

**NOTICE**

NOTICE is hereby given that the 41<sup>st</sup> Annual General Meeting of the Members of Prakash Industries Limited will be held on Wednesday, the 28<sup>th</sup> September, 2022 at 12.30 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2022, together with the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2022, together with Profit & Loss Account and Cash Flow Statement for the period ending on that date and the Report of Board of Directors and Auditors thereon be and are hereby considered and adopted.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to file the Financial Statements, Board of Directors Report and Auditors Report with the Registrar of Companies and to do all things, deeds and acts as may be deemed necessary in this regard."

2. To appoint Shri Vikram Agarwal (DIN : 00054125), who retires by rotation as a Director and being eligible, offers himself for re-appointment as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Vikram Agarwal, (DIN : 00054125), who retires by rotation as a Director at this Annual General Meeting, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**SPECIAL BUSINESS**

3. **To approve the appointment of Shri Sanjay Jain (DIN:00038557) as a Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149,152 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), upon the recommendation of Nomination and Remuneration Committee, Shri Sanjay Jain (DIN:00038557), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 2<sup>nd</sup> August, 2022 and who holds office till the date of ensuing Annual General Meeting in terms of Section 161 of the Act, and who is eligible for appointment as a Director of the Company, be

and is hereby appointed as a Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** Shri Vikram Agarwal, Managing Director and Shri Arvind Mahla, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. **To approve the appointment of Shri Sanjay Jain (DIN:00038557) as Whole-time Director of the Company**

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

**"RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee of the Company and as per 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), also read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded for the appointment of Shri Sanjay Jain (DIN:00038557) as Whole-time Director of the Company for a period of three years with effect from 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August, 2025 subject to approval of appropriate authorities, if required, on the following terms and conditions:

- 1) Salary : ₹ 1,90,000 p.m.  
(increment of 9% per annum effective from 1<sup>st</sup> April, 2023)
- 2) Ex-gratia in lieu of Bonus : 20% of salary as per rules of the Company.
- 3) Special Allowance : ₹ 1,30,000 p.m.
- 4) House Rent Allowance : ₹ 10,000 p.m.
- 5) Perquisites : In addition to the aforesaid salary, the following perquisites would be allowed:
  - i) Medical Reimbursement : Expenses incurred for self and family subject to a ceiling of one month's salary in a year.
  - ii) Leave Travel Concession : For self and family to and fro to any place in India once in a year subject to a ceiling of one month's salary.
  - iii) Company's contribution towards Provident Fund equivalent to 12% of the salary if he is a member of provident fund or in case he is a non-member of provident fund, ex-gratia in lieu of contribution to provident fund equivalent to 12% of the salary.
  - iv) 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.

## **PRAKASH INDUSTRIES LIMITED**

- v) 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.
- vi) Free use of Company's Car with driver for Company's business.
- 6) He shall also be entitled to reimbursement of expenses on actual basis which are incurred for business of the Company.
- 7) 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.

**RESOLVED FURTHER THAT** the services of the Whole-time Director would be subject to termination by one month's notice from either side or payment of salary in lieu thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to accept any modification(s) in the terms and conditions of the said appointment and remuneration in such manner as may be suggested by shareholders / authorities and acceptable to Shri Sanjay Jain.

**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 and recommended by Nomination and Remuneration Committee from time to time pursuant to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013 as amended from time to time shall be paid to Shri Sanjay Jain, Whole-time Director as minimum remuneration during the tenure of his appointment i.e. from 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August, 2025.

**RESOLVED FURTHER THAT** Shri Vikram Agarwal, Managing Director and Shri Arvind Mahla, Company Secretary of the Company, be and are hereby severally authorised for obtaining necessary approvals - statutory, contractual or otherwise 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 above resolution."

### **5. To ratify the remuneration of Cost Auditors**

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

**"RESOLVED THAT** in accordance with the provisions of Section 148 and all other applicable provisions, if any 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 2022-23 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 authorized to do things, deeds, 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 : 2<sup>nd</sup> August, 2022

CIN : L27109HR1980PLC010724

**Arvind Mahla**  
Company Secretary

## PRAKASH INDUSTRIES LIMITED

### 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. Pursuant to MCA Circular Nos.20/2020 dated May 5, 2020, Circular No.02/2021 dated January 13, 2021 and Circular 02/2022 dated May 5, 2022 ("MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ("SEBI Circulars") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 41<sup>st</sup> Annual General Meeting (AGM) of the Company is being held through VC/OAVM without the physical presence of Members at a common venue. Notice of the AGM along with the Annual Report for the financial year 2021-22 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 Annual Report 2021-22 will also be available on the Company's website [www.prakash.com](http://www.prakash.com), websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. [www.evotingindia.com](http://www.evotingindia.com).
3. 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 MCA Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL
4. The Members can join the 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 AGM through VC/OAVM will be made available to at least 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 AGM without restriction on account of first come first served basis.
5. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 41<sup>st</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice
7. Register of Members and Share Transfer Books will remain closed from 20<sup>th</sup> September, 2022 to 22<sup>nd</sup> September, 2022 (both days inclusive).
8. Members whose name are appearing on the Register of Members/List of Beneficial owners as on the Cut-off date shall be eligible for e-voting. A person who is not a Member on Cut-off Date should treat this notice for information purpose only.
9. During the financial year Company has appointed M/s Skyline Financial Services Pvt. Ltd. as Registrar and Transfer Agent of the Company and has made arrangements to facilitate members to receive this notice electronically and cast their vote electronically, as per the process given below:
  - a) For voting on the resolutions proposed in the notice through e-voting, members who have not registered their email address may get their email address registered by sending an email to [admin@skylinerta.com](mailto:admin@skylinerta.com). The members shall provide the following details in the email.

Full Name  
No. of shares held  
Folio number (if shares held in physical)  
Share certificate number (if shares held in physical)  
DPID & Client ID (if shares are held in demat)  
Email id
  - b) On receipt of the email, the member would get soft copy of the notice and the procedure for e-voting alongwith the User ID and Password to enable e-voting for this AGM In case of any queries, member may write to [admin@skylinerta.com](mailto:admin@skylinerta.com).
  - c) It is clarified that for permanent registration of email address, members are required to register their email address, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the RTA of the Company

### Skyline Financial Services Pvt. Ltd.

D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I,  
New Delhi – 110020.

**Phone** : (011) - 40450193-97  
**Website** : [www.skylinerta.com](http://www.skylinerta.com)  
**E-mail** : [admin@skylinerta.com](mailto:admin@skylinerta.com)

## **PRAKASH INDUSTRIES LIMITED**

10. i) Members are requested to quote their folio, DP and client ID No. in all correspondence with the RTA..
  - 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 RTA.
11. As per rules regarding unpaid / unclaimed dividend prescribed by MCA, Company has already given the details of unpaid/ unclaimed dividend for the financial year 2018-19 on the website of Investor Education and Protection Fund (IEPF) viz. [www.iepf.gov.in](http://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 2018-19 may please write to RTA or Company for claiming the said dividend. Members are requested to note that dividend 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 were transferred to the Investor Education and Protection Fund (IEPF).

12. Transfer of Unpaid / Unclaimed Amount and Shares to Investor Education and Protection Fund during the year under review, the Company has credited ₹18.28 Lakhs to the Investor Education and Protection Fund (IEPF) and also credited 1,83,826 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 uploaded on its website the details of unpaid and unclaimed amount lying with the Company as on date of last Annual General Meeting i.e. 29<sup>th</sup> July, 2021 and details of shares transferred to IEPF during the financial year 2021-22. The aforesaid details are put on the Company's website and can be accessed at [https:// prakash.com/unclaimed-dividend/](https://prakash.com/unclaimed-dividend/).

The Company has also uploaded these details on the website of the IEPF Authority viz. [www.iepf.gov.in](http://www.iepf.gov.in).

The voting rights on the shares transferred to IEPF Authority shall remain frozen till the rightful owner claims the shares by filing of Form IEPF-5 with IEPF Authority.

13. Members holding shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.

As per Securities and Exchange Board of India (SEBI) vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021 read with Circular No.

SEBI/HO/MIRSD\_RTAM/P/CIR/2021/687 dated 14<sup>th</sup> December 2021 mandated that shareholder holding shares in physical form should submit copies of PAN card, KYC details, Bank account details and Nomination to the Company/ Registrar and Share Transfer Agent (RTA). In this respect the Company has already sent the requisite forms to the shareholders who hold shares in physical form. Shareholders are requested to ensure that the above details are updated with RTA on or before 1<sup>st</sup> April, 2023, since folios for which the above details will not be available shall be frozen thereafter.

14. The Extracts of 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 are available on the website of the Company.15.

### **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 25<sup>th</sup> September, 2022 (09:00 a.m.) and ends on 27<sup>th</sup> September, 2022 (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 (record date) of 21<sup>st</sup> September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on e-Voting

## PRAKASH INDUSTRIES LIMITED

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. Members are advised to update their mobile number and email Id in their demat accounts in order to access the e-voting facility.

Login method for Individual Shareholders holding securities in Demat mode is given below:

Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
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Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
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# PRAKASH INDUSTRIES LIMITED

<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or contact at 1800 1020 990, 1800 22 44 30.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- (1) The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (2) Click on Shareholders Module.
  - (3) 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.

- (4) Next enter the Image Verification as displayed and Click on Login.
- (5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (6) If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
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 sequence number sent by RTA or contact to RTA or Company</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. 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 (3).</p>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **Prakash Industries Limited** on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on

## **PRAKASH INDUSTRIES LIMITED**

"OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xvii) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.
  - Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as "Corporates" Module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the RTA at the email address viz; [admin@skylinerta.com](mailto:admin@skylinerta.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting

will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Company's email id viz. [investorshelpline@prakash.com](mailto:investorshelpline@prakash.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Company's email id viz. [investorshelpline@prakash.com](mailto:investorshelpline@prakash.com). Queries that remain unanswered at the AGM will be appropriately responded by the Company.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
9. 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 through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the evoting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA at [admin@skylinerta.com](mailto:admin@skylinerta.com).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

## **PRAKASH INDUSTRIES LIMITED**

- 3 For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

### **OTHER INFORMATION:**

- A. Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. Wednesday, the 21<sup>st</sup> September, 2022), shall be entitled to cast their vote either through remote e-voting or at the AGM, as the case may be. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- B. The Members who have cast their votes by e-voting prior to the AGM may also attend and participate in the proceedings of the AGM at venue but shall not be entitled to cast their votes again.
- C. The members can opt for only one mode of voting i.e. remote e-voting or venue voting at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting at AGM will not be considered.
- D. The Board of Directors has appointed M/s B.K. Bohra & Associates, Company Secretaries (CP No.23511) as the Scrutinizer and Alternate scrutinizer to scrutinize the remote e-voting process and voting at venue in a fair and transparent manner.
- E. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.prakash.com and on the website of CDSL at www.evotingindia.com immediately.
11. Details of Directors seeking appointment/re-appointment at the forthcoming AGM pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5. of the SS-2 are as per Annexure -A

### **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 5 of the accompanying Notice:

### **Item No.3**

Pursuant to recommendation of Nomination and Remuneration Committee ("NRC") Shri Sanjay Jain (DIN:00038557) was appointed as an Additional Director, by the Board of Directors of the Company, with effect from 2<sup>nd</sup> August, 2022, who shall hold office up to the ensuing Annual General Meeting of the Company. Shri Sanjay Jain is not disqualified from being appointed as a Director by virtue of the provisions of Section 164 of the Act and also not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. The said appointment requires to be approved by the Members by way of an Ordinary Resolution. The Board recommends the Ordinary Resolution set out at Item No.3 for your approval.

### **Item No.4**

Shri Sanjay Jain is an experienced professional having Educational Qualification of BE (Mechanical) & MBA (Operations Management) and rich experience of over 30 years in Operations, Projects, Environmental Management, Cost Economics etc. He is associated with the Company since 2004. He is thus conversant with all the facets of the working of the Company.

Having regard to the knowledge and experience of Shri Sanjay Jain, the Board of Directors on the recommendation of NRC at its meeting held on 2<sup>nd</sup> August, 2022 approved the appointment of Shri Sanjay Jain as Whole-time Director designated as Director (Operations) of the Company for the period of three year with effect from 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August, 2025 on the terms and conditions and remuneration as mentioned in the resolution as set out at item No.4 of the notice subject to the approval of 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.

None of the Directors except Shri Sanjay Jain is interested in the Resolution.

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

### **Item No.5**

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 2022-23 as mentioned in the resolution set out at Item No.5 of the notice.

## **PRAKASH INDUSTRIES LIMITED**

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 2022-23.

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.5 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 :2<sup>nd</sup> August, 2022  
CIN : L27109HR1980PLC010724

**Arvind Mahla**  
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 Vikram Agarwal
Date of Birth	04.12.1978
Date of First appointment on the Board	28.05.2005
Qualifications	Graduate
Experience / Expertise in specific function areas / Brief resume of the Director.	Shri Vikram Agarwal is associated with the Company since 2005.
Terms and Conditions of appointment/re-appointment	Proposed re-appointment is as per Section 152 of Companies Act, 2013.
Details of remuneration sought to be paid and remuneration last drawn	Remuneration as per terms and conditions of re-appointment vide special resolution passed in 40 <sup>th</sup> AGM held on 29 <sup>th</sup> July, 2021
Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Shri Vikram Agarwal Managing Director and Shri Kanha Agarwal, Joint Managing Director of the Company are sons of Shri Ved Prakash Agarwal (Chairman)
No. of Meeting of Board of Directors attended during the F.Y. 2021-22	6
Other Directorship held	7
Other Directorship held in other listed entities	Prakash Pipes Limited
Membership/Chairmanship of Committees of other Boards	4
Shareholding in the Company	4,06,500 Shares

Name of the Director	Shri Sanjay jain
Date of Birth	18.05.1970
Date of First appointment on the Board	02.08.2022
Qualifications	BE (Mechanical) & MBA (Operations Management)
Experience / Expertise in specific function areas / Brief resume of the Director.	Shri Sanjay Jain is an experienced professional having Educational Qualification of BE (Mechanical) & MBA (Operations Management) and rich experience of over 30 years. He is associated with the Company since 2004. He is thus conversant with all the facets of the working of the Company.
Terms and Conditions of appointment/re-appointment	Terms and conditions of appointment vide proposed special resolution to be passed in ensuing AGM.
Details of remuneration sought to be paid and remuneration last drawn	Remuneration as per terms and conditions of appointment vide proposed special resolution to be passed in ensuing AGM.
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. 2021-22	Nil
Other Directorship held	Nil
Other Directorship held in other listed entities	Nil
Membership/Chairmanship of Committees of other Boards	Nil
Shareholding in the Company	13,795 Shares