



## Prakash Industries Limited

CIN : L27109HR1980PLC010724

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

Telephone : +91-11-25305800

Email : [investorshelpline@prakash.com](mailto:investorshelpline@prakash.com); Website : [www.prakash.com](http://www.prakash.com)

### NOTICE OF POSTAL BALLOT

To,

The Members,

NOTICE is hereby given pursuant to provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September, 2023 issued by Ministry of Corporate Affairs (collectively the "MCA Circulars") and any other applicable rules and regulations [including any statutory modification or re-enactment thereof, for the time being in force] that the resolutions as set out hereunder are proposed for approval of Members of the Company through Postal Ballot by voting through electronic means ("remote e-voting") only :

#### SPECIAL BUSINESS :

##### 1. To approve the re-appointment of Shri Vikram Agarwal (DIN:00054125) as Managing Director of the Company

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

**"RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee 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 and as per Articles of Association of the Company, also read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded for the re-appointment of Shri Vikram Agarwal (DIN : 00054125) as Managing Director of the Company for a period of five years with effect from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 on the following terms and conditions:

- 1) Salary : ₹ 30,00,000 p.m.  
(in the grade of ₹ 30,00,000 - 3,50,000 - 44,00,000)
- 2) Perquisites : In addition to the aforesaid salary, the following perquisites would be allowed:

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

- i) 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 be encashed as per rules of the Company.
- iv) Free use of Company's Car with driver for Company's business.
- v) Free mobile and telephone facility.
- vi) 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. 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 authorised to accept any modification(s) in the terms and conditions of the appointment in such manner as may be suggested by members and acceptable to Shri Vikram Agarwal.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary contained hereinabove, where in any financial year, the Company has no profits or its profits are inadequate, the remuneration as decided by the Board from time to time pursuant to the provisions of Schedule V of the Companies Act, 2013 as amended from time to time shall be paid to Shri Vikram Agarwal, Managing Director as minimum remuneration with the approval of the members, if required, for the period from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised for obtaining necessary approvals - statutory, contractual or otherwise

and to do all such acts, deeds, matters and things as are incidental thereto or as may be deemed necessary or desirable and settle any question or difficulty that may arise, in such manner as they may deem fit in order to give effect to the above resolution.”

**2. To approve the appointment of Shri Harsh Vardhan Agarwal (DIN: 09163309) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the recommendation received from Nomination and Remuneration Committee and provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for the appointment of Shri Harsh Vardhan Agarwal (DIN: 09163309) as an Independent Director of the Company for a term of five years with effect from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary 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 : 9<sup>th</sup> February, 2024  
CIN : L27109HR1980PLC010724

**Arvind Mahla**  
Company Secretary  
M.No.ACS-66454

**NOTES:**

1. The explanatory statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolutions are annexed hereto.
2. The Board of Directors has appointed CS Bhoopendra Kumar Bohra (CP No.23511) of M/s B K Bohra & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot/e-voting process in fair and transparent manner.
3. The Notice of Postal Ballot is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on close of working hours on 23<sup>rd</sup> February, 2024 (**Cut-off date**) in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder and the MCA Circulars.
4. The MCA has advised the Companies to take all decisions of urgent nature requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/ e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. As per the MCA Circulars, the Company will send postal ballot notice only through email to all its members who have registered their email address with the Company/RTA or Depository/ Depository Participants and the communication of assent/ dissent of the members on the resolutions proposed in this notice will only take place through e-voting system. This postal ballot is accordingly being initiated in compliance with the MCA Circulars. Hence, in compliance with the requirement of MCA Circulars, hard copy of Postal Ballot Notice along with postal ballot forms and prepaid business reply envelope will not be sent to the members for this postal ballot and they are required to communicate their assent or dissent through the e-voting system only.
5. Members whose names 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 as on Cut-off date should treat this notice for information purpose only.
6. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company/RTA at [investorshelpline@prakash.com](mailto:investorshelpline@prakash.com) /

admin@skylinerta.com respectively along with the copy of the signed request letter in Form ISR -1 mentioning the name and address of the member, self-attested copy of the PAN card and self-attested copy of any document (eg.: Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries/ difficulties in registering the e-mail address, Members may write to investorshelpline@prakash.com / admin@skylinerta.com

7. 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 postal ballot 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. 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 Postal Ballot. In case of any queries, member may write to 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** : +91-11-40450193-97  
**Website** : www.skylinerta.com  
**E-mail** : admin@skylinerta.com

8. The Postal Ballot Notice will also available on the Company's website at www.prakash.com, websites of the RTA at www.skylinerta.com and websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and Central Depository Services (India) Limited e-voting's website at www.evotingindia.com and will remain on such website until the last date of e-voting on the said Postal Ballot Notice. The communication of assent/ dissent of the members will only take place through the remote e-voting system.

9. The date of completion of dispatch of Notices/ e-mails will be announced through advertisement in Newspapers.

10. The voting rights of members shall be in proportion to their share in the Paid up Equity Share Capital of the Company as on cut-off date i.e. 23<sup>rd</sup> February, 2024.

11. In the compliance with Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 & 110 of the Companies Act, 2013, read with the rules made thereunder and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India on general meetings ('SS- 2'), the Company is pleased to provide e-voting facility to its members in respect of all resolutions, to enable them to cast their votes electronically instead of dispatching Physical Postal Ballot Form. The Board of Directors of the Company has appointed Central Depository Services (India) Limited (CDSL) ('the Agency') for facilitating e-voting to enable the members to cast their votes electronically.

12. The remote E-voting facility will be available during the following period:

<b>Commencement of E-Voting</b>	<b>Friday, the 1<sup>st</sup> March, 2024 From 9.00 a.m. (IST)</b>
<b>End of E-Voting</b>	<b>Saturday, the 30<sup>th</sup> March, 2024 By 5.00 p.m. (IST)</b>

During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23<sup>rd</sup> February, 2024 (the Closing hours), may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

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 members.

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.

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/ 2020/242 dated 9<sup>th</sup> December, 2020 in respect of e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. members are advised to update the details of their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of Members	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>(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/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/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.login or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>(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.</p> <p>(3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>(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.</p>

Individual Shareholders holding securities in Demat mode with NSDL	<p>(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.</p> <p>(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></p> <p>(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.</p>
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Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Members 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 helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free No.: 022 4886 7000 and 022 2499 7000

Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- (a) The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (b) Click on Shareholders/Members Module.
- (c) Now enter your User ID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (d) Next enter the Image Verification as displayed and Click on Login.
- (e) 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.

(f) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	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 (c).

- (g) After entering these details appropriately, click on "SUBMIT" tab.
- (h) 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.
- (i) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (j) Click on the EVSN for the **Prakash Industries Limited** on which you choose to vote.
- (k) 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.
- (l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (m) 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.
- (n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (p) 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.
- (q) 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 in the "Corporate" Module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the RTA at the email address [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.

**PROCESS FOR THOSE MEMBERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES**

- i 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 Company at [admin@skylinerta.com](mailto:admin@skylinerta.com).
- ii For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- iii 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 1800 22 55 33. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing,

25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800 22 55 33.

13. The vote in this Postal Ballot cannot be exercised through proxy.
14. The Scrutinizer's decision on the validity or otherwise of the e-voting will be final. The Scrutinizer will submit their report to the Chairman or in his absence to any such Director/ Company Secretary or Person authorized by the Board, after completion of the Scrutiny of the Postal Ballots (through e-voting process only).
15. The result of Postal Ballot shall be declared by the Chairman or in his absence by any other Director, so authorized by the by the Board on or before Monday, the 1<sup>st</sup> April, 2024 at the Corporate Office of the Company at SRIVAN, Bijwasan, New Delhi - 110061, India.  
  
The Resolutions will be taken as passed effectively on the last date of e-voting i.e.30<sup>th</sup> March, 2024 on announcement of the result in the manner set out above, if the results of the respective resolutions set out in Postal Ballot Notice indicate that the requisite majority of the members had assented to the respective Resolutions.  
  
The result of the Postal Ballot along with Scrutinizer's Report will be displayed on the Notice Board of the Company at its Registered Office, Corporate Office and will also be placed on the Company's website viz. [www.prakash.com](http://www.prakash.com) as well as on CDSL e-voting website viz. [www.evotingindia.com](http://www.evotingindia.com). The results shall also be communicated to the NSE & BSE.
16. A copy each of the documents referred to in the accompanying Statement is open for inspection at the Registered Office and Corporate Office of the Company on all working days, except Saturday and holidays, between 11.00 A.M. and 1.00 P.M. from the date of dispatch until the last date for receipt of e-votes.
17. Details of Directors seeking appointment/re-appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5. of the SS-2 are as per Annexure - A attached.

**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. 1 and 2 of the accompanying Notice:

**Item No.1**

Shri Vikram Agarwal was re-appointed as Managing Director of the Company w.e.f. 1<sup>st</sup> April, 2021 for three years. He has been associated with Company since 2005. He is actively involved in day to day affairs of the Company. The remuneration of Shri Vikram Agarwal has been approved by Nomination and Remuneration Committee.

Having regard to the knowledge and experience of Shri Vikram Agarwal, the Board of Directors re-appointed Shri Vikram Agarwal as Managing Director of the Company for a period of five years with effect from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 on the terms and conditions and remuneration as mentioned in the resolution as set out at item No.1 of notice subject to the approval of members.

As on 9<sup>th</sup> February, 2024, Shri Vikram Agarwal holds 406500 equity shares of the Company.

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

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

None of the Directors except Shri Vikram Agarwal, Shri V.P. Agarwal and Shri Kanha Agarwal are interested in the resolution. The Board recommends the Special Resolution set out at Item No.1 for your approval.

#### **Item No.2**

On recommendation received from Nomination and Remuneration Committee (NRC), Board be and is hereby recommended the appointment of Shri Harsh Vardhan Agarwal 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> April, 2024 to 31<sup>st</sup> March, 2029.

Shri Harsh Vardhan Agarwal emerges as a distinguished Independent Director, bringing a wealth of expertise and qualifications to the board. Holding educational credentials as a Chartered Accountant and LLB, his professional journey is underscored by a commitment to excellence. As a certified

professional in Corporate Social Responsibility, Forensic Accounting & Fraud Detection, Business Responsibility & Sustainability Reporting and Auditing, Shri Harsh Vardhan Agarwal possesses a well-rounded skill set that aligns seamlessly with the multifaceted responsibilities of an Independent Director. His experience in the fields of Finance, Taxation, Accounting, Auditing and Compliances further enhances his capacity to contribute valuable insights and strategic guidance to the board, making him a pivotal asset in fostering corporate governance and steering the organization towards sustainable growth.

In the opinion of the NRC and the Board, Shri Harsh Vardhan Agarwal fulfils the conditions of independence as specified in the Act, the Rules thereunder and the SEBI LODR and is independent of the Management. In conformity with the Company's Nomination and Remuneration Policy, Shri Harsh Vardhan Agarwal will be entitled to receive sitting fees for attending the meetings of the Board and Committees thereof in which he is holding membership, if any. Reimbursement of expenses for participation in the meetings, subject to the overall limits as specified under the Act and the Rules framed thereunder.

None of the Directors except Shri Harsh Vardhan Agarwal is interested in the resolution. The Board recommends the Special Resolution set out at Item No.2 for your approval.

By order of the Board

**For Prakash Industries Limited**

Registered Office:

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

Dated : 9<sup>th</sup> February, 2024

CIN : L27109HR1980PLC010724

**Arvind Mahla**  
Company Secretary  
M.No.ACS-66454

**Details of Director(s) seeking appointment / re-appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard 2**

Name of the Director	Shri Vikram Agarwal
Date of Birth	04.12.1978
Date of First appointment on the Board	28.05.2005
Qualifications	Graduate
Experience / Expertise in specific function areas / Brief resume of the Director.	He has been associated with Company since 2005. He is actively involved in day to day affairs of the Company
Terms and Conditions of re-appointment	As per the resolution
Details of remuneration sought to be paid and remuneration last drawn	Remuneration sought to be paid as specified in Item No.1 of the notice. The last drawn remuneration is ₹ 329.68 lakhs in F.Y. 2022-23.
Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Shri V.P. Agarwal, Chairman of the Company is father of Shri Vikram Agarwal. Shri Kanha Agarwal, Joint Managing Director of the Company is brother of Shri Vikram Agarwal
No. of Meeting of Board of Directors attended during the F.Y. 2023-24	3
Other Directorship held	8
Directorship held in other listed entities	Prakash Pipes Limited
Membership/Chairmanship of Committees of other Boards	3
Shareholding in the Company	4,06,500

Name of the Director	Shri Harsh Vardhan Agarwal
Date of Birth	30.10.1991
Date of First appointment on the Board	01.04.2024
Qualifications	Chartered Accountant and LLB
Experience / Expertise in specific function areas / Brief resume of the Director.	Shri Harsh Vardhan Agarwal is experienced Processional having knowledge of Finance, Taxation, Accounting, Auditing, and Compliances etc.
Terms and Conditions of appointment	As per the resolution
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. 2023-24	Not Applicable
Other Directorship held	Nil
Directorship held in other listed entities	Nil
Membership/Chairmanship of Committees of other Boards	Nil
Shareholding in the Company	Nil