



Prakash Industries Limited

CIN : L27109HR1980PLC010724

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

Telephone : +91-11-25305800

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

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014

To,

The Members,

Notice is hereby given that the following proposed Resolutions are being circulated for approval of the members of the Company to be accorded by Postal Ballot, only by way of e-voting process ("e-voting"), in accordance with the provisions of Section 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") including amendments therein, if any, existing and forthcoming, as the case may be and other applicable provisions of the Act and the Rules, General Circular Nos.14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modifications thereto or re-enactment thereof for the time being in force):

SPECIAL BUSINESS :

1. To approve the appointment of Shri Mangi Lal Pareek (DIN:01795975) as Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), upon the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors, Shri Mangi Lal Pareek (DIN: 01795975), who was appointed as an Additional Director of the Company with effect from 21st December, 2021 and who holds office till the date of ensuing Annual General Meeting in terms of Section 161 of the Act, and who is eligible for appointment as a Director of the Company and has confirmed his willingness as such, be and is hereby appointed as Director of the Company, 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 to take all such steps as may be considered necessary, desirable or expedient to give effect to this resolution."

2. To approve the appointment of Shri Mangi Lal Pareek (DIN:01795975) as Whole-time Director of the Company

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

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the Company and as per provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), also read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the members be and is hereby accorded for the appointment of Shri Mangi Lal Pareek (DIN : 01795975) as Whole-time Director of the Company for a period of three years with effect from 21st December, 2021 to 20th December, 2024 on the following terms and conditions (including by way of ratification for period starting 21st December, 2021 till date of passing of the postal ballot resolution) :

1) Salary : ₹ 5,00,000 p.m.

(in the grade of ₹ 5,00,000 - 50,000 - 6,50,000 and increment effective from 1st April, 2022)

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:

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.

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

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

- vi) Free use of Company's Car with driver for Company's business.
- 4) He shall also be entitled to reimbursement of expenses on actual basis which are incurred for business of the Company.
- 5) 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 the limits provided under Section 197 of the Companies Act, 2013.

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to accept any modification(s) in the terms and conditions of the said appointment and remuneration in such manner as may be suggested by members.

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 present approval and provisions of Schedule V and other applicable provisions of the Companies Act, 2013 as amended from time to time same shall be paid to Shri Mangi Lal Pareek, Whole-time Director as minimum remuneration as per applicable provisions of the Companies Act, 2013 amended from time to time for the period from 21st December, 2021 to 20th December, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby 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."

3. To approve the appointment of Shri Mangi Lal Pareek (DIN: 01795975), Whole-time Director of the Company who have attained the age of over 70 years

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

"RESOLVED THAT pursuant to Sections 196, 197 and 203 of the Companies Act, 2013 read with Schedule V Part I (c) the consent of the members be and is hereby accorded for continuation of Shri Mangi Lal Pareek (DIN : 01795975), Whole-time Director of the Company as per terms and conditions specified in the Special Resolution proposed to be passed in Resolution No.2 of this postal ballot notice by the members of the Company, even though he has attained the age of Seventy Six Years and shall be entitled to the remuneration as passed in the above stated resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps

as may be necessary and desirable to give effect to this resolution."

4. To approve the re-appointment of Shri Kanha Agarwal (DIN : 06885529) as Joint 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 provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) also read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the members be and is hereby accorded for the re-appointment of Shri Kanha Agarwal (DIN : 06885529) as Joint Managing Director of the Company for a period of three years with effect from 1st April, 2022 to 31st March, 2025 on the following terms and conditions :-

- 1) Salary : ₹ 13,75,000 p.m.
(in the grade of ₹ 13,75,000 - 2,25,000 - 18,25,000)
- 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 the limits provided under Section 197 of the Companies Act, 2013.

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 members.

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 present approval and 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, 2022 to 31st March, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby 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 : 3rd May, 2022

CIN : L27109HR1980PLC010724

Ashwini Kumar
Company Secretary

NOTES:

1. Statement setting out the material facts concerning the proposed special businesses pursuant to Section 102 and 110 of the Companies Act, 2013 read with Rules made thereunder is given hereunder.
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 13th May, 2022 (Cut- off date) in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder and the MCA Circulars.
4. The Ministry of Corporate Affairs, Government of India(MCA), in terms of the General Circular No.14/ 2020 dated 8th April, 2020, General Circular No.17/ 2020 dated 13th April, 2020 and General Circular No.22/2020 dated 15th June, 2020 and General Circular No.33/ 2020 dated 28th September, 2020, General Circular No.39/ 2020 dated 31st December, 2020 General Circular No.10/2021 dated 23rd June, 2021 and General Circular No.20/2021 dated 8th December, 2021 (collectively referred to as "MCA Circulars") 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 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 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.
6. 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, 1st Floor, Okhla Industrial Area, Phase-I,
New Delhi – 110020.

Ph. : (011) - 40450193-97

Website : www.skylinerta.com

E-mail : admin@skylinerta.com

7. The Postal Ballot Notice has been placed on the Company's Website viz. www.prakash.com and Central Depository Services (India) Limited e-voting's website www.evotingindia.com and will remain on such website until the last date of e-voting on the said Postal Ballot Notice.
8. The date of completion of dispatch of Notices/ e-mails will be announced through advertisement in Newspapers.
9. 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. 13th May, 2022.
10. In 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 all its members, 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.
11. The remote E-voting facility will be available during the following period:

Commencement of E-Voting	Thursday, the 26th May, 2022 From 9.00 a.m. (IST)
End of E-Voting	Friday, the 24th June, 2022 By 5.00 p.m. (IST)

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. 13th May, 2022, (the Closing hours), may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

12. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th 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 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.

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 in respect of e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders 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 Shareholders holding securities in Demat mode is given below:

Type of Members	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> (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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. (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 & 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. (3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration (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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.
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: https://eservices.nsd.com 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 & voting during the meeting.</p> <p>(2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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</p>

	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 & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 & voting during the meeting.

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 CDSL	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 NSDL	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.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting 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.
- (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 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 sequence number sent by RTA or contact to RTA or Company
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).

- (7) After entering these details appropriately, click on "SUBMIT" tab.
- (8) 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.
- (9) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (10) Click on the EVSN for the relevant **Prakash Industries Limited** on which you choose to vote.
- (11) 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.
- (12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (13) 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.

- (14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (16) 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.
- (17) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (18) 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 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.
 - 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.
 - 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 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 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.

- 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 or contact at 1800225533.

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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at 1800225533.

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 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 Saturday, the 25th June, 2022 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. 24th June, 2022 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 and Corporate Office and will also be placed on the Company's website viz. www.prakash.com as well as of CDSL e-voting website viz. 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 to 4 of the accompanying Notice:

Item No.1

Pursuant to recommendation of Nomination and Remuneration Committee ("NRC") Shri Mangi Lal Pareek (DIN: 01795975) was appointed as an Additional Director, by the Board of Directors of the Company, with effect from 21st December, 2021, who shall hold office up to the ensuing Annual General Meeting of the Company. Shri Mangi Lal Pareek is not disqualified from being appointed as a Director by virtue of provisions of Section 164 of the Act and also he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The said appointment requires to be approved by the Members by way of an Ordinary Resolution.

As on 31st March, 2022, Shri Mangi Lal Pareek holds 802 equity shares of the Company.

None of the Directors except Shri Mangi Lal Pareek is interested in the Resolution.

The Board recommends the Ordinary Resolution set out at Item No.1 for your approval.

Item No.2

Shri Mangi Lal Pareek is an experienced technocrat and had been associated earlier also with the Company at the time of installation and commissioning of the integrated steel plant of the Company. He is thus conversant with all the facets of the working of the Company.

Having regard to the knowledge and experience of Shri Mangi Lal Pareek, the Board of Directors on the recommendation of NRC at its meeting held on 21st December, 2021 also approved the appointment of Shri Mangi Lal Pareek as Whole-time Director of the Company for the period from 21st December, 2021 to 20th December, 2024 on the terms and conditions and remuneration as mentioned in the resolution as set out at item No.2 of notice subject to the approval of shareholders.

A copy of the resolution passed by the Board of Directors relating to the terms and conditions of payment of remuneration and other relevant documents are open for inspection for the members at the Registered Office as well as Corporate Office of the Company between 11.00 AM. to 1.00 PM from the date of dispatch until the last date for receipt of e-votes. 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 Mangi Lal Pareek is interested in the Resolution.

The Board recommends the Special Resolution set out at Item No.2 for your approval.

Item No.3

As per requirements of Section 196 (3) and Schedule V Part I (c) of the Companies Act, 2013 if a Managing Director or Whole-time Director has attained the age of 76 years then his appointment/continuation needs to be approved by a special resolution passed by the Members of the Company.

Shri Mangi Lal Pareek has attained the age of 76 years. The Board of Directors in its meeting held on 21st December, 2021 have approved his appointment as Whole-time Director of the Company subject to approval of shareholders.

None of the Directors except Shri Mangi Lal Pareek is interested in the Resolution.

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

Item No.4

Shri Kanha Agarwal has been re-appointed as Joint Managing Director w.e.f. 1st April, 2019 to 31st March, 2022. Keeping in view of his active involvement in management affairs, Nomination and Remuneration Committee and Board of Directors of the Company has recommended for re-appointment w.e.f. 1st April, 2022 to 31st March, 2025.

In accordance with the requirement of Regulation 17(1C) of SEBI listing Regulation, approval of Members of the Company is being sought as a Special Resolution, by way of Postal Ballot through e-voting facility.

As on 31st March, 2022, Shri Kanha Agarwal holds 18,540 equity shares of the Company.

Shri V.P. Agarwal, Chairman of the Company is father of Shri Kanha Agarwal, Joint Managing Director. Shri Vikram Agarwal, Managing Director of the Company is brother of Shri Kanha Agarwal and thus aforesaid persons are deemed to be concerned and interested in the resolution for re-appointment of Shri Kanha Agarwal as Joint Managing Director.

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 and Office as well as Corporate Office of the Company between 11.00 AM. to 1.00 PM from the date of dispatch until the last date for receipt of e-votes. 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 Kanha Agarwal, Shri V.P. Agarwal and Shri Vikram Agarwal are interested in the Resolution.

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

By order of the Board
For Prakash Industries Limited

Registered Office:

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

Dated :3rd May, 2022

CIN : L27109HR1980PLC010724

Ashwini Kumar
Company Secretary

ANNEXURE-A**Details of Director(s) seeking appointment/reappointment 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 Mangi Lal Pareek
Date of Birth	10.05.1945
Date of First appointment on the Board	21.12.2021
Qualifications	Graduate
Experience / Expertise in specific function areas / Brief resume of the Director.	Shri Mangi Lal Pareek is an experienced technocrat and was earlier associated with the Company at the time of installation and commissioning of the integrated steel plant of the company. He is thus conversant with all the facets of the working of the Company.
Terms and Conditions of appointment/re-appointment	Terms and conditions of appointment vide proposed special resolution to be passed.
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.
Disclosure of Relationship with other Directors Manager and Key Managerial Personnel of the Company	No inter-se related to any other Director or key Managerial Personnel
No. of Meeting of Board of Directors attended during the F.Y. 2021-22	2
Other Directorship held	1
Directorship held in other listed entities	Nil
Membership/Chairmanship of Committees of other Boards	Nil
Shareholding in the Company	802 Equity Shares

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 re- appointment vide proposed special resolution to be passed.
Details of remuneration sought to be paid and remuneration last drawn	Remuneration as per terms and conditions of re-appointment vide proposed special resolution to be passed.
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. 2021-22	6
Other Directorship held	9
Directorship held in other listed entities	Prakash Pipes Limited
Membership/Chairmanship of Committees of other Boards	2
Shareholding in the Company	18,540 Equity Shares