

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting of the Members of Prakash Industries Limited will be held on Monday, the 28th September, 2020 at 12.30 p.m. at the Registered Office of the Company at 15 Km. Stone, Delhi Road, Hissar-125044 (Haryana) to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2020, Profit and Loss Account and Cash Flow Statement for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri P. L. Gupta (DIN: 00048868), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **Approval for appointment of Shri Sunil Kumar (DIN:08047482) as Independent and Non-executive Director**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Shri Sunil Kumar (DIN:08047482), an Additional Director of the Company, holding office upto this Annual General Meeting, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 4th February, 2020 to 3rd February, 2025."

4. **Approval for re-appointment of Shri Ved Prakash Agarwal (DIN:00048907) as Chairman of the Company**

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

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and as per the provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded for the re-appointment of Shri Ved Prakash Agarwal (DIN : 00048907) as Chairman of the Company for a period of three years with effect from 1st April, 2020 to 31st March, 2023 subject to approval of Central Government and other appropriate authorities, if required, on the following terms and conditions:

- 1) Salary : ₹.52,00,000 p.m.
(in the grade of ₹.52,00,000 - 2,00,000 - 56,00,000)

- 2) Perquisites : In addition to the afore said salary, the following perquisites would be allowed:

The following perquisites shall not be included in the computation of the ceiling on remuneration specified above:

- i) Gratuity - In accordance with the provisions of Payment of Gratuity Act but shall not exceed half month's salary for each completed year of service.
- ii) Leave on full pay and allowances as per rules of the Company. Leave accumulated but not availed may be allowed to be encashed as per rules of the Company.
- iii) Free use of Company's Car with driver for Company's business.
- iv) Free mobile and telephone facility.
- v) Reimbursement of all entertainment and travelling expenses actually incurred by the Chairman for the business of the Company.

No sitting fee is to be paid for attending the meetings of Board of Directors or Committees thereof.

Provided that the total remuneration shall not exceed 5% of the net profit of the Company and if there is more than one Director, remuneration shall not exceed 10% of the net profit to all such Directors and Manager taken together.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to accept any modification(s) in the terms and conditions of the appointment in such manner as may be suggested by shareholders / authority and acceptable to Shri Ved Prakash Agarwal.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove, where in any financial year, the Company has no profits or its profits are inadequate, the remuneration as decided by the Board from time to time pursuant to the provisions of Schedule V of the Companies Act, 2013 as amended from time to time shall be paid to Shri Ved Prakash Agarwal, Chairman as minimum remuneration with the approval of the Central Government, if required, for the period from 1st April, 2020 to 31st March, 2023.

RESOLVED FURTHER THAT Shri P.L. Gupta, Whole-time Director and Shri Ashwini Kumar, Company Secretary of the Company be and are hereby severally authorised for obtaining necessary approvals - statutory, contractual or otherwise and to do all such acts, deeds, matters and things as are incidental thereto or as may be deemed necessary or desirable and settle any question or difficulty that may arise, in such manner as they may deem fit in order to give effect to the above resolution."

5. **Approval of waiver of recovery of excess managerial remuneration paid to Shri Ved Prakash Agarwal (DIN: 00048907), Chairman of the Company for the financial year 2019-20**

To consider and thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

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"RESOLVED THAT pursuant to Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Schedule V to the Act (as amended by the Ministry of Corporate Affairs vide its notification No. S.O. 4822(E) and S.O. 4823(E) dated 12th September, 2018), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to other regulatory approval(s), if any, and in furtherance of the approval of the members of the Company accorded by passing the Special Resolution in the 36th Annual General Meeting held on 25th July, 2017 and pursuant to the recommendations of Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members be and is hereby accorded to ratify the payment of the remuneration and confirm the waiver of the recovery of excess remuneration, paid, over and above the limits prescribed under the provisions of the Act, to Shri Ved Prakash Agarwal (DIN: 00048907), Chairman of the Company during the financial year ended 31st March, 2020, on the terms and conditions as approved by the members of the Company by way of Special Resolution in the 36th Annual General Meeting and details thereof mentioned in explanatory statement;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or desirable to give the effect to this resolution in this regard.

RESOLVED FURTHER THAT Shri P.L. Gupta, Whole-time Director and Shri Ashwini Kumar, Company Secretary of the Company, be and are hereby severally authorized for obtaining necessary approvals and do all such acts, deeds, matters and things as are incidental thereto or as may be deemed necessary or desirable and settle any question or difficulty that may arise, in such manner as they may deem fit in order to give effect to the aforesaid resolution."

6. Approval of waiver of recovery of excess managerial remuneration paid to Shri Vikram Agarwal (DIN: 00054125), Managing Director of the Company for the financial year 2019-20

To consider and thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Schedule V to the Act (as amended by the Ministry of Corporate Affairs vide its notification No. S.O. 4822(E) and S.O. 4823(E) dated 12th September, 2018), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to other regulatory approval(s), if any, and in furtherance of the approval of the members of the Company accorded by passing the Special Resolution in the 37th Annual General Meeting held on 28th July, 2018 and pursuant to the recommendations of Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members be and is hereby accorded to ratify the payment of the remuneration and confirm the waiver of the recovery of excess remuneration, paid, over and above the limits prescribed under the provisions of the Act, to Shri Vikram Agarwal (DIN: 00054125), Managing Director of the Company during the financial year ended 31st March, 2020, on the terms and conditions as approved by the members of the Company by way of Special Resolution in the 37th Annual General Meeting and details thereof mentioned in explanatory statement;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or desirable to give the effect to this resolution in this regard.

RESOLVED FURTHER THAT Shri P.L. Gupta, Whole-time Director and Shri Ashwini Kumar, Company Secretary of the Company, be and are hereby severally authorized for obtaining necessary approvals and do all such acts, deeds, matters and things as are incidental thereto or as may be deemed necessary or desirable and settle any question or difficulty that may arise, in such manner as they may deem fit in order to give effect to the aforesaid resolution."

7 Approval of waiver of recovery of excess managerial remuneration paid to Shri Kanha Agarwal (DIN: 06885529), Joint Managing Director of the Company for the financial year 2019-20

To consider and thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Schedule V to the Act (as amended by the Ministry of Corporate Affairs vide its notification No. S.O. 4822(E) and S.O. 4823(E) dated 12th September, 2018), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to other regulatory approval(s), if any, and in furtherance of the approval of the members of the Company accorded by passing the Special Resolution in the Extra Ordinary General Meeting (EGM) held on 7th September, 2019 and pursuant to the recommendations of Nomination and Remuneration Committee and Board

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of Directors of the Company, the approval of the members be and is hereby accorded to ratify the payment of the remuneration and confirm the waiver of the recovery of excess remuneration, paid, over and above the limits prescribed under the provisions of the Act, to Shri Kanha Agarwal (DIN: 06885529), Joint Managing Director of the Company during the financial year ended 31st March, 2020, on the terms and conditions as approved by the members of the Company by way of Special Resolution in the EGM and details thereof mentioned in explanatory statement;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or desirable to give the effect to this resolution in this regard.

RESOLVED FURTHER THAT Shri P.L. Gupta, Whole-time Director and Shri Ashwini Kumar, Company Secretary of the Company, be and are hereby severally authorized for obtaining necessary approvals and do all such acts, deeds, matters and things as are incidental thereto or as may be deemed necessary or desirable and settle any question or difficulty that may arise, in such manner as they may deem fit in order to give effect to the aforesaid resolution."

8. To ratify the remuneration of Cost Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the remuneration payable to M/s Rakshit & Associates (FRN 101951), Cost Accountants, the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2020-21 amounting to ₹ 1,50,000/ (Rupees One Lakh Fifty Thousand Only) apart from reimbursement of actual expenses to be incurred by them in connection with conducting the audit of cost records of the Company, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board
For Prakash Industries Limited

Registered Office:

15 Km. Stone,
Delhi Road,
Hissar – 125044 (Haryana)

Dated : 27th June, 2020

CIN : L27109HR1980PLC010724

Ashwini Kumar
Company Secretary

NOTES:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's Registered / Corporate Office not less than 48 hours before commencement of the meeting. A proxy form for the AGM is enclosed.
4. Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 a person shall not act as proxy for more than fifty (50) members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the meeting to the Company.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. Register of Members and Share Transfer Books will remain closed from 23rd September, 2020 to 25th September, 2020 (both days inclusive).
8. i) Members are requested to quote their folio, DP and client ID No. in all correspondence with the Company.
ii) If there is any change in the postal address / email ID, members may update their new address or email ID with their respective DP in case of holding shares in demat form and if holding shares in physical form they should write to the Company.
iii) Members holding shares in physical form and desirous of making nomination in respect of their shareholding in the Company may send Form SH-13 for the purpose which is available at the Corporate Office of the Company or may be downloaded from the Company's website www.prakash.com.

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iv) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities Market. Members holding shares in demat form are requested to update their PAN details with their respective DPs and those holding shares in physical form may send self attested copy of PAN card to the Company.

9. As per rules regarding unpaid / unclaimed dividend prescribed by MCA, Company has already given the details of unpaid/ unclaimed dividend for the financial year 2012-13 and 2013-14 on the website of Investor Education and Protection Fund (IEPF) viz. www.iepf.gov.in. Investors can also check their unpaid / unclaimed dividend details from the above said website.

Members who have not received / encashed their dividend warrants for the financial year 2012-13, 2013-14 and 2018-19 may please write to Shri Ashwini Kumar, Company Secretary and Compliance Officer, at the Company's Corporate Office for claiming the said dividends. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.

Also pursuant to the provisions of the recently notified Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more, shall also be transferred to the Investor Education and Protection Fund (IEPF).

Form for providing bank details is available on the Company's website www.prakash.com and also annexed with the Annual Report

10. Transfer of Unpaid / Unclaimed Amounts and Shares to Investor Education and Protection Fund

During the year under review, the Company has credited ₹ 7.75 Lakhs to the Investor Education and Protection Fund (IEPF) and also credited 90,889 equity shares of ₹ 10/- each to the IEPF Authority, in respect of which dividend had not been paid or claimed by the members for seven consecutive years or more as on the cut-off date pursuant to the provisions of the Companies Act, 2013. The Company has initiated necessary action for transfer of shares in respect of which dividend has not been paid or claimed by the members consecutively since 2012-13.

The Company has uploaded on its website the details of unpaid and unclaimed amounts lying with the Company as on date of last Annual General Meeting i.e. 28th September, 2019 and details of shares transferred to IEPF during the financial year 2019-20. The aforesaid details are put on the Company's website and can be accessed at <https://prakash.com/unclaimed-dividend/>.

The Company has also uploaded these details on the website of the IEPF Authority viz. www.iepf.gov.in.

The voting rights on the shares transferred to IEPF Authority shall remain frozen till the rightful owner claims the shares.

11. Members holding shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
13. The Ministry of Corporate Affairs (MCA) has undertaken a "Green Initiative in Corporate Governance" and allowed Companies to send documents through electronic mode to its members. As per Regulation 36(1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies shall send soft copies of the Annual Report and other notices to all those members who have registered their email ids for the said purpose. Members are requested to support this Green Initiative by registering/ updating their email ids for receiving electronic communications.

Members holding shares in electronic mode are requested to update their email ids with their respective DPs and those holding shares in physical mode are requested to update their email ids with the Company at SRIVAN, Najafgarh Bijwasan Road, Bijwasan, New Delhi-110061.

14. Voting through electronic means :

- A. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to its Members in respect of the businesses to be transacted at the 39th Annual General Meeting ("AGM"). The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Authorised Agency to provide e-voting facilities.
- B. Members who have registered their email ids for the said purpose. Members are requested to support this Green Initiative by registering/ updating their email ids for receiving electronic communications.

Instructions:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th September, 2020 (09:00 a.m.) and ends on 27th September, 2020

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(05:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders / Members.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next Enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits client ID or folio number, if folio number is less than 8 digits enter the applicable number of 0's before folio number.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen.

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

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of "**Prakash Industries Limited**".
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phones users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- C. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21st September, 2020 may follow the same instructions as mentioned above for e-Voting.
- D. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- E. M/s S.K. Hota & Associates, Company Secretaries (Membership No.16165 & CP No.6425) has been appointed as the Scrutinizer and Alternate scrutinizer to scrutinize the remote e-voting process and voting through Ballot paper in the meeting, in a fair and transparent manner.
- F. The Scrutinizer, after scrutinising the votes cast at the meeting through ballot paper and through remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.
- G. In the event of poll, please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon shall be prepared in accordance with Section 109 of the Act read with relevant rules. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the Meeting.
- H. Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 39th Annual General Meeting of the Company scheduled to be held on Monday the 28th September, 2020. The Results shall be declared within 48 Hours from the conclusion of the meeting. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website, www.prakash.com and on CDSL's website, www.cdslindia.com / www.evotingindia.com within 48 hours of passing of the Resolutions at the meeting and communicated to the Stock Exchanges
15. Details of Directors seeking appointment/reappointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard 2 as per Annexure- A
16. Members are requested to bring their duly filled Attendance Slip enclosed herewith to attend the meeting along with their copy of Annual Report.
17. A route map to the venue of the AGM alongwith prominent landmark for easy location is enclosed.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013).

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item No.3 to 8 of the accompanying Notice:

Item No.3

Shri Sunil Kumar was appointed as an Independent Director w.e.f. 4th February, 2020. Based on the recommendations of the Nomination and Remuneration Committee and the performance evaluation, the Board of Directors desires to appoint him to hold office as an Independent Director of the Company for a term of Five years w.e.f. 4th February 2020 to 3rd February, 2025.

As per Section 161 of The Companies Act, 2013 Shri Sunil Kumar holds office as an Additional Director up to the date of ensuing Annual General Meeting of the Company. Section 149 of Companies Act, 2013, requires appointment of an Independent Director to be approved by the Members by way of an Ordinary Resolution.

Shri Sunil Kumar is a consultant and has more than 14 years experience in the field of financial and real estate market.

Further, Shri Sunil Kumar being an Independent Director, shall not be liable to retire by rotation.

The Board recommends the Resolution set out at Item No.3 for your approval.

Item No.4

Shri Ved Prakash Agarwal is an experienced Industrialist hailing from a reputed business house. He has been with the Company since its inception and is thus conversant with all the facets of the working of the Company.

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The Shareholders of the Company at the Annual General Meeting held on 25th July, 2017 had re-appointed Shri Ved Prakash Agarwal for a period of three years from 1st April, 2017. Under the management control and guidance of Shri Ved Prakash Agarwal, the Company has consistently improved upon its performance. The Board has re-appointed him as Chairman of the Company for a period of three years commencing from 1st April, 2020 to 31st March, 2023 on the terms & conditions as mentioned in the resolution.

The matter had been discussed and approved by the Nomination and Remuneration Committee and Board in its meetings held on 12th February, 2020 which recommended the re-appointment and remuneration payable as mentioned in the resolution as set out at item No.4 of the Notice subject to the approval of the shareholders.

A copy of the resolution passed by the Board of Directors relating to the terms and conditions of payment of remuneration and other relevant documents are open for inspection for the members at the Registered Office of the Company between 11.00 AM. to 1.00 PM on any working day prior to the date of the meeting. The above terms and conditions as set out in the said Resolution may be treated as an abstract under Section 190 of the Companies Act, 2013.

The Board also considers that Shri Ved Prakash Agarwal's continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Chairman of the Company.

None of the Directors except Shri Ved Prakash Agarwal, Shri Vikram Agarwal and Shri Kanha Agarwal are interested in the resolution.

The Board recommends the resolution set out at Item No.4 for your approval.

Item No. 5 to 8

Shri Ved Prakash Agarwal (DIN: 00048907) was re-appointed by the members of the Company at its 36th Annual General Meeting (AGM) held on 25th July 2017, as the Chairman of the Company from 1st April, 2017 to 31st March 2020. He has been leading the Company since incorporation in 1980 and under his able guidance and services, the Company has achieved milestones.

Shri Vikram Agarwal (DIN: 00054125) was re-appointed by the members of the Company at its 37th AGM held on 28th July 2018, as the Managing Director of the Company from 1st April, 2018 to 31st March 2021. He has been associated with the Company since 2005.

Shri Kanha Agarwal (DIN: 06885529), was re-appointed by the members of the Company at its EGM held on 7th September 2019, as the Joint Managing Director of the Company from 1st April, 2019 to 31st March 2022. He has been associated with the Company since 2014.

The Central Government has made amendment in the Section 196, 197 and 198 of the Companies Act, 2013 vide Companies (Amendment) Act, 2017 that no approval of Central Government is required in case of Managerial Remuneration and a special resolution has to be passed for waiver of recovery of excess managerial remuneration paid to Chairman, Managing Director and Joint Managing Director in excess of limit provided as per Section 198 of the Companies Act, 2013. The Central Government notified Sections 66 to 70 (both inclusive) of the Companies (Amendment) Act, 2017 vide Notification dated 12th September 2018.

Further, currently, the Company has not defaulted in payment of dues to any of its banks, public institutions, non-convertible debenture holders or any other secured creditors; therefore, their prior approval is not required.

The other information as required under Section - II of Part - II of Schedule V to the Companies Act, 2013 is given as under:

I GENERAL INFORMATION: (Item No. 5 to 8)

1. Nature of Industry: Steel and Power
2. Date or expected date of commencement of commercial operation: 18th August, 1980. (The Company is an existing Company and was incorporated on 31st July 1980)
3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
4. Financial performance based on given indicators:

(₹ in Crores except EPS)

Particular	2018-2019 (Audited Standalone)	2017-18 (Audited) Standalone)	2016-2017 (Audited Standalone)
Total Income	3595.08	2949.62	2176.82
Profit/(Loss) before tax	559.14	388.34	88.40
Total Comprehensive Income	535.13	383.36	78.35
Earning per Share	28.80	23.05	5.40

5. Foreign investments or collaborations, if any:
Not Applicable

II INFORMATION ABOUT THE APPOINTEE:

Item No.5

- i) Name of the Director: Shri Ved Prakash Agarwal
- ii) Background Details: He is the Chairman of the Company since 1996. Under his able leadership and guidance, the Company completed expansions plans and commercial projects successfully.

PRAKASH INDUSTRIES LIMITED

iii) Past remuneration:

2016-2017 : ₹ 4.08 Crores

2017-2018 : ₹ 4.80 Crores

2018-2019 : ₹ 5.40 Crores

iv) Recognition or awards: None

v) Job profile and his suitability: He is leading the Company as Chairman and plays major role in providing the thought leadership and strategic inputs and under his able leadership, guidance and services, Company has grown manifold.

vi) Remuneration proposed for waiver:

As per following term and conditions of Special Resolution passed in 36th Annual general Meeting held on 25th July, 2017:

1) Salary : ₹ 40,00,000 p.m.

(in the grade of ₹ 40,00,000 - 5,00,000 - 50,00,000)

2) Perquisites : In addition to the aforesaid salary, the following perquisites would be allowed:

Category 'A'

The following perquisites shall not be included in the computation of the ceiling on remuneration specified above:

i) Gratuity - In accordance with the provisions of Payment of Gratuity Act but shall not exceed half month's salary for each completed year of service.

ii) Leave on full pay and allowances as per rules of the Company. Leave accumulated but not availed may be allowed to be encashed as per rules of the Company.

Category 'B'

i) Free use of Company's Car with driver for Company's business.

ii) Free mobile and telephone facility.

iii) Reimbursement of all entertainment and travelling expenses actually incurred by the Chairman for the business of the Company.

vii) Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The remuneration was paid as per standard remuneration being drawn by similar positions in Steel and Power industry and has been considered by the Nomination and Remuneration Committee and Board of Directors of the Company.

viii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Shri Ved Prakash Agarwal is a promoter of the Company. He holds 8443907 Equity Shares (4.93%) of the Company as on 31st March, 2020. He received remuneration from the Company as per the details mentioned above. Apart from this, he does not have any pecuniary relationships in the Company.

Shri Vikram Agarwal, Managing Director and Shri Kanha Agarwal, Joint Managing Director are his sons on the Board of the Company.

Item No. 6

i) Name of the Director: Shri Vikram Agarwal

ii) Background Details: He is the Managing Director of the Company. He joined the Company in the year 2005.

iii) Past remuneration:

2016-2017: ₹ 1.68 Crores

2017-2018: ₹ 2.02 Crores

2018-2019: ₹ 2.69 Crores

iv) Recognition or awards: He is the recipient of "Emerging India Business Baron Award" conferred by IES in the year 2012.

v) Job profile and his suitability: He is associated with the Company since 2005 and presently he is the Managing Director of the Company. He is actively involved in day to day affairs of the Company.

vi) Remuneration proposed for waiver:

As per following term and conditions of Special Resolution passed in 37th Annual General Meeting held on 28th July, 2018:

1. Salary: ₹ 20,00,000/- p.m.

(in the grade of ₹ 20,00,000 - 2,00,000 - 24,00,000)

2. Perquisites: In addition to the aforesaid salary, the following perquisites would be allowed:

i) Company's contribution towards Provident Fund equivalent to 12 % of the salary if he is member of provident fund or in case of he is non-member of provident fund, ex-gratia in lieu of contribution to provident fund equivalent to 12% of the salary.

ii) Gratuity - In accordance with the provisions of Payment of Gratuity Act but shall not exceed half month's salary for each completed year of service.

iii) Leave on full pay and allowances as per rules of the Company. Leave accumulated but not availed may be allowed to encash as per rules of the Company.

iv) Free use of Company's Car with driver for Company's business.

PRAKASH INDUSTRIES LIMITED

3. He shall also be entitled to reimbursement of expenses on actual basis which are incurred for business of the Company.
4. No sitting fee is to be paid for attending the meetings of Board of Directors or Committees thereof.

vii) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The remuneration was paid as per standard remuneration being drawn by similar positions in Steel and Power industry and has been considered by the Nomination and Remuneration Committee and Board of Directors of the Company.

viii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Shri Vikram Agarwal is a promoter of the Company. He holds 4,06,500 Equity Shares (0.24%) of the Company as on 31st March, 2020. He received remuneration from the Company as per the details mentioned above. Apart from this, he does not have any pecuniary relationships in the Company.

Shri Ved Prakash Agarwal, Chairman is the father of Shri Vikram Agarwal. Shri Kanha Agarwal, Joint Managing Director is brother of Shri Vikram Agarwal, Managing Director of the Company.

Item No. 7

- i) Name of the Director: Shri Kanha Agarwal
- ii) Background Details: He is the Joint Managing Director of the Company. He joined the Company in the year 2014.
- iii) Past remuneration:
 - 2016-2017: ₹ 0.26 Crores
 - 2017-2018: ₹ 0.30 Crores
 - 2018-2019: ₹ 1.20 Crores
- iv) Recognition or awards: None
- v) Job profile and his suitability: He is associated with the Company since 2014 and presently he is the Joint Managing Director of the Company. He is actively involved in day to day affairs of the Company.
- vi) Remuneration proposed for waiver:

As per following term and conditions of Special Resolution passed in EGM held on 7th September 2019.

1. Salary: ₹ 11,50,000/- p.m.
(in the grade of ₹ 11,50,000 - 2,25,000 - 16,00,000)
2. Perquisites: In addition to the aforesaid salary, the following perquisites would be allowed:
 - i) Company's contribution towards Provident Fund equivalent to 12 % of the salary if he is member of provident fund or in case of he is non-member of

provident fund, ex-gratia in lieu of contribution to provident fund equivalent to 12% of the salary.

- ii) Gratuity - In accordance with the provisions of Payment of Gratuity Act but shall not exceed half month's salary for each completed year of service.
- iii) Leave on full pay and allowances as per rules of the Company. Leave accumulated but not availed may be allowed to encash as per rules of the Company.
- iv) Free use of Company's Car with driver for Company's business.
3. He shall also be entitled to reimbursement of expenses on actual basis which are incurred for business of the Company.
4. No sitting fee is to be paid for attending the meetings of Board of Directors or Committees thereof.
- vii) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The remuneration was paid as per standard remuneration being drawn by similar positions in Steel and Power industry and has been considered by the Nomination and Remuneration Committee and Board of Directors of the Company.

viii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Shri Kanha Agarwal is a promoter of the Company. He holds 18,540 Equity Shares (0.01%) of the Company as on 31st March, 2020. He received remuneration from the Company as per the details mentioned above. Apart from this, he does not have any pecuniary relationships in the Company.

Shri Ved Prakash Agarwal, Chairman is the father of Shri Vikram Agarwal. Shri Vikram Agarwal, Managing Director is brother of Shri Kanha, Joint Managing Director of the Company.

III Reason of loss or inadequate profits:

In view of the increased cost of raw material, as well as increased borrowing cost, volatile market conditions, Coal and Iron ore imports at predatory prices, high interest burden due to additional debt taken, and depreciation impact of large asset base put pressure on steel prices domestically. This affected the profitability and the Company reported less net profit.

Steps taken or proposed to be taken for improvement & expected increase in productivity and profits in measurable terms:

The Company has taken necessary steps to ensure optimum capacity utilization to achieve higher growth on

PRAKASH INDUSTRIES LIMITED

turnover and higher EBITDA. In addition to this, the Company is also ensuring reduction in raw material cost by participating in Coal linkage auctions. The Company has recently commenced the commercial extraction of Iron Ore at its Sirkaguttu Iron Ore Mine in the state of Odisha. This is an important mile stone for the Company and will result in cost reduction as it is the key input for steel making. This will ensure availability of raw material at a cheaper price and increase competitiveness in procurement process thereby reducing the procurement cost substantially.

Item No.8

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

The Board on the recommendation of the Audit Committee has approved the remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2020-21 as mentioned in the resolution set out at Item No.8 of the notice.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at this item of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2020-21.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Resolution set out at Item No. 8 for ratification by the shareholders.

By order of the Board
For Prakash Industries Limited

Registered Office:
15 Km. Stone,
Delhi Road,
Hissar – 125044 (Haryana)

Dated : 27th June, 2020
CIN : L27109HR1980PLC010724

Ashwini Kumar
Company Secretary

PRAKASH INDUSTRIES LIMITED**ANNEXURE-A**

Details of Director(s) seeking appointment/reappointment at the forthcoming Annual General Meeting(AGM) pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard 2

Name of the Director	Shri P.L. Gupta
Date of Birth	05.04.1951
Date of First appointment on the Board	07.11.2011
Qualifications	Chartered Accountant
Experience / Expertise in specific function areas / Brief resume of the Director.	Shri P.L. Gupta is Chartered Accountant having experience of 41 years and has been associated with the Company for more than two decades and thus conversant with all facets of the working of the Company.
Terms and Conditions of appointment/re-appointment	Proposed re-appointment is as per Section 152 and 160 of the Companies Act, 2013
Details of remuneration sought to be paid and remuneration last drawn	Remuneration as per terms and conditions of appointment vide special resolution passed in 37 th AGM held on 28.07.2018 effective from 01.04.2018 to 31.03.2021
Disclosure of Relationship with other Directors Manager and Key Managerial Personnel of the Company	Not inter-se related to any other Director or key Managerial Personnel
No. of Meeting of Board of Directors attended during the F.Y. 2019-20	4
Other Directorship held	1
Membership/Chairmanship of Committees of other Boards	Nil
Shareholding in the Company	Nil

Name of the Director	Shri Sunil Kumar
Date of Birth	16.08.1973
Date of First appointment on the Board	04.02.2020
Qualifications	Graduate
Experience / Expertise in specific function areas / Brief resume of the Director.	Shri Sunil Kumar is consultant and having work experience of more than 14 years in the field of financial and the real estate market.
Terms and Conditions of appointment/re-appointment	Proposed appointment is for five years w.e.f. 04.02.2020 to 03.02.2025
Details of remuneration sought to be paid and remuneration last drawn	Only sitting fees will be paid for attending the meeting.
Disclosure of Relationship with other Directors Manager and Key Managerial Personnel of the Company	Not inter-se related to any other Director or key Managerial Personnel
No. of Meeting of Board of Directors attended during the F.Y. 2019-20	4
Other Directorship held	Nil
Membership/Chairmanship of Committees of other Boards	Nil
Shareholding in the Company	Nil

PRAKASH INDUSTRIES LIMITED

Details of Director(s) seeking appointment/reappointment at the forthcoming Annual General Meeting(AGM) pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard 2

Name of the Director	Shri Ved Prakash Agarwal
Date of Birth	24.03.1956
Date of First appointment on the Board	31.07.1980
Qualifications	Graduate
Experience / Expertise in specific function areas / Brief resume of the Director.	Shri Ved Prakash Agarwal is associated with the Company since its incorporation.
Terms and Conditions of appointment/re-appointment	Term and conditions of re-appointment vide proposed special resolution to be passed in this AGM effective from 01.04.2020 to 31.03.2023
Details of remuneration sought to be paid and remuneration last drawn	Remuneration as per term and conditions of re-appointment vide proposed special resolution to be passed in this AGM.
Disclosure of Relationship with other Directors Manager and Key Managerial Personnel of the Company	Shri Ved Prakash Agarwal, Chairman of the Company is father of Shri Vikram Agarwal, Managing Director and Shri Kanha Agarwal, Joint Managing Director of the Company
No. of Meeting of Board of Directors attended during the F.Y. 2019-20	4
Other Directorship held	6
Membership/Chairmanship of Committees of other Boards	1
Shareholding in the Company	8443907 Shares

PRAKASH INDUSTRIES LIMITED

NATIONAL AUTOMATED CLEARING HOUSE (NACH)

To, Company Secretary Prakash Industries Ltd. SRIVAN Najafgarh - Bijwasan Road, Bijwasan, New Delhi - 110061	To, The Depository Participant Concerned <i>(In case of shares held in Demat, Form be sent direct to DP and not to the Company)</i>
--	--

Dear Sirs,

Please fill in the information in CAPITAL LETTERS in ENGLISH only.

For Office Only	
Ref. No.	

Shares held in Physical Form

Folio No. _____

Shares held in Demat Form

DP ID No. (NSDL)*	I	N							
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Client ID No. :								
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[illegible]

*Applicable for Investors holding shares in Demat Form

Name of Sole/First holder											
Bank Name											
Branch Name											
Branch Code	<table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table> <p>(9 Digits Code number appearing on the MICR Band of the cheque supplied by the Bank).</p> <p><i>Please attached a xerox copy of cancelled cheque for ensuring accuracy of the bank's name, branch name and code number etc.</i></p>										

Account type (Please Tick (✓) wherever applicable) → Savings ☐ Current ☐ Cash Credit ☐

Account No. (as appearing in the cheque book)	<div style="text-align: center;">→</div> <div style="margin-top: -18px; position: relative; height: 16px;"> ▶ </div>
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I, hereby declare that the particulars given above are correct and complete. I shall not hold the Company, responsible if any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information supplied as above. I agree to avail the NACH facility as implemented by Prakash Industries Ltd.

I further undertake to inform Prakash Industries Ltd. OR concerned Depository Participant of any change in the particulars given above to facilitate updation of records.

Place : _____

Date : _____

(Signature of Sole/First holder)
Phone/Mob. : _____
Email : _____

NOTES :

1. FOR SHARES HELD IN PHYSICAL FORM, NACH MANDATE IS REQUIRED TO BE SENT TO THE COMPANY AT ABOVE ADDRESS.
2. FOR SHARES HELD IN DEMATERIALIZED FORM, NACH MANDATE IS REQUIRED TO BE FILED WITH THE CONCERNED DEPOSITORY PARTICIPANT AND NOT TO THE COMPANY.

E-COMMUNICATION REGISTRATION FORM

To,

Prakash Industries Limited

SRIVAN

Bijwasan

New Delhi - 110061

Ph. No. +91-11-25305800

Fax No. +91-11-28062119

E-mail: investorshelpline@prakash.com

Website: www.prakash.com

Green Initiative in Corporate Governance

I/We hereby exercise my/our option to receive all Notices / Documents, etc. from the Company including Notice of General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report, Postal Ballot Notice, etc. in electronic mode.

Please register my e-mail ID as given below, in your records, for sending the communications:

DP ID & Client ID / Folio No.	:
Name of 1st Registered Holder	:
Name of Joint Holder(s), if any	:
Registered Address of the Sole/ 1st Registered Holder	:
E-mail ID (to be registered)	:

Date :

Signature :

Notes:

1. The above form may be used for registering the E-mail IDs by those Shareholders who hold Shares in physical form.
2. The form duly filled and signed may please be sent to Company's above mentioned address.
3. Members holding shares in electronic mode are requested to ensure to keep their e-mail addresses updated with the depository participants.
4. On registration, all the communications will be sent to the E-mail ID registered.
5. The form is also available on the website of the Company i.e. www.prakash.com under the 'Investors Section'.
6. Shareholders are requested to keep updated to their depository participants / Company's above mentioned address as and when there is any change in the e-mail address.



Prakash Industries Limited

CIN : L27109HR1980PLC010724

Registered Office : 15 Km. Stone, Delhi Road, Hissar – 125044 (Haryana)

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint share holders may obtain additional Slip at the Venue of the Meeting

Folio or DP ID & Client ID* No.	
Name of Shareholder(s)	

I/We hereby record my/our presence at the 39th Annual General Meeting of the Company to be held on Monday, 28th September, 2020 at 12.30 PM at 15 Km. Stone, Delhi Road, Hissar-125044 (Haryana)

*Applicable for the Shareholders holding shares in electronic form.

Signature of Shareholder/Proxy

Note : Please read the instructions printed under the Note No. 14 to the Notice of 39th Annual General Meeting. The e-voting period starts on Friday, 25th September, 2020 (9.00 am) and ends on Sunday, 27th September, 2020 (5.00 pm). At the end of the e-voting period, the portal where the votes are cast shall forthwith be blocked by CDSL.



Prakash Industries Limited

CIN : L27109HR1980PLC010724

Registered Office : 15 Km. Stone, Delhi Road, Hissar – 125044 (Haryana)

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :	E-mail ID :
Registered Address :	Folio or DP ID & Client ID* No.

I/We, being the member(s) of Prakash Industries Limited holding _____ equity shares, hereby appoint :

- 1) _____ of _____ having E-mail ID _____ or failing him
- 2) _____ of _____ having E-mail ID _____ or failing him
- 3) _____ of _____ having E-mail ID _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company to be held on Monday, 28th September, 2020 at 12.30 PM at 15 Km. Stone, Delhi Road, Hissar-125044 (Haryana) and at any adjournment thereof in respect of such resolutions as are indicated below:

I/we wish my/our above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Description of Resolution	For	Against
1.	Consider and adopt Audited Financial Statements, Reports of the Board of Directors as at 31 st March, 2020		
2.	Re-appointment of Shri P. L. Gupta (DIN: 00048868), who retires by rotation		
3.	Approval for appointment of Shri Sunil Kumar (DIN :08047482), as Independent and Non-executive Director		
4.	Approval for re-appointment of Shri Ved Prakash Agarwal (DIN: 00048907) as Chairman of the Company		
5.	Approval of waiver of recovery of excess managerial remuneration paid to Shri Ved Prakash Agarwal (DIN: 00048907), Chairman of the Company for the financial year 2019-20		
6.	Approval of waiver of recovery of excess managerial remuneration paid to Shri Vikram Agarwal (DIN: 00054125), Managing Director of the Company for the financial year 2019-20		
7.	Approval of waiver of recovery of excess managerial remuneration paid to Shri Kanha Agarwal (DIN: 06885529), Joint Managing Director of the Company for the financial year 2019-20		
8.	Ratification of remuneration of Cost Auditors		

Signed this _____ day of _____ 2020

Signature of shareholder

Affix
Revenue
Stamp
1

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes: (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered/Corporate Office of the Company not less than 48 hours before the commencement of the meeting.

(2) This is only optional. Please tick (✓) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Route Map for Venue of 39th Annual General Meeting of the Company to be held on Monday, 28th September, 2020

