



Prakash Industries Limited

Srivan, Bijwasan, New Delhi - 110061

CIN : L27109HR1980PLC010724

Tel. : 25305800, 28062115 Fax : 91-11-28062119

E-mail : pilho@prakash.com Website : www.prakash.com

PIL/SE/Notice/EGM/2019

13th August, 2019

Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra-Kurla Complex, Bandra (E)
Mumbai - 400051

Listing Department
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

Company Symbol : PRAKASH

Company Code : 506022

Sub : *Notice of Extra-ordinary General Meeting*

Dear Sir / Madam,

We wish to inform you that an *Extra-ordinary General Meeting* (EGM) of the Members of the Company is scheduled to be held on Saturday, the 7th September, 2019 at the Registered Office 15 Km. Stone, Delhi Road, Hissar – 125044 (Haryana).

Copy of notice of EGM is enclosed herewith and the same is also available at the website of the Company viz. www.prakash.com.

This is for your information and record please.

Thanking you,

Yours faithfully,
For Prakash Industries Limited

Ashwini Kumar

(Ashwini Kumar)
Company Secretary

Encl : (1) Notice of EGM





Prakash Industries Limited

CIN : L27109HR1980PLC010724

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

Email : investorshelpline@prakash.com Website : www.prakash.com

NOTICE

NOTICE is hereby given that the Extra-ordinary General Meeting of the Members of Prakash Industries Limited will be held on Saturday, 7th September 2019 at 12.30 p.m. at the Registered Office of the Company at 15 Km. Stone, Delhi Road, Hissar - 125044 to transact the following business:

SPECIAL BUSINESS

1. Waiver of recovery of Managerial Remuneration paid to Shri Ved Prakash Agarwal for the Financial Year 2015-16

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

“**RESOLVED THAT** in reference and partial modification to the resolution passed by the members at 35th Annual General Meeting of the Company held on 29th September 2016 and pursuant to the provisions of Sections 196, 197 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Section 67 of the Companies (Amendment) Act, 2017 or any statutory modification(s) or re-enactment thereof and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such condition(s) as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof or any person authorized by the Board in this behalf), the approval of the members of the Company be and is hereby accorded to the Board to ratify 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 with effect from 1st April 2015 to 31st March 2016 on the following terms and conditions:

- Salary: ₹ 32,00,000/- p.m.
(in the grade of ₹ 30,00,000 - 2,00,000 - 34,00,000)
- Perquisites : In addition to the aforesaid salary, the following perquisites would be allowed:
The following perquisites will not be included in the computation of the ceiling on remuneration as per Schedule V of the Companies Act, 2013.
 - 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.
 - 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.
- He shall also be entitled to reimbursement of expenses on actual basis which are incurred for business of the Company.
- No sitting fee is to be paid for attending the meetings of Board of Directors or Committees thereof.

RESOLVED FURTHER THAT Shri Ved Prakash Agarwal,

Chairman of the Company is entitled to receive the remuneration in full as approved by the members of the Company in its 35th Annual general Meeting.

RESOLVED FURTHER THAT the members of the Company is giving their approval to the aforesaid resolution in the best interests of the Company and are aware of all the facts as provided in the explanatory statement of this notice 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."

2. Waiver of recovery of Managerial Remuneration paid to Shri Vikram Agarwal for the Financial Year 2015-16

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

“**RESOLVED THAT** THAT in reference and partial modification to the resolution passed by the members at 35th Annual General Meeting of the Company held on 29th September 2016 and pursuant to the provisions of Sections 196, 197 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Section 67 of the Companies (Amendment) Act, 2017 or any statutory modification(s) or re-enactment thereof and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such condition(s) as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof or any person authorized by the Board in this behalf), the approval of the members of the Company be and is hereby accorded to the Board to ratify 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 with effect from 1st April, 2015 to 31st March, 2016 on the following terms and conditions:

- Salary: ₹ 13,00,000/- p.m.
(in the grade of ₹ 13,00,000 - 1,00,000 - 15,00,000)
- Perquisites : In addition to the aforesaid salary, the following perquisites would be allowed:
Category 'A'
 - 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 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.

Category 'B'

The following perquisites will not be included in the computation of the ceiling on remuneration as per Schedule V of the Companies Act, 2013.

- 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 encash as per rules of the Company.
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.

RESOLVED FURTHER THAT Shri Vikram Agarwal, Managing Director of the Company is entitled to receive the remuneration in full as approved by the members of the Company in its 35th Annual general Meeting.

RESOLVED FURTHER THAT THAT the members of the Company giving their approval to the aforesaid resolution in the best interests of the Company and aware of all the facts as provided in the explanatory statement of this notice 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."

3. Waiver of recovery of Managerial Remuneration paid to Shri Mangi Lal Pareek for the Financial Year 2015-16

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

"RESOLVED THAT in reference and partial modification to the resolution passed by the members at 35th Annual General Meeting of the Company held on 29th September 2016 and pursuant to the provisions of Sections 196,197 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Section 67 of the Companies (Amendment) Act, 2017 or any statutory modification(s) or

re-enactment thereof and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such condition(s) as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof or any person authorized by the Board in this behalf), the approval of the members of the Company be and is hereby accorded to the Board to ratify 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 Mangi Lal Pareek (DIN: 01795975) as a Whole-time Director designated as Director (Project) and Chief Executive Officer (CEO) of the Company with effect from 1st April, 2015 to 31st March, 2016 on the following terms and conditions:

1. Salary: ₹ 3,20,000/- p.m.
(in the grade of ₹ 3,20,000 - 40,000 - 4,00,000)
2. Ex-gratia in lieu of Bonus : 20% of salary as per rules of the Company.
3. Perquisites : In addition to the aforesaid salary, the following perquisites would be allowed:

Category 'A'

- 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 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.

Category 'B'

The following perquisites will not be included in the computation of the ceiling on remuneration as per Schedule V of the Companies Act, 2013.

- 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 encash as per rules of the Company.
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.

RESOLVED FURTHER THAT Shri Mangi Lal Pareek, Whole-time Director of the Company is entitled to receive the remuneration in full as approved by the members of the Company in its 35th Annual general Meeting.

RESOLVED FURTHER THAT THAT the members of the Company is giving their approval to the aforesaid resolution in the best interests of the Company and is aware of all the facts as provided in the explanatory statement of this notice 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."

4. Waiver of recovery of Managerial Remuneration paid to Shri Pancham Lal Gupta for the Financial Year 2015-16
To consider and, if thought fit, to pass with or without modification(s) the following resolution as **SPECIAL RESOLUTION:**

"RESOLVED THAT in reference and partial modification to the resolution passed by the members at 35th Annual General Meeting of the Company held on 29th September 2016 and pursuant to the provisions of Sections 196,197 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Section 67 of the Companies (Amendment) Act, 2017 or any statutory modification(s) or re-enactment thereof and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such condition(s) as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof or any person authorized by the Board in this behalf), the approval of the members of the Company be and is hereby accorded to the Board to ratify 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 Pancham Lal Gupta (DIN: 00048868) as a Whole-time Director designated as Director (Finance) and Chief Financial Officer (CFO) of the Company with effect from 1st April 2015 to 31st March 2016 on the following terms and conditions:

1. Salary: ₹ 2,25,000/- p.m.
(in the grade of ₹ 2,25,000 - 25,000 - 2,75,000)
2. Ex-gratia in lieu of Bonus : 20% of salary as per rules of the Company.
3. Perquisites : In addition to the aforesaid salary, the following perquisites would be allowed:

Category 'A'

- 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 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.

Category 'B'

The following perquisites will not be included in the computation of the ceiling on remuneration as per Schedule V of the Companies Act, 2013.

- 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 encash as per rules of the Company.

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.

RESOLVED FURTHER THAT Shri Pancham Lal Gupta, Whole-time Director of the Company is entitled to receive the remuneration in full as approved by the members of the Company in its 35th Annual general Meeting.

RESOLVED FURTHER THAT the members of the Company is giving their approval to the aforesaid resolution in the best interests of the Company and is aware of all the facts as provided in the explanatory statement of this notice in this regard.

RESOLVED FURTHER THAT Shri Kanha Agrawal Joint Managing 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."

5. Approval for re-appointment of Shri Yoginder Nath Chugh as Independent Director for further five years

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 recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and as per the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended thereof for the time being in force), approval of

the shareholders be and is hereby accorded for the re-appointment of Shri Yoginder Nath Chugh (DIN: 02225961) as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company with effect from 1st April, 2019 to 31st March, 2024."

6. Approval for re-appointment of Shri Mamraj Agarwal as Independent Director for further five years

To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended thereof for the time being in force), approval of the shareholders be and is hereby accorded for the re-appointment of Shri Mamraj Agarwal (DIN: 00180671) as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company with effect from 1st April, 2019 to 31st March, 2024."

7. Approval for re-appointment of Smt. Purnima Gupta as Independent Director for further five years

To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended thereof for the time being in force), approval of the shareholders be and is hereby accorded for the re-appointment of Smt. Purnima Gupta (DIN: 06885738) as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company with effect from 1st April, 2019 to 31st March, 2024."

8. Approval for appointment of Dr. Satish Chander Gosain as Independent Director for five years

To consider and if thought fit, to pass with or without modification, the following resolution as an **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, Dr Satish Chander Gosain (DIN 08202130), an Additional Director of the Company, holding office upto this ensuing 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 for 5 (Five) consecutive years with effect from 13th August, 2018 to 12th August, 2023."

9. Approval for Re-appointment of Shri Kanha Agarwal as Joint Managing Director

To consider and if thought fit, to pass with or without modification, 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 shareholders be and is hereby accorded for the re-appointment of Shri Kanha Agarwal (DIN : 06885529) as the Joint Managing Director of the Company for a period of three years with effect from 1st April, 2019 to 31st March, 2022 subject to the approval of Central Government and other appropriate authorities, if required, on the following terms and conditions:

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.

Provided that the total remuneration shall not exceed 5% of the net profit of the Company.

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 / any authority and acceptable to Shri Kanha 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 and other applicable provisions of the Companies Act, 2013 as amended from time to time shall be paid to Shri Kanha Agarwal, Joint Managing Director as minimum remuneration as per applicable provisions of the Companies Act, 2013 amended from time to time for the period from 1st April, 2019 to 31st March, 2022.

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 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."

By order of the Board
For Prakash Industries Limited

Registered Office:

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

Dated : 9th August, 2019

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 EGM 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.
 - 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
 - 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.
8. Members holding shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.
9. 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 EGM.
10. 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, Bijwasan, New Delhi - 110061.

11. 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 Extra-ordinary General Meeting ("EGM"). The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Authorised Agency to provide e-voting facilities.
- B. Members are requested to note that the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

Instructions:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 4th September, 2019 (09:00 a.m.) and ends on 6th September, 2019 (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 31st August, 2019, 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 Members 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 of the sequence number in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of name in CAPITAL letters. Eg. If your name is RAMESH KUMAR with sequence number 1 then enter RA00000001 in the PAN field.</p> <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.
 - 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 becomes Member of the Company after dispatch of the Notice and holds shares as on the cut-off date i.e. 31st

August, 2019 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 Extra-ordinary General Meeting of the Company scheduled to be held on Saturday the 7th September, 2019. 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.
- 12. Details of Directors seeking appointment/reappointment at the forthcoming Extra-ordinary General Meeting (EGM) 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 enclosed.
- 13. Members are requested to bring their duly filled Attendance Slip enclosed herewith to attend the meeting along with their copy of notice of EGM.
- 14. A route map to the venue of the EGM 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 in the accompanying Notice:

Item No. 1, 2, 3 & 4

Shri Ved Prakash Agarwal (DIN: 00048907) was re-appointed by the members of the Company at its 33rd Annual General Meeting (AGM) held on 24th September 2014, as the Chairman of the Company from 1st April, 2014 to 31st March 2017. 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 34th AGM held on 26th September 2015, as the Managing Director of the Company from 1st April, 2015 to 31st March 2018. He has been associated with the Company since 2005.

Shri Mangi Lal Pareek (DIN: 01795975) was re-appointed as Whole Time Director designated as Director (Projects) and Chief Executive Officer (CEO) of the Company and Shri Pancham Lal Gupta (DIN: 00048868) was re-appointed as Whole Time Director designated as Director (Finance) and Chief Financial Officer (CFO) of the Company, from 1st April 2015 to 31st March 2018 by members of the Company at its 34th AGM held on 26th September 2015.

Shri Mangi Lal Pareek an experienced technocrat and had been associated with the Company since 2012. He is thus conversant with all the facets of the working of the Company.

Shri Pancham Lal Gupta is a Chartered Accountant having experience of 40 years and has been associated with the Company for more than two decades and thus conversant with all the facets of the working of the Company.

The remuneration of all executive directors of the company has been approved by Nomination and Remuneration Committee, Board and members of the Company, from time to time. Accordingly, the Company has paid them remuneration during their tenure of services. Subsequent to the de-allocation of Chotia Coal mine which was operational mine with the company, the profitability margins were affected. Further, the global recession in the steel sector particularly in India due to glut of cheap steel imports from China added to the woes of the domestic steel players during major parts of the year under review. Due to these exceptional circumstances, Company's margin were significantly impacted and resulted into inadequate net profit in the financial year 31st March 2016.

The Company has filed an application in Form MR-2 with Central Government for waiver of excess remuneration paid to Shri Ved Prakash Agarwal, Shri Vikram Agarwal, Shri Mangi Lal Pareek and Shri Pancham Lal Gupta, Executive Directors of the Company, over and above the prescribed limits under provisions of Section 196 and 197 of Companies Act 2013 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, for the Financial Year 2015-16 and the said application is pending for approval by the Central Government as on date of commencement of Section 67 of Companies amendment Act, 2017 i.e. on 12th September, 2018.

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. All existing

application with Central Government for approval will abate. The amendment was passed by Lok Sabha on 27th July, 2017 and by Rajya Sabha on 19th December, 2017. The Central Government notified Sections 66 to 70 (both inclusive) of the Companies (Amendment) Act, 2017 vide Notification dated 12th September 2018.

Therefore, all pending applications in Form MR-2 filed with Central Government for waiver of excess remuneration paid to Shri Ved Prakash Agarwal, Shri Vikram Agarwal, Shri Mangi Lal Pareek and Shri Pancham Lal Gupta, Executive Directors of the Company shall abate now and require approval of members in General Meeting as per amended Section 197(17) of Companies Act 2013.

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 1,2,3,4)

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:

Particulars	2017-18	2016-17	2015-16	2014-15
Total Revenue	3021.48	2418.12	2386.01	2844.13
Profit before Tax	388.34	88.40	23.39	9.34
Net Profit after Tax	386.25	81	23.38	9.34
Earning Per Share (in ₹)	23.05	5.40	1.52	0.15

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

II INFORMATION ABOUT THE APPOINTEE:

Item No. 1

- 1 Name of the Director : Shri Ved Prakash Agarwal
- 2 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.
- 3 Past remuneration:
2015-2016 : ₹3.84 Crores
2016-2017 : ₹4.08 Crores
2017-2018 : ₹4.80 Crores
- 4 Recognition or awards: None
- 5 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.
- 6 Remuneration proposed for waiver: As per Resolution
- 7 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 as per Board of Directors of the Company.

- 8 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 5,26,884 Equity Shares (0.32%) of the Company as on 31st March, 2019. He received remuneration from the Company as per the details mentioned in the proposed resolution. 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. 2

- 1 Name of the Director : Shri Vikram Agarwal
- 2 Background Details: He is the Managing Director of the Company. He joined the Company in the year 2005.
- 3 Past remuneration:
2015-2016: ₹1.75 Crores
2016-2017: ₹1.68 Crores
2017-2018: ₹2.02 Crores
- 4 Recognition or awards: He is the recipient of "Emerging India Business Baron Award" conferred by IES in the year 2012.
- 5 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.
- 6 Remuneration proposed for waiver : As per Resolution.
- 7 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 as per Board of Directors of the Company.
- 8 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 (0.25%) of the Company as on 31st March, 2019. He received remuneration from the Company as per the details mentioned in the proposed resolution. 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. 3

- 1 Name of the Director : Shri Mangi Lal Pareek
- 2 Background Details: He is the Whole-time Director of the Company. He joined the Company in the year 2012.
- 3 Past remuneration:
2015-2016: ₹0.56 Crores
2016-2017: ₹0.56 Crores
2017-2018: ₹0.75 Crores
- 4 Recognition or awards: None
- 5 Job profile and his suitability: He is associated with the Company since 2012 and presently he is the Whole-time Director designated

as Director (Project) and Chief Executive Officer (CEO) of the Company. He is actively involved in day to day affairs of the Company.

6 Remuneration proposed for waiver : As per Resolution

7 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 as per Board of Directors of the Company.

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

Shri Mangi Lal Pareek holds 802 Equity Shares of the Company as on 31st March, 2019. He received remuneration from the Company as per the details mentioned in the proposed resolution. Apart from this, he does not have any pecuniary relationships in the Company.

Item No. 4

1 Name of the Director : Shri Pancham Lal Gupta

2 Background Details: He is the Whole-time Director of the Company. He joined the Company in the year 1991.

3 Past remuneration:

2015-2016: ₹0.39 Crores

2016-2017: ₹0.39 Crores

2017-2018: ₹0.48 Crores

4 Recognition or awards: None

5 Job profile and his suitability: He is Chartered Accountant having work experience of 40 years and has been associated with the Company for more than two decades and he is the Whole-time Director designated as Director (Finance) and Chief Financial Officer (CFO) of the Company. He is actively involved in day to day affairs of the Company.

6 Remuneration proposed for waiver : As per Resolution

7 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 as per Board of Directors of the Company.

8 Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Shri Pancham Lal Gupta does not hold any shares of the Company as on 31st March, 2019. He received remuneration from the Company as per the details mentioned in the proposed resolution. Apart from this, he does not have any pecuniary relationships in the Company.

III. OTHER INFORMATION:

1 Reasons of loss or inadequate profits: Subsequent to the de-allocation of Chotia Coal mine which was operational mine with the company, the profitability margins were affected. Further, the global recession in the steel sector particularly in India due to glut of cheap steel imports from China added to the woes of the domestic steel players during major parts of the year under review. Due to these exceptional circumstances, Company's margin were significantly impacted and resulted into inadequate net profit in the financial year 31st March 2016.

2 Steps taken or proposed to be taken for improvement: The Management has taken efforts for reducing the cost of operations at all plants with innovative and new techniques and strategies. These efforts have translated into increase of the profitability of the Company in the Financial Year 2016-17 and 2017-18.

3 Expected increase in productivity and profits in measurable terms:

The steel industry in the country is witnessing a major uptrend with ever growing gaps in demand and supply. The Company has taken up expansion plan to increase its steel capacity from 1 Mn tonnes per annum to 3 Mn tonnes per annum in a phased manner. Further, in order to achieve next level of integration in its Sirkaguttu Iron Ore Mining operation, the Company is making all efforts to open its Sirkaguttu Iron Ore Mine in the financial year 2019-20.

The Board of Directors had in its meeting held on 21st May, 2019 considered these matters and recommends Resolution No. 1, 2, 3 & 4 of the accompanying notice for your approval by way of Special Resolution. The matter was discussed and recommended by the Nomination and Remuneration Committee also.

A copy of the resolution passed by the Board of Directors relating to the terms and conditions of appointment and payment of remuneration and all other relevant documents are open for inspection of the members at the Registered Office of the Company between 11:00 A.M. to 01:00 P.M. on any working days prior to the date of the meeting and also at 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 Ved Prakash Agarwal, Shri Vikram Agarwal and Shri Kanha Agarwal are interested in the resolutions in item no 1 and 2 of this proposal. No other Director and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in respect of the said resolution.

The Board recommends the Special Resolutions set out at Item No. 1, 2, 3 & 4 for your approval.

Item No. 5

Shri Yoginder Nath Chugh is B.E. (Electronics) and has wide experience in power sector of over 45 years. He has worked with many Government Authorities in various capacities and was associated in installation and operating a number of power plants.

Shri Yoginder Nath Chugh retired from the post of Director -Technical of Haryana Power Generation Corporation in the year 2010. Shri Chugh was appointed by the Board of Directors of the Company as an Independent Director with effect from 1st April, 2014 to 31st March, 2019. Because of his vast experience, his re-appointment as an Independent Director for second term of five years would be beneficial to the Company. The Board of Directors has re-appointed him for further five years with effect from 1st April, 2019 to 31st March, 2024.

Shri Yoginder Nath Chugh is not holding Directorship in any other Company. As on 31st March, 2019, Shri Yoginder Nath Chugh is not holding any equity share of Prakash Industries Ltd.

None of the Directors except Shri Yoginder Nath Chugh is interested in the resolution.

The Board recommends the resolution set out at Item No.5 for your approval.

Item No. 6

Shri Mamraj Agarwal is a Chartered Accountant and has wide experience of 33 years in the profession. He was appointed by the Board of Directors of the Company as an Independent Director with effect from 1st April, 2014 to 31st March, 2019.

Because of his vast experience, his re-appointment as an Independent Director for second term of five years would be beneficial to the Company. The Board of Directors has re-appointed him for further five years with effect from 1st April, 2019 to 31st March, 2024.

Shri Mamraj Agarwal is not holding Directorship in any other Company.

As on 31st March, 2019, Shri Mamraj Agarwal is not holding any equity share of Prakash Industries Ltd.

None of the Directors except Shri Mamraj Agarwal is interested in the resolution.

The Board recommends the resolution set out at Item No.6 for your approval.

Item No. 7

Smt. Purnima Gupta is an Advocate and has wide experience in the profession.

Smt. Purnima Gupta was appointed by the Board of Directors of the Company as an Independent Director with effect from April, 2014 to 31st March, 2019. Because of her vast experience, her appointment as an Independent Director for second term of five years would be beneficial to the Company. The Board of Directors has re-appointed her for further five years with effect from 1st April, 2019 to 31st March, 2024.

Smt. Purnima Gupta is not holding Directorship in any other Company. As on 31st March, 2019, Smt. Purnima Gupta is not holding any equity share of Prakash Industries Ltd.

None of the Directors except Smt. Purnima Gupta is interested in the resolution.

The Board recommends the resolution set out at Item No.7 for your approval.

Item No. 8

Dr Satish Chander Gosain was appointed by the Board of Directors of the Company as an Independent Director with effect from 13th August 2018 to 12th August, 2023 as per consideration of Nomination and Remuneration Committee.

As per section 161 of the Companies Act, 2013, Dr. Satish Chander Gosain holds office as an Additional Director up to the date of ensuing general meeting of the Company. Section 149 of Companies Act, 2013, requires appointment of an Independent Director to be approved by way of Ordinary Resolution.

Further Dr. Satish Chander Gosain being an Independent Director, shall not be liable to retire by rotation.

Dr. Satish Chander Gosain has more than forty years of experience in Medical, Administrative and Social Service Sector. He is holding Directorship in one more Company. As on 31st March, 2019, Dr Satish Chander Gosain is not holding any equity share of Prakash Industries Ltd.

None of the Directors except Dr Satish Chander Gosain is interested in the resolution. The Board recommends the resolution set out at Item No.8 for your approval.

Item No.9

Shri Kanha Agarwal is a commerce graduate and Post Graduate in management from Indian School of Business. He is young industrialist and having experience in financial audit, financial modelling and Mergers & Acquisitions.

Shri Kanha Agarwal was appointed by the Board of Directors of the Company as Joint Managing Director w.e.f. 6th February 2016 to 31st March 2019.

Keeping in view of accelerated growth of the Company and his active involvement, Nomination and Remuneration Committee and Board of Directors of the Company recommended and re-appointed him as Joint Managing Director w.e.f. 1st April, 2019 to 31st March 2022.

As on 31st March 2019, Shri Kanha Agarwal holds 18450 equity shares of the Company. Shri Ved Prakash Agarwal, Chairman is father of Shri Kanha Agarwal, Joint Managing Director. Shri Vikram Agarwal, Managing Director of the Company is brother of Shri Kanha Agarwal.

A copy of the resolution passed by the Board of Directors relating to the terms and conditions of appointment and payment of remuneration and other relevant documents are open for inspection of the members at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on any working day prior to the date of the meeting and also at the meeting.

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

The Board recommends the resolution set out at item No. 9 for your approval.

By order of the Board
For Prakash Industries Limited

Registered Office:

15 Km. Stone,
Delhi Road,
Hissar – 125044 (Haryana)
Dated : 9th August, 2019
CIN : L27109HR1980PLC010724

Ashwini Kumar
Company Secretary

ANNEXURE-A

Details of Director(s) seeking appointment/reappointment at the forthcoming Extra-ordinary General Meeting(EGM) 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 Yogender Nath Chugh
Date of Birth	17.03.1950
Date of First appointment on the Board	14.11.2013
Qualifications	B.E. Electronics
Experience / Expertise in specific function areas / Brief resume of the Director.	ShriYogender Nath Chugh has wide experience in power sector of over 45 years. He has worked with many Government Authorities in various capacities and was associated in installation and operating a number of power plants.
Terms and Conditions of appointment / re-appointment	Proposed appointment is for five years w.e.f. 01.04.2019 to 31.03.2024
Details of remuneration sought to be paid and remuneration last drawn	Nil
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. 2018-19	4
Other Directorship held	Nil
Membership/Chairmanship of Committees of other Boards	Nil
Shareholding in the Company	Nil

Name of the Director	Shri Mamraj Agarwal
Date of Birth	07.01.1958
Date of First appointment on the Board	14.11.2013
Qualifications	Chartered Accountant
Experience / Expertise in specific function areas / Brief resume of the Director.	Shri Mamraj Agarwal is a Chartered Accountant and has wide experience of 33 years in the profession.
Terms and Conditions of appointment / re-appointment	Proposed appointment is for five years w.e.f. 01.04.2019 to 31.03.2024
Details of remuneration sought to be paid and remuneration last drawn	Nil
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. 2018-19	4
Other Directorship held	Nil
Membership/Chairmanship of Committees of other Boards	Nil
Shareholding in the Company	Nil

Details of Director(s) seeking appointment/reappointment at the forthcoming Extra-ordinary General Meeting(EGM) 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	Smt. Purnima Gupta
Date of Birth	19.10.1983
Date of First appointment on the Board	28.05.2014
Qualifications	Law Graduate
Experience / Expertise in specific function areas / Brief resume of the Director.	Smt. Purnima Gupta is an Advocate and has wide experience in the profession.
Terms and Conditions of appointment/re-appointment	Proposed appointment is for five years w.e.f. 01.04.2019 to 31.03.2024
Details of remuneration sought to be paid and remuneration last drawn	Nil
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. 2018-19	3
Other Directorship held	Nil
Membership/Chairmanship of Committees of other Boards	Nil
Shareholding in the Company	Nil

Name of the Director	Dr. Satish Chander Gosain
Date of Birth	17.07.1951
Date of First appointment on the Board	13.08.2018
Qualifications	M.B.B.S.
Experience / Expertise in specific function areas / Brief resume of the Director.	Dr. Satish Chander Gosain has more than forty years of experience in Medical, Administrative and Social Service Sector.
Terms and Conditions of appointment/re-appointment	Proposed appointment is for five years w.e.f. 13.08.2018 to 12.08.2023
Details of remuneration sought to be paid and remuneration last drawn	Nil
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. 2018-19	2
Other Directorship held	Nil
Membership/Chairmanship of Committees of other Boards	1
Shareholding in the Company	Nil

Details of Director(s) seeking appointment/reappointment at the forthcoming Extra-ordinary General Meeting(EGM) 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 Kanha Agarwal
Date of Birth	22.10.1991
Date of First appointment on the Board	28.05.2014
Qualifications	Post Graduate
Experience / Expertise in specific function areas / Brief resume of the Director.	Shri Kanha Agarwal is a young Industrialist. He is Post Graduate in Management from Indian School of Business.
Terms and Conditions of appointment/re-appointment	Terms and conditions of appointment vide proposed special resolution to be passed in ensuing EGM.
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 EGM.
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 Kanha Agarwal. Shri Vikram Agarwal, Managing Director of the company is Brother of Shri Kanha Agarwal.
No. of Meeting of Board of Directors attended during the F.Y. 2018-19	4
Other Directorship held	11
Membership/Chairmanship of Committees of other Boards	2
Shareholding in the Company	18540 Shares



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 **Extra-ordinary General Meeting** of the Company to be held on Saturday, 7th September 2019 at 12.30 PM at 15 Km. Stone, Delhi Road, Hissar-125044 (Haryana)

*Applicable for the shareholder(s) holding shares in electronic form.

Signature of Shareholder/Proxy

Note : Please read the instructions printed under the Note No.11 to the Notice of **Extra-ordinary General Meeting**. The e-voting period starts on Wednesday, 4th September 2019 and ends on Friday 6th September 2019 (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 **Extra-ordinary General Meeting** of the Company to be held on Saturday, 7th September, 2019 at 12.30 PM at 15 Km. Stone, Delhi Road, Hissar-125044 (Haryana) and at any adjournment thereof in respect of such resolution as 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.	Waiver of recovery of managerial remuneration paid to Shri Ved Prakash Agarwal (DIN : 00048907) for the financial year 2015-16		
2.	Waiver of recovery of managerial remuneration paid to Shri Vikram Agarwal (DIN : 00054125) for the financial year 2015-16		
3.	Waiver of recovery of managerial remuneration paid to Shri Mangil Lal Pareek (DIN : 01795975) for the financial year 2015-16		
4.	Waiver of recovery of managerial remuneration paid to Shri Pancham Lal Gupta (DIN : 00048868) for the financial year 2015-16		
5.	Approval for re-appointment of Shri Yogender Nath Chugh (DIN : 02225961) as Independent Director for further five years		
6.	Approval for re-appointment of Shri Mamraj Agarwal (DIN : 00180671) as Independent Director for further five years		
7.	Approval for re-appointment of Smt. Purnima Gupta (DIN : 06885738) as Independent Director for further five years		
8.	Approval for appointment of Dr. Satish Chander Gosain (DIN : 08202130) as Independent Director for five years		
9.	Approval for re-appointment of Shri Kanha Agarwal (DIN : 06885529) as Joint Managing Director for three years		

Signed this day of 2019

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 resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Route Map for Venue of Extra-ordinary General Meeting of the Company to be held on Saturday, 7th September, 2019

