

**NOTICE**

NOTICE is hereby given that the 42<sup>nd</sup> Annual General Meeting of the Members of Prakash Industries Limited will be held on Thursday, the 28<sup>th</sup> September, 2023 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, 2023, 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, 2023, 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 Kanha Agarwal (DIN : 06885529), 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 Kanha Agarwal (DIN : 06885529), 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 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 2023-24 amounting to ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand Only) apart from reimbursement of actual expenses to be incurred by them in connection with conducting the audit of cost records of the Company, be and is hereby ratified and confirmed.

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

4. **Approval for appointment of Mrs. Ankita Garg (DIN: 10253617) as Independent and Non-executive Director**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17, 25 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Articles of Association of the Company, on recommendation received from Board of Directors Mrs. Ankita Garg (DIN: 10253617), be and is hereby appointed as Independent and Non-executive Director of the Company for a term of five years with effect from 1<sup>st</sup> November, 2023 till 31<sup>st</sup> October, 2028 not liable to retire by rotation.

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

5. **Approval for appointment of Shri Jatin Gupta (DIN: 00007185) as Independent and Non-executive Director**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17, 25 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Articles of Association of the Company, on recommendation received from Board of Directors Shri Jatin Gupta (DIN: 00007185), be and is hereby appointed as Independent and Non-executive Director of the Company for a term of five years with effect from 1<sup>st</sup> November, 2023 till 31<sup>st</sup> October, 2028 not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, things 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 : 31<sup>st</sup> July, 2023  
CIN : L27109HR1980PLC010724

**Arvind Mahla**  
Company Secretary  
M.No.:ACS66454

## 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, 02/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 ("MCA Circulars") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 42<sup>nd</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 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 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 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 42<sup>nd</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and 113 of the Company Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
  7. Register of Members and Share Transfer Books will remain closed from 20<sup>th</sup> September, 2023 to 22<sup>nd</sup> September, 2023 (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. The Company appointed M/s Skyline Financial Services Pvt. Ltd. as Registrar and Transfer Agent, Further the Company 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** : +91-011-40450193-97  
**Website** : [www.skylinerta.com](http://www.skylinerta.com)  
**E-mail** : [admin@skylinerta.com](mailto:admin@skylinerta.com)
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. During the financial year the Company have no obligation to transfer of Unpaid / Unclaimed Amount and Shares to Investor Education and Protection Fund. The Company had credited unclaimed dividend and shares 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. 28<sup>th</sup> September, 2022 and no share transferred to IEPF during the financial year 2022-23. The aforesaid details are put on the Company's website and can be accessed at [www.prakash.com](http://www.prakash.com).

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.

Members may note that SEBI, vide Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 03, 2021 & SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/687 dated December 14, 2021, had prescribed the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023 has mandated all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. Non-updation of KYC details in Folios (in Form ISR-1), wherein any one of the details/documents (i.e. PAN, Bank Details, Nomination) are not available on or after October 01, 2023, shall be frozen by the RTA as per above SEBI Circular. Further, it may

be noted that SEBI vide Circular No. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/42 dated March 27, 2023 has extended timeline for demat account holders to opt 'choice of nomination' failing which freezing of accounts shall come into force with effect from September 30, 2023.

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 at [www.prakash.com](http://www.prakash.com).

**15. The instructions for shareholders voting electronically are as under:**

(i) The voting period begins on 25<sup>th</sup> September, 2023 (09:00 a.m.) and ends on 27<sup>th</sup> September, 2023 (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 i.e. 21<sup>st</sup> September, 2023 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 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:

<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<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>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<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>
<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>

**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 022-23058738 or 022-23058542-43
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.in">evoting@nsdl.com.in</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:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits client ID or folio number, if folio number is less than 8 digits enter the applicable number of 0's before folio number
Dividend Bank Details OR Date of Birth (DOB)	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).

- (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 "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) 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).

## **PRAKASH INDUSTRIES LIMITED**

- 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)
- 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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 or 022-23058542-43

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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058738 or 022-23058542-43

### **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. Thursday, the 21<sup>st</sup> September, 2023), 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 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](http://www.prakash.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately.

#### **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, 4 and 5 of the accompanying Notice:

##### **Item No.3**

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 2023-24 as mentioned in the resolution set out at Item No.3 of the notice.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at this item of the Notice for

ratification of the remuneration payable to the Cost Auditors for the financial year 2023-24.

The Board recommends the Resolution set out at Item No.3 for ratification by the shareholders.

##### **Item No.4**

On recommendation received from Nomination and Remuneration Committee, Board be and is hereby recommended the appointment of Mrs. Ankita Garg as Independent and Non-executive Director of the Company not liable to retire by rotation for a term of five years with effect from 1<sup>st</sup> November, 2023 till 31<sup>st</sup> October, 2028.

Mrs. Ankita Garg is an eminent and experienced professional having educational qualification of Chartered Accountant and Company Secretary and rich experience of over 15 years in the field of finance, Accounting, Taxation and Compliances.

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

##### **Item No.5**

On recommendation received from Nomination and Remuneration Committee, Board be and is hereby recommended the appointment of Shri Jatin Gupta as Independent and Non-executive Director of the Company not liable to retire by rotation for a term of five years with effect from 1<sup>st</sup> November, 2023 till 31<sup>st</sup> October, 2028.

Shri Jatin Gupta is an eminent and experienced professional having educational qualification of Company Secretary. He is a qualified Company Secretary in Practice having more than 20 years of experience in Corporate Laws.

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

By order of the Board  
**For Prakash Industries Limited**

Registered Office:  
15 Km. Stone, Delhi Road,  
Hissar-125044 (Haryana)  
Dated : 31<sup>st</sup> July, 2023  
CIN : L27109HR1980PLC010724

**Arvind Mahla**  
Company Secretary  
M.No.:ACS66454

**Details of Director(s) seeking appointment / re-appointment 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 Directors	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	Proposed re-appointment is as per Section 152 of Companies Act, 2023
Details of remuneration sought to be paid and remuneration last drawn	Remuneration as per term and conditions of re-appointment vide proposed special resolution passed through postal ballot on 24th June, 2022.
Disclosure of Relationship with other Directors Manager and Key Managerial Personnel of the Company	Shri Kanha Agarwal, Joint Managing Director and Shri Vikram Agarwal, Managing Director are sons of Shri Ved Prakash Agarwal, Chairman of the Company.
No. of Meeting of Board of Directors attended during the F.Y. 2022-23	4
Other Directorship held	9
Membership/Chairmanship of Committees of other Boards	1
Shareholding in the Company	18540 Shares

Name of the Director	Mrs. Ankita Garg
Date of Birth	21.05.1987
Date of First appointment on the Board	01.11.2023
Qualifications	Chartered Accountant and Company Secretary
Experience / Expertise in specific function areas / Brief resume of the Director.	Mrs. Ankita Garg is experienced Professional having experience of more than 15 year.
Terms and Conditions of appointment/re-appointment	Proposed appointment is for five years with effect from 1 <sup>st</sup> November, 2023 to 31 <sup>st</sup> October, 2028
Details of remuneration sought to be paid and remuneration last drawn	Only sitting fees will be paid for attending the meetings.
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. 2022-23	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	Nil



**PRAKASH INDUSTRIES LIMITED**

Name of the Director	Shri Jatin Gupta
Date of Birth	24.12.1976
Date of First appointment on the Board	01.11.2023
Qualifications	Company Secretary
Experience / Expertise in specific function areas / Brief resume of the Director.	Shri Jatin Gupta is experienced Professional having experience of more than 20 year.
Terms and Conditions of appointment/re-appointment	Proposed appointment is for five years with effect from 1 <sup>st</sup> November, 2023 to 31 <sup>st</sup> October, 2028
Details of remuneration sought to be paid and remuneration last drawn	Only sitting fees will be paid for attending the meetings.
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. 2022-23	Nil
Other Directorship held	2
Other Directorship held in other listed entities	Nil
Membership/Chairmanship of Committees of other Boards	Nil
Shareholding in the Company	20,600 Shares