

NOTICE

Notice is hereby given that the 31st Annual General Meeting of Prag Bosimi Synthetics Limited will be held on Thursday, the 7th day of September, 2023 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, 2023 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 an 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 ₹ 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. APPROVAL FOR ISSUE OF OPTIONALLY CUMULATIVE CONVERTIBLE DEBENTURES BY CONVERSION:

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

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and 71 of the Companies Act, 2013 read with the corresponding rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof), the Memorandum and Articles of Association of the Company and any other laws for the time being in force as may be applicable to the Company, if any, and subject to the approval of the Members of the Company, consent of the Board of Directors be and is hereby accorded to offer, issue, and allot 52,00,000 6% Optionally Cumulative Convertible Debentures of face value ₹100/- (Rupees One Hundred Only) each aggregating to ₹ 52,00,00,000/- (Rupees Fifty Two Crores Only) for the period of 5 years to the respective Unsecured loan providers (Associates Companies of Private Promoter) on Preferential Allotment basis, by converting the unsecured loans given by them on such terms and conditions and in such manner as decided by the Allotment Committee without creating any charge upon the assets of the Company.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized on behalf of the Company to sign and dispatch the Offer Letter for Preferential allotment and the application form, to such person(s) as identified by the Board and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such, offer(s), issue(s), allocation(s) or allotment(s) (including to amend or modify any of the terms of such creation, offer, issue, allocation or allotment) and to give such declarations as may be necessary under the applicable laws as a part of the above mentioned documents or otherwise."

5. APPROVAL FOR AVAILING LOAN(S) CONVERTIBLE INTO SECURITIES:

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

“RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and subject to all such approvals, permissions or sanctions as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approvals, permissions or sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board in respect of the total financial assistance, including additional unsecured loans, to be availed from Financial Institutions/Banks/any Bodies Corporate/Directors (hereinafter collectively referred to as the “Lenders”) from time to time (“Facilities”), subject to an overall limit of 250,00,00,000/- (Rupees Two Hundred and Fifty Crores), at such rate of interest as the board may determine (subject to a maximum ceiling of SBI PLR+6%), such that in the event of request by the Company for restructuring the facilities under the lending arrangements as may be executed between the Lenders and the Company or upon exercise of an option provided/agreed under the lending arrangements, Lenders, may be able to convert the total outstanding facilities or part thereof, into Debentures, Preference shares, Equity shares or such securities as deemed fit in the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined at the time of such conversion.

“RESOLVED FURTHER THAT either upon the acceptance of the option provided by the Company to the Lenders to convert Facilities into Debentures, Preference shares, Equity shares or such securities of the Company or on receipt of notice from the Lenders exercising the option of conversion of Facilities into Debentures, Preference shares, Equity shares or such securities as deemed fit in terms of the lending arrangements, for the conversion of Facilities (or part thereof), the Board be and is hereby authorised to do all such acts, deeds and things as the Board may think necessary and shall allot and issue requisite number of fully paid-up Debentures, Preference shares, Equity shares or such securities in the Company to such Lenders.”

“RESOLVED FURTHER THAT the Debentures, Preference shares, Equity shares or such other Securities to be allotted and issued to such Lenders, either pursuant to the request forwarded by the Company for conversion of the existing Facilities (either in full or in part) or upon the right of conversion exercised by the Lenders, shall rank pari passu in all respects with the then existing Debentures, Preference shares, Equity shares or such securities as deemed fit in the Company and be listed on the stock exchange(s) where the existing securities of the Company are listed if any.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, execute all such documents, instruments and writings and give such directions as may be deemed necessary or expedient, to give effect to this resolution.”

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

Date: 27th July, 2023
Place: MUMBAI

Madhu P. Dharewa
Company Secretary & Compliance Officer

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circular No. 20/2020 dated May 05, 2020, read with other relevant circulars on the subject, including General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM). In compliance with the above, 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. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, 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. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
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 with a copy marked to evoting@nsdl.co.in.
4. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of item Nos. 3 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 Thursday, the 31st August, 2023 to Thursday, the 07th September, 2023, 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.
7. 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, FaxNo.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.
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 Linkintime 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 SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Notice of the AGM along with the Annual Report for F.Y. 2022-23 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 2022-23 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.
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

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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.

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 7th September 2023 through email on 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. 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 4th September, 2023 (9:00 am IST) and ends on Wednesday the 6th September, 2023 (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 31st August 2023, 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.	1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.

	<ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="762 633 1299 949" style="border: 1px solid black; padding: 10px; text-align: center;"> <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>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login 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. 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. 3. <u>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.</u> 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
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p>

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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.nsd.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsd.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.

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 csamitundra@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.nsd.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.: 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. Contact No.: 022 - 4886 7000 and 022 - 2499 7000. 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, 31st August, 2023.
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, 11th August, 2023, 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.

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 August 27th , 2023 to Wednesday, 30th August 2023 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 ASUNDER:

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 August 27th , 2023 to Wednesday, 30th August 2023. 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, August 30th, 2023. 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 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	Shri Devang H. Vyas
Din No.	00076459
Date of Birth	12 th May, 1969
Date of appointment	15 th May, 2014
Qualification	B. Chem Engineer, MIE, M.B.A. (Stanford University, U.S.A)
Expertise in specific functional area	Management, Administration and Finance in Yarn industry, financial industry, management consultancy, project management and sourcing.
List of Outside Directorships held	1
Chairman or members of the Committee of the Board of Directors of other Companies*	Nil
Number of shares in the Company	1,13,860
Details of Remuneration	Nil (Only sitting fees for attending Board/ Committee meetings)
Inter se Relationship with other Directors & KMP	No personal relationship with any Director
Number of Meetings of the Board attended during the year	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.

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 2022-2023. 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 ₹	Terms
Loans from Private Promoter	30.97 Crs.	At an interest rate of 4%*.

*However no interest has been charged/paid till F.Y. 2022-2023.

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 has borrowings in the form of unsecured loan from Markets (arranged by Promoters), Associate Companies of Private Promoter, and from Promoters themselves which are specifically not considered as deposits. After the demise of the founder Promoter Late Mr. Hemant B. Vyas, Unsecured loans were requested to be returned by his successors. As the financial position of the company did not permit such return the board, in order to protect interest of its stakeholders including creditors and lenders of the company discussed and negotiated and so intends to issue Optionally Cumulative Convertible Debentures against such block (Associate Companies of Private Promoter) of loans and borrowings made by the company to such entities as below without creating any charge upon the assets of the company.

The Entities (Associates of Private Promoter) whom the Optionally Cumulative Convertible Debentures will be issued are

Sl. No.	Promoters - Creditors	Amount of Loan made by the co. (₹)	Number of Debentures issued
1.	Ayodhya Vintrade Pvt. Ltd.	8,00,00,000	8,00,000
2.	Gateway Advisors Pvt. Ltd.	98,00,000	98,000
3.	Gateway Commo sales Pvt. Ltd.	32,00,000	32,000
4.	Interlink Suppliers Pvt. Ltd.	42,70,00,000	42,70,000
	Total	52,00,00,000	52,00,000

Prag Bosimi Synthetics Limited

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.

None of Directors, KMPs of the Company and their relatives are, in any way, concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

- 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;
- iii. Relatives: Only to the extent of their shareholdings

Item No. 5.

To meet funding requirements towards proposed operational expenditures of the Company and for general corporate purposes, the Company is proposing to avail additional financial assistance from time to time as per requirement to the tune of upto Rs. 100,00,00,000 (Rupees One Hundred Crores only) subject to an overall limit of 250,00,00,000/- (Rupees Two Hundred and Fifty Crores) by way of Rupee Term Loans, unsecured loans, Corporate Loans etc. ("Facilities"), from various Lenders i.e. Bank(s) / Financial Institution(s)/ any Bodies Corporate/Directors. The Company may initiate discussions with Lenders as and when required for availing such Facilities upon such terms and conditions stipulated by them and on approval by the Board and specifically set out under the lending arrangement to be executed by and between the Company and the Lenders.

The said facilities may be converted into Debentures, Preference shares, Equity Shares or such securities of the Company, if the terms so stipulate, upon happening of any of the following events:

- a. Request forwarded by the Company requesting the Lenders to convert their existing loan into the Debentures, Preference shares, Equity Shares or such other securities in the Company; or
- b. Upon exercise of an option to convert whole or part of the outstanding Facilities into fully paid up Debentures, Preference shares, Equity Shares or such other securities of the Company.

The Debentures, Preference shares, Equity Shares or such securities to be allotted upon conversion of the Loan shall be done at a price to be determined at the time of such conversion.

In terms of the provisions of the Section 62(3) and other applicable provisions of the Companies Act, 2013, an increase in the subscribed capital of a Company caused by the exercise of an option as a term attached to the loan/future loan raised by the Company to convert such loans into shares or securities in the company, can only be done, if the terms of issue of loan containing an option to convert such loans into Debentures, Preference shares, Equity Shares or such securities in the company, have been approved before the raising of loan by a special resolution passed by the Company in general meeting.

Accordingly, approval of the members of the Company is being sought under Section 62(3) of the Companies Act, 2013 to authorize the Lenders to convert their outstanding Facilities into Debentures, Preference shares, Equity Shares or such other securities in the Company.

Accordingly, the Board recommends the resolution as set out in Item No. 05 above for approval of the members of the Company as a special resolution.

None of the Directors, KMPs of the Company and their relatives are, in any way, concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

The nature of concern or interest, financial or otherwise, if any, in respect of power to borrow monies and/or mortgage properties (moveable/immovable):

- 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;
- iii. Relatives: Only to the extent of their shareholdings

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

Date: 27th July, 2023
Place: MUMBAI

Madhu P. Dharewa
Company Secretary & Compliance Officer