

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of the Members of Prakash Industries Limited will be held on Saturday, the 28th July, 2018 at 12.30 p.m. at the Registered Office of the Company at 15 Km. Stone, Delhi Road, Hissar - 125044 to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2018, Profit and Loss Account and Cash Flow Statement for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri P.L. Gupta (DIN: 00048868), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of Chaturvedi & Co., Chartered Accountants (FRN : 302137E) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty-Eighth AGM of the Company to be held in the year 2019 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Shri Sunil Kumar (DIN 08047482), an Additional Director of the Company, holding office upto this Annual General Meeting, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 26th December, 2017 to 25th December, 2022.”

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

“RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee of the Company and as per the provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), approval

of the 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 three years with effect from 1st April, 2018 to 31st March, 2021 subject to the approval of Central Government and other appropriate authorities, if required, on the following terms and conditions:-

1. Salary: ₹ 20,00,000/- p.m.
(in the grade of ₹ 20,00,000 - 2,00,000 - 24,00,000)
2. Perquisites: In addition to the aforesaid salary, the following perquisites would be allowed:
 - i) Company's contribution towards Provident Fund equivalent to 12 % of the salary if he is member of provident fund or in case of he is non-member of provident fund, ex-gratia in lieu of contribution to provident fund equivalent to 12% of the salary.
 - ii) Gratuity - In accordance with the provisions of Payment of Gratuity Act but shall not exceed half month's salary for each completed year of service.
 - iii) Leave on full pay and allowances as per rules of the Company. Leave accumulated but not availed may be allowed to encash as per rules of the Company.
 - iv) Free use of Company's Car with driver for Company's business.
3. He shall also be entitled to reimbursement of expenses on actual basis which are incurred for business of the Company.
4. No sitting fee is to be paid for attending the meetings of Board of Directors or Committees thereof.

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to accept any modification(s) in the terms and conditions of the said appointment and remuneration in such manner as may be suggested by shareholders /authority 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 and other applicable provisions 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 Central Government, if required, for the period from 1st April, 2018 to 31st March, 2021.

RESOLVED FURTHER THAT Shri P.L. Gupta, Whole-time Director and Shri Ashwini Kumar, Company Secretary of the Company, be and are hereby severally authorised for obtaining necessary approvals - statutory, contractual or otherwise and do all such acts, deeds, matters and things as are incidental thereto or as may be deemed necessary or desirable and settle any question or difficulty that may

PRAKASH INDUSTRIES LIMITED

arise, in such manner as they may deem fit in order to give effect to the above resolution."

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

"RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee of the Company and as per the provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded for the re-appointment of Shri M.L. Pareek (DIN: 01795975) as Whole-time Director designated as Director (Projects) and Chief Executive Officer (CEO) of the Company for a period of three years with effect from 1st April, 2018 to 31st March, 2021 subject to the approval of Central Government and other appropriate authorities, if required, on the following terms and conditions:-

1. Salary: ₹ 4,50,000/- p.m.
(in the grade of ₹ 4,50,000 - 50,000 - 5,50,000)
2. Ex-gratia in lieu of Bonus : 20% of salary as per rules of the Company.
3. Perquisites : In addition to the aforesaid salary, the following perquisites would be allowed:
 - 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 5% of the net profit of the Company.

RESOLVED FURTHER THAT the services of the Whole-time Director would be subject to termination by one

month's notice from either side or payment of salary in lieu thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to accept any modification(s) in the terms and conditions of the said appointment and remuneration in such manner as may be suggested by shareholder / authority and acceptable to Shri M.L. Pareek.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove, where in any financial year, the Company has no profits or its profits are inadequate, the remuneration as decided by the Board from time to time pursuant to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013 as amended from time to time shall be paid to Shri M.L. Pareek, Whole-time Director as minimum remuneration with the approval of the Central Government, if required, for the period from 1st April, 2018 to 31st March, 2021.

RESOLVED FURTHER THAT Shri P.L. Gupta, Whole-time Director and Shri Ashwini Kumar, Company Secretary of the Company, be and are hereby severally authorised for obtaining necessary approvals - statutory, contractual or otherwise and do all such acts, deeds, matters and things as are incidental thereto or as may be deemed necessary or desirable and settle any question or difficulty that may arise, in such manner as they may deem fit in order to give effect to the above resolution."

7. 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 M. L. Pareek (DIN :01795975), Whole time Director designated as Director (Project) and Chief Executive Officer (CEO) of the Company as per terms and conditions specified in this special resolution proposed to be passed by the members at its ensuing Annual General Meeting of the Company, even though he has attained the age of seventy 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."

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

"RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee of the Company and as per the provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory

PRAKASH INDUSTRIES LIMITED

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 P.L. Gupta (DIN : 00048868) as Whole-time Director designated as Director (Finance) and Chief Financial Officer (CFO) of the Company for a period of three years with effect from 1st April 2018 to 31st March, 2021 subject to the approval of Central Government and other appropriate authorities, if required, on the following terms and conditions:-

1. Salary: ₹ 4,00,000/- p.m.
(in the grade of ₹ 4,00,000 - 40,000 - 4,80,000)
2. Ex-gratia in lieu of Bonus : 20% of salary as per rules of the Company.
3. Perquisites : In addition to the aforesaid salary, the following perquisites would be allowed:
 - 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 5% of the net profit of the Company.

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to accept any modification(s) in the terms and conditions of the said appointment and remuneration in such manner as may be suggested by shareholder / authority and acceptable to Shri P.L. Gupta.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove, where in any financial year, the Company has no profits or its profits are inadequate, the remuneration as decided by the Board from time to time pursuant to the provisions of Schedule V

and other applicable provisions of the Companies Act, 2013 as amended from time to time shall be paid to Shri P.L. Gupta, Whole-time Director as minimum remuneration with the approval of the Central Government, if required, for the period from 1st April, 2018 to 31st March, 2021.

RESOLVED FURTHER THAT Shri M.L. Pareek, Whole-time Director and Shri Ashwini Kumar, Company Secretary of the Company, be and are hereby severally authorised for obtaining necessary approvals - statutory, contractual or otherwise and do all such acts, deeds, matters and things as are incidental thereto or as may be deemed necessary or desirable and settle any question or difficulty that may arise, in such manner as they may deem fit in order to give effect to the above resolution."

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

"RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee of the Company and as per the provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded to revise the remuneration of Shri Kanha Agarwal (DIN : 06885529), Joint Managing Director with effect from 1st April 2018 to 31st March, 2019 subject to the approval of Central Government and other appropriate authorities, if required, on the following terms and conditions:-

1. Salary: ₹ 10,00,000/- p.m.
2. Perquisites: In addition to the aforesaid salary, the following perquisites would be allowed:
 - i) Company's contribution towards Provident Fund equivalent to 12% of the salary if he is member of provident fund or in case of he is non-member of provident fund, ex-gratia in lieu of contribution to provident fund equivalent to 12% of the salary.
 - ii) Gratuity - In accordance with the provisions of Payment of Gratuity Act but shall not exceed half month's salary for each completed year of service.
 - iii) Leave on full pay and allowances as per rules of the Company. Leave accumulated but not availed may be allowed to encash as per rules of the Company.
 - iv) Free use of Company's Car with driver for Company's business.
3. He shall also be entitled to reimbursement of expenses on actual basis which are incurred for business of the Company.
4. No sitting fee is to be paid for attending the meetings of Board of Directors or Committees thereof.

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

PRAKASH INDUSTRIES LIMITED

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 remuneration in such manner as may be suggested by shareholders /authority and acceptable to Shri Kanha Agarwal.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove, where in the said financial year, the Company has no profits or its profits are inadequate, the remuneration as decided by the Board from time to time pursuant to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013 as amended from time to time shall be paid to Shri Kanha Agarwal, Joint Managing Director as minimum remuneration with the approval of the Central Government, if required, for the period from 1st April, 2018 to 31st March, 2019.

RESOLVED FURTHER THAT Shri P.L. Gupta, Whole-time Director and Shri Ashwini Kumar, Company Secretary of the Company, be and are hereby severally authorised for obtaining necessary approvals - statutory, contractual or otherwise and do all such acts, deeds, matters and things as are incidental thereto or as may be deemed necessary or desirable and settle any question or difficulty that may arise, in such manner as they may deem fit in order to give effect to the above resolution.”

10. 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 148 and all other applicable provisions 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 2018-19 amounting to Rs.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 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 : 30th April, 2018

CIN : L27109HR1980PLC010724

Ashwini Kumar
Company Secretary

NOTES:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's Registered/Corporate Office not less than 48 hours before commencement of the meeting. A proxy form for the AGM is enclosed.
4. Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 a person shall not act as proxy for more than fifty (50) members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the meeting to the Company .
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. Register of Members and Share Transfer Books will remain closed from 24th July, 2018 to 28th July, 2018 (both days inclusive).
8. i) Members are requested to quote their folio, DP and client ID No. in all correspondence with the Company.
ii) If there is any change in the postal address / email ID, members may update their new address or email ID with their respective DP in case of holding shares in demat form and if holding shares in physical form they should write to the Company.
iii) Members holding shares in physical form and desirous of making nomination in respect of their shareholding in the Company may send Form SH-13 for the purpose which is available at the Corporate Office of the Company or may be downloaded from the Company's website www.prakash.com
iv) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities Market. Members holding shares in demat form are requested to update their PAN details with their respective DPs and those holding shares in physical form may send self attested copy of PAN card to the Company.
9. As per rules regarding **unpaid / unclaimed dividend** prescribed by MCA; Company has already given the details of unpaid/ unclaimed dividend for the financial year 2010-11, 2011-12 , 2012-13 and 2013-14 on the website of

PRAKASH INDUSTRIES LIMITED

Investor Education and Protection Fund (IEPF) viz. www.iepf.gov.in. Investors can also check their unpaid / unclaimed dividend details from the abovesaid website.

Members who have not received / encashed their dividend warrants for the financial year 2010-11, 2011-12, 2012-13 and 2013-14 may please write to Shri Ashwini Kumar, Company Secretary and Compliance Officer, at the Company's Corporate Office for claiming the said dividends. Members are requested to note that dividends 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, shall also be transferred to the Investor Education and Protection Fund (IEPF) Suspense Account.

Form for providing bank details is available on the Company's website www.prakash.com and also **annexed with the Annual Report**.

10. Members holding shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
12. The Ministry of Corporate Affairs (MCA) has undertaken a "Green Initiative in Corporate Governance" and allowed Companies to send documents through electronic mode to its members. As per Regulation 36(1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies shall send soft copies of the Annual Report and other notices to all those members who have registered their email ids for the said purpose. Members are requested to support this Green Initiative by registering/ updating their email ids for receiving electronic communications.
Members holding shares in electronic mode are requested to update their email ids with their respective DPs and those holding shares in physical mode are requested to update their email ids with the Company at SRIVAN, Najafgarh - Bijwasan Road, Bijwasan, New Delhi - 110061.

13. Voting through electronic means -

A. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to its Members in respect of the businesses to be transacted at the 37th Annual General Meeting ("AGM"). The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Authorised Agency to provide e-voting facilities.

B. Members are requested to note that the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

Instructions:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th July, 2018 (09:00 a.m.) and ends on 27th July, 2018 (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 21st July, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders / Members.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next Enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of name in CAPITAL letters. Eg. If your name is RAMESH KUMAR with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>If both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

PRAKASH INDUSTRIES LIMITED

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
 - (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN of "Prakash Industries Limited".
 - (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
 - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (xviii) If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phones users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xx) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- C. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21st July, 2018 may follow the same instructions as mentioned above for e-Voting.
- D. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- E. M/s S.K. Hota & Associates, Company Secretaries (Membership No.16165 & CP No.6425) has been appointed as the Scrutinizer and Alternate scrutinizer to scrutinize the remote e-voting process and voting through Ballot paper in the meeting, in a fair and transparent manner.
- F. The Scrutinizer, after scrutinising the votes cast at the meeting through ballot paper and through remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.
- G. In the event of poll, please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon shall be prepared in accordance with Section 109 of the Act read with relevant rules. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the Meeting.
- H. Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 37th Annual General Meeting of the Company scheduled to be held on Saturday the 28th July, 2018. The Results shall be declared within 48 Hours from the conclusion of the meeting. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website, www.prakash.com and on CDSL's website, www.cdslindia.com / www.evotingindia.com within 48 hours of passing of the Resolutions at the meeting and communicated to the Stock Exchanges.
14. Details of Directors seeking appointment/reappointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the Securities and Exchange

PRAKASH INDUSTRIES LIMITED

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard 2 as per Annexure- A

15. Members are requested to bring their duly filled Attendance Slip enclosed herewith to attend the meeting along with their copy of Annual Report.
16. A route map to the venue of the AGM alongwith prominent landmark for easy location is enclosed.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013).

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 to 9 of the accompanying Notice:

Item No.4

Shri Sunil Kumar was appointed as an Independent Additional Director w.e.f. 26th December, 2017. Based on the recommendations of the Nomination and Remuneration Committee and the performance evaluation, the Board of Directors wants to appoint him to hold office as an Independent Director of the company for a term of Five years w.e.f. 26th December, 2017 to 25th December, 2022.

As per Section 161 of The Companies Act, 2013 Shri Sunil Kumar holds office as an Additional Director upto the date of ensuing Annual General Meeting of the Company. Section 149 of Companies Act, 2013, requires appointment of an Independent Director to be approved by the Members by way of a Ordinary Resolution.

Shri Sunil Kumar is a consultant and has more than 12 years experience in the field of financial and real estste market.

Further, Shri Sunil Kumar being an Independent Director, shall not be liable to retire by rotation.

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

Item No.5

Shri Vikram Agarwal was reappointed as Managing Director of the Company w.e.f. 1st April, 2015 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 Director appointed Shri Vikram Agarwal as Managing Director of the Company for the period from 1st April, 2018 to 31st March, 2021 on the terms and conditions and remuneration as mentioned in the resolution as set out at item No.5 of notice subject to the approval of shareholders.

As on 31st March, 2018, Shri Vikram Agarwal holds 406500 equity shares of the company.

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

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 Resolution set out at Item No.5 for your approval.

Item No.6

Shri M.L. 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 M.L. Pareek, the Board of Director appointed Shri M.L. Pareek as Whole-time director of the company for the period from 1st April, 2018 to 31st March, 2021 on the terms and conditions and remuneration as mentioned in the resolution as set out at item No.6 of notice subject to the approval of shareholders.

None of the Directors except Shri M.L. Pareek is interested in the Resolution.

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

Item No.7

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 70 years then his appointment/continuation needs to be approved by a special resolution passed by the company in General Meeting otherwise Central Government approval is required.

Shri M. L. Pareek has attained the age of 70 years in May, 2015. Your directors in their meeting held on 8th February, 2018 have approved and recommended his reappointment as Whole-time Director of the company subject to shareholders approval in this Annual General Meeting.

None of the Directors except Shri M.L. Pareek is interested in the Resolution.

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

Item No.8

Shri P. L. Gupta is a Chartered Accountant having work experience of 39 years and has been associated with the Company for more than two decades and thus conversant with all the facets of the working of the company.

Having regard to the knowledge and professional experience of Shri P. L. Gupta, the Board of Director appointed Shri P.L. Gupta as a Whole-time Director and Chief Financial Officer (CFO) of the company for the period from 1st April, 2018 to 31st March, 2021 on the terms and conditions and remuneration as mentioned in the resolution as set out at item No.8 of notice subject to the approval of shareholders.

None of the Directors except Shri P.L. Gupta is interested in the Resolution.

The Board recommends the Resolution set out at Item No.8 for your approval.

PRAKASH INDUSTRIES LIMITED

Item No.9

Shri Kanha Agarwal has been appointed as Joint Managing Director w.e.f. 6th February, 2016 to 31st March, 2019. Keeping in view of his active involvement in management affairs, Nomination and Remuneration Committee and Board of Directors of the Company has recommended for revision in his remuneration w.e.f. 1st April, 2018.

As on 31st March, 2018, Shri Kanha Agarwal holds 18540 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.

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 Resolution set out at Item No.9 for your approval.

Item No.10

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 2018-19 as mentioned in the resolution set out at Item No.10 of the notice.

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.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2018-19.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Resolution set out at Item No.10 for your approval.

A copy of the resolutions passed by the Board of Directors relating to the reappointment of Directors (Item No. 5,6,7,8) and revision of remuneration (Item No. 9) and other relevant documents are open for inspection of the members at the Corporate Office of the company between 11.00 A.M. to 01.00 P.M. on any working day prior to the date of meeting and also at the meeting.

By order of the Board
For Prakash Industries Limited

Registered Office:

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

Dated : 30th April, 2018
CIN : L27109HR1980PLC010724

Ashwini Kumar
Company Secretary

PRAKASH INDUSTRIES LIMITED**ANNEXURE-A****Details of Director(s) seeking appointment/reappointment at the forthcoming Annual General Meeting(AGM) pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard 2**

Name of the Directors	Shri Sunil Kumar
Date of Birth	16.08.1973
Date of First appointment on the Board	26.12.2017
Qualifications	Graduate
Experience / Expertise in specific function areas / Brief resume of the Director.	Shri Sunil Kumar is consultant and having work experience of more than 12 years in the field of financial and the real estate market
Terms and Conditions of appointment / re-appointment	Proposed appointment is for five years w.e.f. 26.12.2017 to 25.12.2022.
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. 2017-18	2
Other Directorship held	Nil
Membership/Chairmanship of Committees of other Boards	Nil
Shareholding in the Company	Nil

Name of the Directors	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 appointment / re-appointment	Proposed re-appointment as per term and conditions of appointment vide proposed special resolution to be passed in ensuing AGM w.e.f. 01.04.2018 to 31.03.2021.
Details of remuneration sought to be paid and remuneration last drawn	Remuneration as per term and conditions of appointment vide proposed special resolution to be passed in ensuing AGM.
Disclosure of Relationship with other Directors Manager and Key Managerial Personnel of the Company	Shri V.P. Agarwal, Chairman of the company is Father of Shri Vikram Agarwal, Joint Managing Director. 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. 2017-18	8
Other Directorship held	8
Membership/Chairmanship of Committees of other Boards	Nil
Shareholding in the Company	4,06,500 Shares

PRAKASH INDUSTRIES LIMITED

Details of Director(s) seeking appointment/reappointment at the forthcoming Annual General Meeting(AGM) pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard 2

Name of the Directors	Shri M.L. Pareek
Date of Birth	10.05.1945
Date of First appointment on the Board	04.08.2012
Qualifications	Graduate
Experience / Expertise in specific function areas / Brief resume of the Director.	Shri M.L. 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.
Terms and Conditions of appointment / re-appointment	Proposed re-appointment as per term and conditions of appointment vide proposed special resolution to be passed in ensuing AGM w.e.f. 01.04.2018 to 31.03.2021.
Details of remuneration sought to be paid and remuneration last drawn	Remuneration as per term and conditions of appointment vide proposed special resolution to be passed in ensuing AGM.
Disclosure of Relationship with other Directors Manager and Key Managerial Personnel of the Company	Not inter-se related to any other Director or key Managerial Personnel
No. of Meeting of Board of Directors attended during the F.Y. 2017-18	8
Other Directorship held	1
Membership/Chairmanship of Committees of other Boards	Nil
Shareholding in the Company	802 Shares

Name of the Directors	Shri P.L. Gupta
Date of Birth	05.04.1951
Date of First appointment on the Board	07.11.2011
Qualifications	Chartered Accountant
Experience / Expertise in specific function areas / Brief resume of the Director.	Shri P.L. Gupta is a Chartered Accountant having work experience of 39 years and has been associated with the company for more than two decades and thus conversant with all the facets of the working of the company.
Terms and Conditions of appointment/re-appointment	Proposed re-appointment as per term and conditions of appointment vide proposed special resolution to be passed in ensuing AGM w.e.f. 01.04.2018 to 31.03.2021.
Details of remuneration sought to be paid and remuneration last drawn	Remuneration as per term and conditions of appointment vide proposed special resolution to be passed in ensuing AGM.
Disclosure of Relationship with other Directors Manager and Key Managerial Personnel of the Company	Not inter-se related to any other Director or key Managerial Personnel.
No. of Meeting of Board of Directors attended during the F.Y. 2017-18	8
Other Directorship held	1
Membership/Chairmanship of Committees of other Boards	Nil
Shareholding in the Company	Nil

PRAKASH INDUSTRIES LIMITED

Details of Director(s) seeking appointment/reappointment at the forthcoming Annual General Meeting(AGM) pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard 2

Name of the 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 revision of remuneration as per term and conditions of appointment vide proposed special resolution to be passed in ensuing AGM w.e.f. 01.04.2018 to 31.03.2019.
Details of remuneration sought to be paid and remuneration last drawn	Remuneration as per term and conditions of appointment vide proposed special resolution to be passed in ensuing AGM.
Disclosure of Relationship with other Directors Manager and Key Managerial Personnel of the Company	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. 2017-18	8
Other Directorship held	13
Membership/Chairmanship of Committees of other Boards	Nil
Shareholding in the Company	18540 Shares



Prakash Industries Limited

CIN : L27109HR1980PLC010724

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

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint share holders may obtain additional Slip at the Venue of the Meeting

Folio or DP ID & Client ID* No.	
Name of Shareholder(s)	

I/We hereby record my/our presence at the **37th Annual General Meeting** of the Company to be held on Saturday, 28th July, 2018 at 12.30 PM at 15 Km. Stone, Delhi Road, Hissar-125044 (Haryana)

*Applicable for the investors holding shares in electronic form.

Signature of Shareholder/Proxy

Note : Please read the instructions printed under the Note No.13 to the Notice of **37th Annual General Meeting**. The e-voting period starts on Wednesday, 25th July, 2018 (9.00 am) and ends on Friday, 27th July, 2018 (5.00 pm). At the end of the e-voting period, the portal where the votes are cast shall forthwith be blocked by CDSL.



Prakash Industries Limited

CIN : L27109HR1980PLC010724

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

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :	E-mail ID :
Registered Address :	Folio or DP ID & Client ID* No.

I/We, being the member(s) of Prakash Industries Limited holding _____ equity shares, hereby appoint :

- 1) _____ of _____ having E-mail ID _____ or failing him
- 2) _____ of _____ having E-mail ID _____ or failing him
- 3) _____ of _____ having E-mail ID _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **37th Annual General Meeting** of the Company to be held on Saturday, 28th July, 2018 at 12.30 PM at 15 Km. Stone, Delhi Road, Hissar-125044 (Haryana) and at any adjournment thereof in respect of such resolutions as are indicated below:

I/we wish my/our above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Description of Resolution	For	Against
1.	Consider and adopt Audited Financial Statements, Reports of the Board of Directors as at 31 st March, 2018		
2.	Re-appointment of Shri P.L. Gupta (DIN : 00048868) who retires by rotation		
3.	Ratification of re-appointment of Statutory Auditors		
4.	Appointment of Shri Sunil Kumar (DIN : 08047482) as Director of the Company		
5.	Re-appointment of Shri Vikram Agarwal (DIN : 00054125) as Managing Director and fix his remuneration		
6.	Re-appointment of Shri M.L. Pareek (DIN : 01795975) as Whole-time Director and fix his remuneration		
7.	Consider and ratify the re-appointment of Shri M.L. Pareek (DIN : 01795975) as Whole-time Director		
8.	Re-appointment of Shri P.L. Gupta (DIN : 00048868) as Whole-time Director and fix his remuneration		
9.	Revise the remuneration of Shri Kanha Agarwal (DIN : 06885529) Joint Managing Director		
10.	Ratification of remuneration of Cost Auditors		

Signed this day of 2018

Signature of shareholder



Signature of first proxy holder

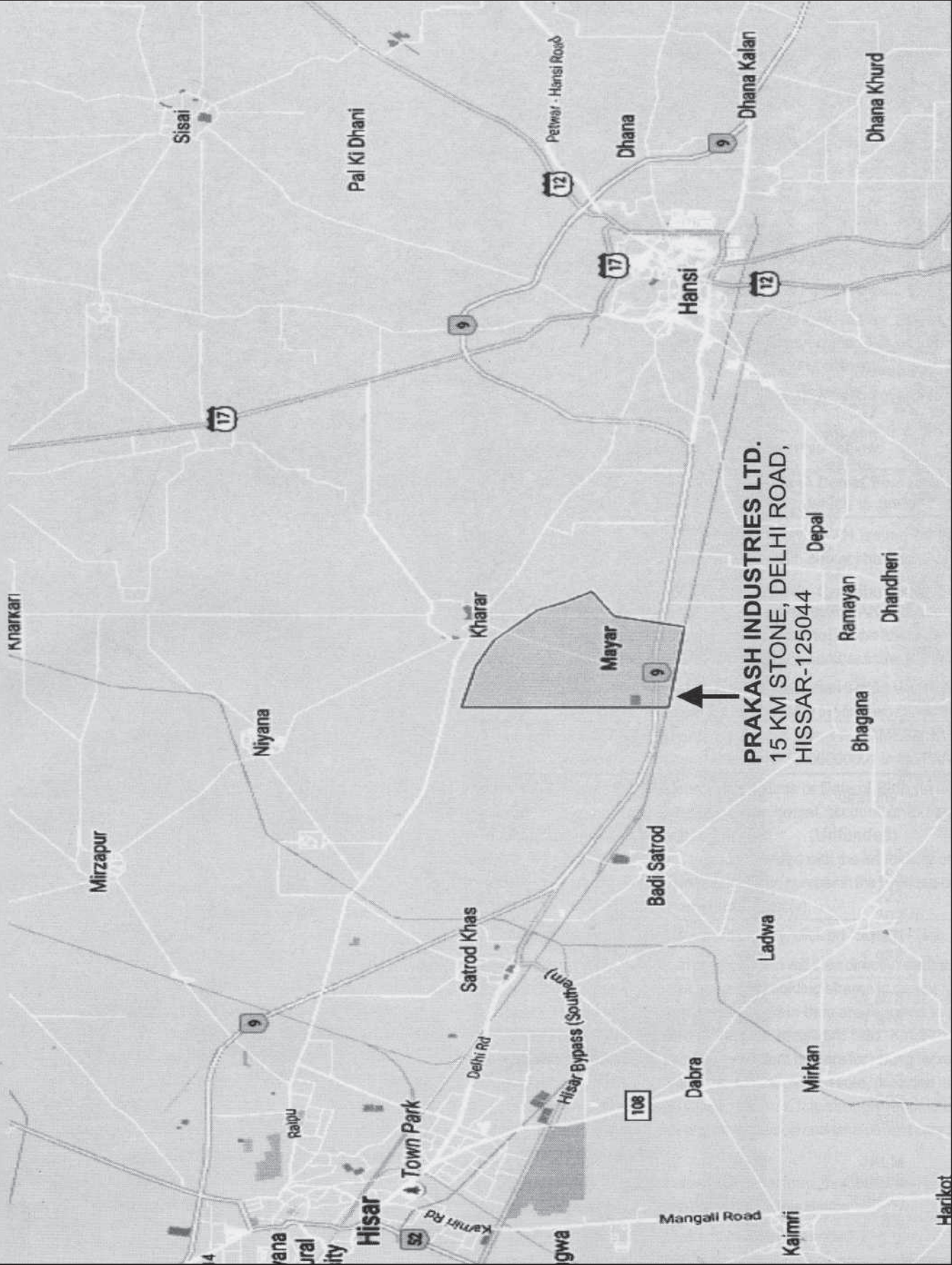
Signature of second proxy holder

Signature of third proxy holder

Notes: (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered/Corporate Office of the Company not less than 48 hours before the commencement of the meeting.

(2) This is only optional. Please tick (✓) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Route Map for Venue of 37th Annual General Meeting of the Company to be held on Saturday, 28th July, 2018



PRAKASH INDUSTRIES LTD.
15 KM STONE, DELHI ROAD,
HISSAR-125044