

Date: 06<sup>th</sup> September 2020

To,  
The Deputy Manager,  
Manager - DCS  
BSE Limited P. J. Towers,  
Dalal Street, Fort,  
Mumbai — 400 001

Ref: **Scrip Code 500192**

Sub: **Submission of Notice of 28th Annual General Meeting to be held on 30th September, 2020**

Respected Sir or Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith Notice of the 28th Annual General Meeting of the Company scheduled to be held on Wednesday, September 30, 2020 at 3.00 PM through Video Conferencing (VC) /Other Audio Visual Means (OAVM).

The above is also available on the Company's website viz. [www.pragbosimi.com](http://www.pragbosimi.com)

This is for your information and record.

Thanking you,

Yours faithfully,

For **PRAG BOSIMI SYNTHETICS LIMITED**

  


**Madhu P. Dharewa**  
Company Secretary

## NOTICE

**Notice is hereby given that the 28th Annual General Meeting of Prag Bosimi Synthetics Limited will be held on Wednesday, the 30th day of September, 2020 at 3.00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following businesses as:**

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements including the consolidated financial statements of the Company for the financial year ended 31st March, 2020 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, office of executive directors and the non-executive & non independent chairman are subject to retirement by rotation. Mr. Devang Vyas, who was appointed on May 15, 2015, 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.

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. **Re-appointment of Shri Girindra Mohan Das (DIN 00144978) 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 5<sup>th</sup> 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 Mr. Girindra Mohan Das (DIN: 00144978) as a Non-Executive Independent Director of the Company whose current period of office is expired on 19<sup>th</sup> March, 2020 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, to hold office for Five (5) consecutive years on the Board of the Company for a term w.e.f. 19th March, 2020 upto 18th March, 2025.

“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.”

4. **Re-appointment of Shri Mukund Trivedi (DIN 07179964) 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 31<sup>st</sup> July 2020 and pursuant to the provisions of , Sections 149,150,152 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 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 Mr. Mukund Trivedi (DIN: 07179964) as a Non-Executive Independent Director of the Company whose current period of office expired on 14<sup>th</sup> August, 2020 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, to hold office for Five (5) consecutive years on the Board of the Company for a term w.e.f. 14th August, 2020 upto 13th August, 2025.

“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

# Prag Bosimi Synthetics Limited

may be considered necessary, desirable or expedient to give effect to this Resolution.”

## 5. Re-appointment of Mr. Hemant Bhanushankar Vyas as Managing Director of the Company.

To consider the re-appointment of Shri Hemant B. Vyas (DIN: 00076289) as the Managing Director of the Company and in this regard to consider and if thought fit, to pass the following Resolution as special resolution with or without modification:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as recommended by the N & R Committee subject to the approval of the shareholders of the Company approval of the Board of Directors be and is hereby accorded to the re-appointment of Shri Hemant B. Vyas (DIN: 00076289) who is above the age of seventy years as the Managing Director of the Company with effect from 28-05-2020 for a period of five years, with remuneration for the period of three years as mentioned below, and shall not be subject to retirement by rotation, so long as Shri Hemant B. Vyas (DIN: 00076289) functions as the Managing Director of the Company.

The existing Terms & Conditions of Appointment of Managing Director which will remain same and are reproduced below for the approval of Board and shareholders:

- a) Period of Employment : 28.05.2020 to 27.05.2025
- b) Basic Salary : ₹ 31,250/-p.m.  
In addition to salary, the Managing Director will be to following perquisites and allowances
- c) Provision of Housing Accommodation or House Rent Allowance in lieu thereof:18,750p.m.
- d) Reimbursement of electricity charges, gas bills : 35% of Basic Salary
- e) Reimbursement of Medical Expenses/ Medical Insurance for Managing Director & his family: ₹ 4165/-p.m.
- f) Leave Travel Allowance for Managing Director and his family: Upto 1 month Basic salary p.a.
- g) Accident Insurance Premium: Premium upto ₹ 5,000/-p.a.
- h) Club Fees: Annual Subscription for upto two clubs. Life Membership fees excluded.
- i) Entertainment Expenses : For Company’s Guests or at actuals  
For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per

Income Tax Rules, wherever applicable. In absence of any such rules, perquisites and allowances shall be evaluated at actual costs to the Company.

Provision of Company’s car with Driver for official duties and telephone at residence shall not be included in computation of perquisites and allowances for the purpose of calculating the above ceiling.

- j) Gratuity: 15 days salary for every completed year of service after completion of five years’ continuous service.
- k) Earned Leave: leave to be cashed at the end of the tenure

Where in any financial year, during the currency of the tenure of the Managing 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. Hemant B. Vyas in accordance with Schedule V of the Act or any amendments made hereafter in this regard.

None of the directors other than Mr. Devang Vyas is interested.

### Note:

The Company’s Statutory Auditor, M/s. M. H. Dalal & Associates, Chartered Accountants, Mumbai (FRN–109049/112449W) and M/s. A M D & Associates, Chartered Accountants (Registration No. 318191E) appointed as the Joint Auditors of the Company for a period of five consecutive years at the 25<sup>th</sup>AGM of the Company held on 28<sup>th</sup>September2017 on remuneration to be determined by the Board of Directors.

Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017, which came into effect from 7<sup>th</sup> May 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditor has been withdrawn from the Statute.

In view of the above, ratification of the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and have not been disqualified in any manner from continuing as Statutory Auditor. The remuneration payable to the Statutory Auditor shall be determined by the Board of Directors based on the recommendation of the AuditCommittee.

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

**Madhu P. Dharewa**  
Company Secretary & Compliance Officer

Date: 2<sup>nd</sup> September, 2020  
Place: MUMBAI

**NOTES FOR MEMBERS' ATTENTION**

- (1) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 collectively (referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ( "Act") SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/ OAVM.
- (2) Normally-PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Since this AGM is being held pursuant to MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for the appointment of proxies by the Members will not be available for the AGM and hence the proxy Form and attendance Slip are not annexed to the Notice.
- (3) 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/authentication etc. authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the scrutinizer by email through its registered email address to [secretarial@bosimi.com](mailto:secretarial@bosimi.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (4) The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of item Nos. 3 to 5 of the Notice set out above, is hereto annexed.
- (5) The Registers of Members and Transfer Books of the Company in respect of the Equity Shares of the Company will remain closed from Wednesday, the 23<sup>rd</sup> September, 2020 to Wednesday, the 30<sup>th</sup> September, 2020, both days inclusive.
- (6) 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](http://www.mca.gov.in).
- (7) Members are requested to send all their documents and communications pertaining to shares to Sharex 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 – 4918 6000, Fax No. 022 – 4918 6060 for both physical and Demat segments of Equity Shares. For Shareholders queries – Telephone No. 022 - 4918 6270 Email ID – [support@vsnl.com](mailto:support@vsnl.com).
- (8) 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 Sharex India Private Limited for their doing the needful.
- (9) 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.
- (10) 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.
- (11) In compliance with the aforesaid MCA circulars and SEBI circular dated 12th May, 2020 notice of the AGM along with Annual Report 2019-20 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 2019-20 will also be available on the Company's website [www.pragbosimi.com](http://www.pragbosimi.com), websites of the stock exchanges i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (12) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- (13) 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 Sharex in case the shares are held by them in physical form.
- (14) 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.
- (15) 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 23<sup>rd</sup> September 2020 through

# Prag Bosimi Synthetics Limited

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email on [secretarial@bosimi.com](mailto:secretarial@bosimi.com). The same will be replied by the Company suitably.

- (16) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- (17) 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.
- (18) Instructions for Attending the AGM and e-voting are as follows:

## A. Voting through Electronic means-

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide to the members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM), by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (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 Sunday, the 27<sup>th</sup> September, 2020 (9:00 am IST) and ends on Tuesday the 29<sup>th</sup> September, 2020 (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 Friday, the 28<sup>th</sup> August 2020, 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. The process and manner for remote e-voting are as under: The way to vote electronically on the NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below: 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 mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under the 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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 EVEN is 101456 and folio number is 001\*\*\* then user ID is 101456001\*\*\*
5. Your password details are given below: a) If you are already registered for e-Voting, then you can use your existing password to log in 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 by NSDL. 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 by 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) In case you have not registered your email address with the Company/ Depository, please follow the instructions mentioned below in this notice.
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](https://www.evoting.nsdl.com/). b) Click on "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. 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 checkbox.
8. Now, you will have to click on the "Login" button.
9. After you click on the "Login" button, the Home page of e-Voting will open. DETAILS ON STEP 2 ARE GIVEN BELOW: How to cast your vote electronically on NSDL e-Voting system? 1. After a successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles. 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status. 3. Select "EVEN" of the company for which you wish to cast your vote. 4. Now you are ready for e-Voting as the Voting page opens. 5. 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.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### 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 gbgagrani@gmail.com with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll-free no.: 1800-222-990

or send a request at [evoting@nsdl.co.in](mailto: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](mailto:evoting@nsdl.co.in)/ [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in). Tel: 91 22 2499 4545/ 1800- 222-990 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 Tuesday, 18th August, 2020.
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, 28th August, 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [evoting@sharexindia.com](mailto: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) Practising Company Secretary 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.

#### **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.instavc.com/broadcast/8ce75b40-edd9-11ea-8505-cbb8ff49ddb5> by entering their name and email-id for Company's AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on 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 advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@bosimi.com](mailto: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](mailto: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.

**C. INSTRUCTIONS FOR SHAREHOLDERS FOR E-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.

**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](mailto:secretarial@bosimi.com), atleast 7 days prior to the date of AGM i.e. on or before 5.00 p.m.(IST) on Wednesday, September 23, 2020. 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](mailto:secretarial@bosimi.com) before 3.00 p.m. (IST) on or before Wednesday, September 23, 2020. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM..

19. 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.
20. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.pragbosimi.com](http://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.

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	Hemant B. Vyas	Shri Devang H. Vyas	Shri. Mukund P. Trivedi	Shri Girindra Mohan Das
Din No.	00076289	00076459	00424996	00144978
Date of Birth	11 <sup>th</sup> November 1941	12 <sup>th</sup> May, 1969	8 <sup>th</sup> April 1955	1 <sup>st</sup> January 1947
Date of appointment	29 <sup>th</sup> June 1993	15 <sup>th</sup> May, 2014	14 <sup>th</sup> August 2015	20 <sup>th</sup> November 2004
Qualification	Graduation	B. Chem Engineer, MIE, M.B.A.	Graduation	Graduation
Expertise in specific functional area	Shri Hemant B. Vyas possesses over 50 years of experience in textile industry	Management, Administration and Finance in Yarn industry and financial industry	Business	He is an Engineer and worked as an Senior General Manager and Expert in distribution, transmission and generation of Power and worked in APDCL.
List of Outside Directorships held	Nil	Nil	Nil	Nil
Chairman or members of the Committee of the Board of Directors of other Companies*	Nil	Nil	Nil	Nil
Number of shares in the Company	8,79,749	1,13,860	3000	0
Details of Remuneration	As mentioned in the resolution	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	Mr. Hemant B. Vyas is the father of Mr. Devang H. Vyas (Non- Executive Director)	Mr. Devang Vyas is the son of Mr. Hemant B Vyas (Managing Director)	NA	NA
Number of Meetings of the Board attended during the year	4	4	4	2

\*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.



# Prag Bosimi Synthetics Limited

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## **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**

Shri Girindra Mohan Das was appointed in the Board meeting held on 5th February 2020. 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 Shri. G.M. Das be regularized for the second term of five years.

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 been 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.

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.

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. 3 of the Notice.

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

### **ITEM NO. 4**

Shri Mukund Trivedi was appointed in the Board meeting held on 31<sup>st</sup> July 2020. 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 Shri Mukund Trivedi as be regularized for the second term of five years.

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 been 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 Shri Mukund Trivedi shall be effective upon approval by the members in the Meeting.

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.

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.

The provisions of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 notified on 09th May, 2018 mandates approval of the shareholders for continuation of directorship of Non-Executive Director(s) who have attained the age of 75 or will attain the age of 75 as on April 1, 2019. Accordingly, a person who is a non-executive Director of the Company and has attained the age of Seventy-five years can continue directorship in the said listed company as a non-executive director only after the concerned listed company has taken the approval of its shareholders by way of a special resolution. Since, all the Directors proposed for re-appointment will be completing 75 years in the period for which they are proposed to be appointed their directorship can continue from April 1, 2019 only if the Company obtains the approval of its Members by way of a special resolution. The Board, based on the performance evaluation of Independent Directors considers that, given their background, experience and contributions made by them during their tenure, the continued association of the aforesaid Independent Directors would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint them as Independent Directors of the Company not liable to retire by rotation and to hold office for a Second Term of Five

(5) consecutive years for a term on the Board of the Company.

6. Shri Hemant B. Vyas was re-appointed as a Managing Director w. e. f 28th May 2020 for a period of 5 years, His term of employment expired on 27th May 2020. Since the Board is of the view that it is in the interest of the Company to renew the contract with Shri Hemant B. Vyas the Board constituted a committee to recommend remuneration for Shri Hemant B. Vyas The Remuneration Committee comprised of the following directors. Shri G. M. Das, Shri Mukund Trivedi, and Shri Rohit Doshi. The Committee recommended that Shri Hemant B.Vyas, Managing Director be paid as per the present terms for the time being as set out in the body of the resolution, which the Board has agreed to offer, vide Board Resolution Dated 26th May 2020. Keeping the present situation in view, Shri Hemant B. Vyas, Managing Director of the Company, has kindly agreed to continue as Managing Director of the Company with the present salary for the time-being without any increase. The proposed remuneration is very much lower than the maximum permissible to a managerial person under Schedule V for a Company with effective capital of upto ₹ 100 crores. The said remuneration is also much less than what is paid in the industry to the persons shouldering similar responsibilities. Section 196(3) of the Act, inter alia, provides that no company shall continue the employment of a person who has attained the age of seventy years, as managing director, whole-time

director or manager unless it is approved by the members by passing a special resolution. Part I of Schedule V to the Act contains a similar relaxation. Shri Hemant B. Vyas who was appointed as managing director by members has attained age of seventy years and hence continuation of his employment as Managing director requires the approval of members by a special resolution. Shri Hemant B. Vyas is a B.Com of Mumbai University. He possesses over 50 years of experience in textile industry. Shri Hemant B. Vyas is a promoter of the Company. Shri Hemant B. Vyas has rendered invaluable services for completing the project of the company. In view of above, your Directors recommend the Resolution for your approval.

None of the Directors other than Shri Hemant B. Vyas and Shri Devang H. Vyas, Director (Son of Shri Hemant B. Vyas) is in any way concerned or interested in the resolution as set out at item No. 5 of the Notice.

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

Date: 2<sup>nd</sup> September, 2020  
Place: MUMBAI

**Madhu P. Dharewa**  
Company Secretary &  
Compliance Officer

## 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 to raise 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 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

Madhu Dharewa

Company Secretary & Compliance Officer

Encl.: KYC Form

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### 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 a request to the Registrar and Transfer Agents of the Company, Sharex Registry (India) Private Limited at support@sharexindia.com 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"><li>• Following additional details need to be provided in case of updating Bank Account Details:</li><li>• Name and Branch Address of the Bank</li><li>• Bank Account Number and Type</li><li>• 9 digit MICR Code Number; and</li><li>• 11 digit IFSC Code</li><li>• A scanned copy of the cancelled cheque bearing the name of the first shareholder.</li></ul>
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>

**KYC FORM****(Only for physical shareholding)****To,****The Secretarial Department**

PRAG BOSIMI SYNTHETICS LIMITED

R-79/83, Laxmi Insurance Building, Sir P.M. Road,

Fort, Mumbai - 400 001

Date \_\_\_\_ / \_\_\_\_ / \_\_\_\_

Folio No. \_\_\_\_\_

No. of Shares \_\_\_\_\_

Dear Sir/ Madam,

We wish to update the KYC and in this matter are forwarding herewith the required supporting documents by ticking in the appropriate check box below:

**A. For registering PAN of the registered and/or joint shareholders (as applicable)**
 Registered shareholder       Joint holder 1       Joint holder 2       Joint holder 3

Please attach self-attested legible copy of PAN card (exempted for Sikkim Shareholders).

**B. For registering Bank details of the registered shareholder****1. In cases where in the original cancelled cheque leaf has the shareholder's name printed**
 Aadhar/Passport/utility bill       Original cancelled cheque leaf
**2. In cases where in the original cancelled cheque leaf has the shareholder's name printed on it**
 Aadhar/Passport/Utility bill       Original cancelled cheque leaf       Bank Passbook/ Bank Stmt

Please note that Bank passbook/Bank Statement should be duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal &amp; address stamp, phone no. and date of attestation.

**C. For updating the Specimen Signature of the registered and/or joint shareholders****1. In cases where in the original cancelled cheque leaf has the shareholder's name printed**
 Affidavit       Banker verification       Original cancelled cheque leaf
**2. In cases where in cancelled cheque leaf does NOT contain the share holder's name printed on it**
 Affidavit       Banker verification       Original cancelled cheque leaf       Bank Passbook/ Stmt.

Please note that Bank passbook/Bank Statement should be duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal &amp; address stamp, phone no. and date of attestation.

**D. For Updating the e mail id for the purpose of receiving all communications in electronic mode****E. For updating the Mobile No**

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I/We hereby state that the above mentioned Details are true and correct and we consent towards updating the particulars based on the self-attested copies of the documents enclosed with this letter by affixing my/our signature(s) to it

Sign: \_\_\_\_\_ Sign: \_\_\_\_\_ Sign: \_\_\_\_\_ Sign: \_\_\_\_\_

Registered holder

Jointholder 1

Jointholder 2

Jointholder 3

TEAR HERE