Convenient method of consolidation of folios/accounts;
- Holding investments in Equity, Debt Instruments, Government securities, Mutual Fund Units etc. in a single account;
- Ease of pledging of securities; and
- Ease in monitoring of portfolio.

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Members holding Shares in Physical mode:

- a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company / RTA, if not registered with the Company as mandated by SEBI.
- b) are advised to register the nomination in respect of their shareholding in the Company. Nomination Form SH-13([Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014] can be obtained from the Company's Registrar and Share Transfer Agent. It is also available on Public domain.
- c) are requested to register / update their e-mail address with the Company / RTA for receiving all communications from the Company electronically.

Members holding Shares in Electronic mode:

- a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
- b) are advised to contact their respective DPs for registering the nomination.
- c) are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.

The Securities and Exchange Board of India vide its circular no. SEBI / HO / MIRSD / DOS3 / CIR / P / 2019 / 30 dated February 11, 2019, with a view to address the difficulties in transfer of shares, faced by non-residents and foreign nationals, has decided to grant relaxations to non-residents from the requirement to furnish PAN and permit them to transfer Equity shares held by them in listed entities to their immediate relative's subject to the following conditions:

- a) The relaxation shall only be available for transfers executed after January 1, 2016.
- b) The relaxation shall only be available to non-commercial transactions, i.e. transfer by way of gift among immediate relatives.
- c) The non-resident shall provide copy of an alternate valid document to ascertain identity as well as the non-resident status.
- d) Non-Resident Indian members are requested to inform Linkintime India Private Limited, Company's Registrar and Transfer Agent immediately on the change in the residential status on return to India for permanent settlement.

23. Electronic Payment Services

Investors should avail the Electronic Payment Services for payment of dividend as the same reduces risk attached to physical dividend warrants. Some of the advantages of payment through electronic credit services are as under:

- Avoidance of frequent visits to banks for depositing the physical instruments;
- Prompt credit to the bank account of the investor through electronic clearing;
- Fraudulent encashment of warrants is avoided;
- Exposure to delays / loss in postal service avoided; and
- As there can be no loss in transit of warrants, issue of duplicate warrants is avoided.

Printing of bank account numbers, names and addresses of bank branches on dividend warrants provide protection against fraudulent encashment of dividend warrants. Members are requested to provide the same to the Company's Registrar and Transfer Agent (RTA) for incorporation on their dividend warrants.

By order of the Board of Directors

Date: 13th August, 2024

Place: MUMBAI

Raktim Kumar Das
Whole Time Director
Din no.: 05115126

Bina Vasdev Advani
Independent Director
Din No. 08534761

The disclosures of the Compliance with Corporate Governance requirements specified in regulation 17 to 27 and regulation 46(2) of SEBI (Listing Obligations Disclosure Requirements) 2015.

Sr. No	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance Status (Yes/No/N.A.)
1.	Independent Director(s)	16(1)(b) & 25(6)	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	Yes
2.	Board of Directors	17(1)	Composition of Board	Yes
		17(2)	Meeting of Board of Directors	Yes
		17(3)	Review of Compliance Reports	Yes
		17(4)	Plans for orderly succession for appointments	Yes, as and when applicable
		17(5)	Code of Conduct	Yes
		17(6)	Fees / Compensation	Yes
		17(7)	Minimum Information to be placed before the Board	Yes
		17(8)	Compliance Certificate	Yes
		17(9)	Risk Assessment and Management	Yes
		17(10)	Performance Evaluation	Yes
		17(11)	Recommendation of the Board	Yes
3.	Maximum number of Directorship	17A	Directorship in listed entities	Yes
4.	Audit Committee	18(1)	Composition of Audit Committee & Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		18(2)	Meeting of Audit Committee	Yes
		18(3)	Role of the Committee and Review of information by the Committee	Yes
5.	Nomination and Remuneration Committee	19(1) & (2)	Composition of Nomination and Remuneration Committee	Yes
		19 (2A)	Quorum of Nomination and Remuneration Committee	Yes
		19(3)	Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		19 (3A)	Meeting of Nomination and Remuneration Committee	Yes
		19(4)	Role of the Committee	Yes
6.	Stakeholders Relationship Committee	20(1) & (2)	Composition of Stakeholder Relationship Committee	Yes
		20 (2A)	Quorum of Stakeholders Relationship Committee	Yes
		20 (3) & (3A)	Meeting of Stakeholders Relationship Committee	Yes
		20(4)	Role of the Committee	Yes
7.	Risk Management Committee	21(1), (2) & (3)	Composition of Risk Management Committee	NA (Since not in top 1000 listed Cos)
		21(3A)	Meeting of Risk Management Committee	NA (Since not in top 1000 listed Cos)
		21(4)	Role of the Committee	NA (Since not in top 1000 listed Cos)

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Sr. No	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance Status (Yes/No/N.A.)
8.	Vigil Mechanism	22	Formulation of Vigil Mechanism for Directors and Employees.	Yes
9.	Related Party Transactions.	23(1) (1A), (5), (6), (7)& (8)	Policy for Related Party Transactions.	Yes
		23(2)&(3)	Approval including prior or omnibus approval of Audit Committee for all Related Party Transactions and review of transactions by the Committee	Yes
		23(4)	Approval for Material Related Party Transactions.	NA (since none)
		23(9)	Disclosure of Related Party Transactions on consolidated basis	Yes
10.	Subsidiaries of the Company	24(1)	Composition of Board of Directors of Unlisted Material Subsidiary	NA (since none)
		24(2),(3),(4),(5) & (6)	Other Corporate Governance requirements with respect to Subsidiary including Material Subsidiary of listed entity	NA (No material subsidiary)
11.	Secretarial Compliance Report	24A	Secretarial Compliance Report	Yes
12.	Obligations with respect to Independent Directors	25(1)&(2)	Maximum Directorship & Tenure	Yes
		25(3)	Meeting of Independent Directors	Yes
		25(4)	Review of Performance by the Independent Directors	Yes
		25(7)	Familiarization of Independent Directors	Yes
		25 (8) & (9)	Declarations from Independent Directors	Yes
		25 (10)	D & O Insurance for Independent Directors	NA (since not in top 1000 listed Cos)
13.	Obligations with respect to Directors and Senior Management	26(1)&(2)	Memberships & Chairmanship in Committees	Yes
		26(3)	Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	Yes
		26(4)	Disclosure of Shareholding by Non- Executive Directors	Yes
		26(5)	Disclosures by Senior Management about potential conflicts of Interest	Yes
14.	Other Corporate Governance Requirements	27(1)	Compliance of Discretionary Requirements	Yes
		27(2)	Filing of Quarterly Compliance Report on Corporate Governance	Yes
15.	Disclosures on Website of the Company	46(2)(b)	Terms and conditions of appointment of Independent Directors	Yes
		46(2)(c)	Composition of various committees of Board of Directors	Yes
		46(2)(d)	Code of Conduct of Board of Directors and Senior Management Personnel	Yes
		46(2)(e)	Details of establishment of Vigil Mechanism / Whistle Blower policy	Yes
		46(2)(f)	Criteria of making payments to Non-Executive Directors	Yes
		46(2)(g)	Policy on dealing with Related Party Transactions	Yes
		46(2)(h)	Policy for determining Material Subsidiaries	Yes
		46(2)(i)	Details of familiarisation programmes imparted to Independent Directors	Yes

Certificate of Non –Disqualification of Directors

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

The Members of
Prag Bosimi Synthetics Limited, Guwahati

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Prag Bosimi Synthetics Limited having CIN No: L17124AS1987PLC002758 and having Registered Office at House No. 19, Ambikagiri Nagar, Milan Path, R. G. Barua Road, Guwahati-781024, Assam, India. (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 and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 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 other Statutory Authority

Sr. No.	Name of Director	DIN	Date of Appointment / Re-appointment	Date of Cessation
1.	Manvendra Pratap Singh	07708018	24/05/2022	Nil
2.	Raktim Kumar Das	05115126	30/06/2021	Nil
3.	Devang Hemantkumar Vyas	00076459	08/07/2015	Nil
4.	Girindra Mohan Das	00144978	20/11/2004	Nil
5.	Prasanta Bora	02744331	14/02/2018	Nil
6.	Sunita Anil Shah	09654534	10/08/2022	Nil
7.	Mukund Pradyumanrai Trivedi	07179964	14/08/2015	Nil
8.	Bina Vasdev Advani	08534761	14/08/2019	Nil

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my 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: Mumbai
Date: 13th August, 2024

For CS Amit Mundra
Practicing Company Secretary
Proprietor
FCS No. 7933, C.P. No. 16182
UDIN: F007933F000971390

PRACTISING COMPANY SECRETARY'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,

The Members of
Prag Bosimi Synthetics Limited
Guwahati

I have examined the compliance of conditions of Corporate Governance by Prag Bosimi Synthetics Limited ('the Company') for the year ended March 31, 2024, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations, 2015") as referred to in Regulations 15(2) of the SEBI Listing Regulations, 2015 for the period from April 01, 2023 to March 31, 2024.

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

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015 and the Guidelines on Corporate Governance issued by the Reserve Bank of India.

Based on our verification of the books, papers, minute books, forms and returns filed, MCA website and other records maintained by Prag Bosimi Synthetics Limited, having its Registered office at House No. 19, Ambikagiri Nagar, Milan Path, R.G.Barua Road, Guwahati-781024, Assam and also the information provided by the Company, its officers, agents and authorized representatives, we hereby report that during the Financial Year ended on March 31,2024, in our opinion ,none of the director on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of Company by the Board/Ministry of Corporate Affairs or any such Statutory authority.

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

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

Date: 13th August 2024
Place: Mumbai

For **CS Amit Mudra**
Practicing Company Secretary
Proprietor
FCS No. 7933, CP No. 16182
Udin No. F007933F000971379

DECLARATION OF THE CFO

We the undersigned, in our respective capacities as Chief Financial Officer of Prag Bosimi Synthetics Limited (“the Company”) to the best of our knowledge and belief certify that:

- a. We have reviewed financial statements for the year ended March 31, 2024 and that to the best of our knowledge and belief, we state that:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. We further state that to the best of our knowledge and belief, no transactions are entered into by the Company during the year, which are fraudulent, illegal or violative of the Company’s code of conduct.
- c. We are responsible for establishing and maintaining internal controls over financial reporting and that we have evaluated the effectiveness of internal control systems pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
 - i. Significant changes, if any, in internal control over financial reporting during the year;
 - ii. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over financial reporting.

This is to certify that the Company has laid down Code of Conduct for all Board Members and Senior Management of the Company and the copies of the same are uploaded on the website of the Company.

Place: Mumbai
Date: 28th May 2024

PRAKASAM RAGHAVAN
Chief Financial Officer
Pan No. AGCPR6345P

**ANNUAL CERTIFICATE UNDER REGULATION 26(3) OF THE SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with M/s. Prag Bosimi Synthetics Limited Code of Business Conduct and Ethics for the year ended March 31, 2024.

For Prag Bosimi Synthetics Limited

Place: Mumbai
Date: 28th May 2024

Raktim Kumar Das
Whole Time Director
Din No.: 05115126

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

TO

THE MEMBERS OF PRAG BOSIMI SYNTHETICS LIMITED

We have examined the compliance of conditions of Corporate Governance by Prag Bosimi Synthetics Limited, for the year ended March 31, 2024, as stipulated in Regulations 17 to 27, 46(2) (b) to (i) and para C, D and E of Schedule V of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations").

We state that the compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to our examination of relevant records and the explanations given to me, We certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 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 as applicable.

We further state that such compliance 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.

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

We state that no investor grievance is pending for period exceeding one month against the Company as per the records maintained by the R & T Agents/ Company.

For **Rama K. Gupta & Co.**
(Firm Registration No. 005005C)

Radha Kishan Agarwala
Partner
(Membership no. 061696)
Peer Review No.: 2844

Udin no.: 24061696BKCYCS7379

Place: Guwahati
Date: 28th May, 2024

Prag Bosimi Synthetics Limited

PRAG BOSIMI SYNTHETICS LIMITED

CIN: L17124AS1987PLC002758

House No. 19, Ambikagiri Nagar, Milan Path, R.G. Barua Road, Guwahati - 781024, Assam
el : +91 22 22660300/301, Email : secretarial@bosimi.com; Website : www.pragbosimi.com

Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., Phone no. and E-mail id in our records. We would also like to update your current signature records in our system to have better services in future.

To achieve this we solicit your co-operation in providing the following details to us:

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following:

Folio No.	:	
PAN No.	:	
E-mail ID :	:	
Telephone Nos. with STD Code :	:	+91
Name and Signatures	:	1.
		2.
		3.

Thanking you,

For **Prag Bosimi Synthetics Limited**

Madhu Dharewa

Company Secretary & Compliance Officer