



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

To,
The Members,

NOTICE is hereby given pursuant to provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot process through e-voting vide General Circulars 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, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022 (collectively the "MCA Circulars") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) that the Resolutions as set out hereunder are proposed for approval by the Members of the Company by means of Postal Ballot by voting through electronic means ("remote e-voting") only. Communication of assent (FOR) or dissent (AGAINST) of the Members would take place only through the remote e-voting system:

SPECIAL BUSINESS :

1. To approve the re-appointment of Shri Ved Prakash Agarwal (DIN : 00048907) as Whole-time Director designated as Chairman 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 and pursuant to approval of the Board of Directors in this regard, approval of members be and is hereby accorded for re-appointment

of Shri Ved Prakash Agarwal (DIN : 00048907) as Whole-time Director designated as Chairman of the Company for a period of five years with effect from 1st April, 2023 to 31st March, 2028 not liable to retire by rotation on the following terms and conditions :-

- 1) Salary : ₹ 60,00,000/- p.m.
(in the grade of ₹ 60,00,000 - 5,00,000 - 80,00,000)
- 2) Perquisites : In addition to the aforesaid salary, the following perquisites, would be allowed:

Category 'A'

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

- i) Gratuity - In accordance with the provisions of Payment of Gratuity Act but shall not exceed half month's salary for each completed year of service.
- ii) Leave of full pay and allowances as per rules of the Company. Leave accumulated but not availed may be allowed to be encashed as per rules of the Company.

Category 'B'

- i) Free use of Company's Car with driver for Company's business.
 - ii) Free mobile and telephone facility.
 - iii) Reimbursement of all entertainment and travelling expenses actually incurred by the Chairman for the business of the Company.
- 3) No sitting fee is to be paid for attending the meetings of the Board of Directors or Committees thereof.

Provided that the total remuneration shall not exceed 5% of the net profit of the Company and if there is more than one Director, remuneration shall not exceed 10% of the net profit to all such Directors taken together.

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorised to accept any modification (s) in the terms and conditions of the re-appointment in such manner as may be suggested by members/authority. and acceptable to Shri Ved Prakash 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 recommended by NRC and decided by the Board from time to time pursuant to the provisions of Schedule V of the Companies Act, 2013

as amended from time to time shall be paid to Shri Ved Prakash Agarwal, Whole-time Director designated as Chairman as minimum remuneration as per applicable provisions of the Companies Act, 2013 amended from time to time for the period from 1st April, 2023 to 31st March, 2028.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised for obtaining necessary approvals - statutory, contractual or otherwise and to do all such acts, deeds, matters and things as are incidental thereto or as may be deemed necessary or desirable and settle any question or difficulty that may arise, in such manner as they may deem fit in order to give effect to the above resolution and that the appointment is proposed to be effected without execution of any agreement."

2. To approve the re-appointment of Dr. Satish Chander Gosain (DIN : 08202130) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and as per the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended thereof for the time being in force), approval of the members be and is hereby accorded for the re-appointment of Dr. Satish Chander Gosain (DIN : 08202130) as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company with effect from 13th August, 2023 to 12th August, 2028."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to this resolution."

By order of the Board

For Prakash Industries Limited

Registered Office:

15 Km. Stone,
Delhi Road,
Hissar – 125044 (Haryana)
Dated : 16th May, 2023
CIN : L27109HR1980PLC010724

Arvind Mahla
Company Secretary
M.No.ACS-66454

NOTES:

1. The explanatory statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolutions are annexed hereto.
2. The Board of Directors has appointed CS Bhoopendra Kumar Bohra (CP No.23511) of M/s B.K. Bohra & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot/e-voting process in fair and transparent manner.
3. The Notice of Postal Ballot is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on close of working hours on **12th May, 2023 (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 Circulars 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, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022 (collectively the "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 names are appearing on the Register of Members/List of Beneficial owners as on the Cut-off date shall be eligible for e-voting. A person who is not a Member as on Cut-off Date should treat this notice for information purpose only.
6. Members may note that SEBI, vide Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 03, 2021 & SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated December 14, 2021, had prescribed the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN,

KYC details and Nomination. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023 has mandated all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. Non-updation of KYC details in Folios (in Form ISR-1), wherein any one of the cited details/documents (i.e. PAN, Bank Details, Nomination) are not available on or after October 01, 2023, shall be frozen by the RTA as per above SEBI Circular. Further, it may be noted that SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/42 dated March 27, 2023 has extended timeline for demat account holders to opt 'choice of nomination' failing which freezing of accounts shall come into force with effect from September 30, 2023.

7. The Company has made arrangements to facilitate members to receive this notice electronically and cast their vote electronically, as per the process given below:

a) For voting on the resolutions proposed in the postal ballot through e- voting, members who have not registered their email address may get their email address registered by sending an email to admin@skylinerta.com. The members shall provide the following details in the email.

Full Name

No. of shares held

Folio number (if shares held in physical)

Share certificate number (if shares held in physical)

DPID & Client ID (if shares are held in demat)

Email id

b) On receipt of the email, the member would get soft copy of the notice and the procedure for e-voting alongwith the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to admin@skylinerta.com.

c) It is clarified that for permanent registration of email address, members are required to register their email address, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the RTA of the Company

Skyline Financial Services Pvt. Ltd.

D-153A, 1st Floor, Okhla Industrial Area, Phase-I,
New Delhi – 110020.

Ph. : +91-011- 40450193-97

Website : www.skylinerta.com

E-mail : admin@skylinerta.com

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

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

10. The voting rights of members shall be in proportion to their share in the Paid up Equity Share Capital of the Company as on the **cut-off date i.e. 12th May, 2023.**

11 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.

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

Commencement of E-Voting	Thursday, the 25th May, 2023 From 9.00 a.m. (IST)
End of E-Voting	Friday, the 23rd June, 2023 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. 12th May, 2023**, (the Closing hours), may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

13. 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	<p>(1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>(2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>(3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>(4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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.</p>

Individual Shareholders holding securities in Demat mode with NSDL	<p>(1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: 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 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>
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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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43
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 first two letters of their name and 8 digits client ID or folio number, if folio number is less than 8 digits enter the applicable number of 0's before folio number.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- (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 members 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 MEMBERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE RTA/DEPOSITORIES

- 1 For Physical members- please provide necessary details like Folio No., Name of members, 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 members - Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3 For Individual Demat members - 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 022-23058738 or 022-23058542-43

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 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 022-23058738 or 022-23058542-43

14. The vote in this Postal Ballot cannot be exercised through proxy.
15. The Scrutinizer's decision on the validity or otherwise of the e-voting will be final. The Scrutinizer will submit their report to the Chairman or in his absence to any such Director / Company Secretary or Person authorized by the Board, after completion of the Scrutiny of the Postal Ballots (through e-voting process only).
16. The result of Postal Ballot shall be declared by the Chairman or in his absence by any other Director, so authorized by the Board on or before Monday, the 26th June, 2023 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. 23rd June, 2023 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.

17. 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.
18. 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 2 of the accompanying Notice:

Item No.1

The Members of the Company at the Annual General Meeting held on 28th September, 2020 had re-appointed Shri Ved Prakash Agarwal for a period of three years from 1st April, 2020 since the appointment was covered under Part II of Schedule V of the Companies Act, 2013 and said tenure came to an end on 31st March, 2023. Under the management control and guidance of Shri Ved Prakash Agarwal, the Company has consistently improved upon its performance. Shri Ved Prakash Agarwal is an experienced Industrialist hailing from a reputed business house. He has been with the Company since its inception and is thus conversant with all the facets of the working of the Company.

The Nomination and Remuneration Committee was of the view and the Board also considered that Shri Ved Prakash Agarwal's continued association with the Company was paramount and would be of immense benefit to the Company and it is desirable to continue to avail his services as Chairman of the Company.

On the recommendation of the Nomination and Remuneration Committee your Board has re-appointed Shri Ved Prakash Agarwal as Whole-time Director designated as Chairman of the Company for a period of five years commencing from 1st April, 2023 to 31st March, 2028 on the terms & conditions as mentioned in the resolution.

Further, pursuant to Regulation 17(1C) of SEBI Listing Regulations, the re-appointment of a Director on the Board of Directors shall be approved by the members at the next general meeting or within a time period of three months from the date of re-appointment whichever is earlier. Therefore, the said resolution is proposed and requested to be passed as Special Resolution by way of Postal Ballot.

A copy of the resolution passed by the NRC recommending said appointment and resolution of the Board of Directors taking note of said recommendations and approving terms and conditions of payment of remuneration and other relevant documents are open for inspection for members at the Registered / 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 Ved Prakash Agarwal, Shri Vikram Agarwal and Shri Kanha Agarwal are interested in the resolution.

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

Item No.2

Your Company is a prescribed Company for the purpose of provisions of Section 149 read with Schedule IV of the

Companies Act, 2013. The Members at the Extra-ordinary General Meeting of the Company held on 7th September, 2019 earlier approved the appointment of Dr. Satish Chander Gosain as an Independent Director of the Company for a period of five years i.e. upto 12th August, 2023. Accordingly, the first term of Dr. Satish Chander Gosain as an Independent Director of the Company will expire on 12th August, 2023.

A declaration received from Dr. Satish Chander Gosain to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

On the recommendation of Nomination and Remuneration Committee the Board is proposing for members consideration, the appointment of Dr. Satish Chander Gosain as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company with effect from 13th August, 2023 to 12th August, 2028.

Also it may be noted that in matter of Independent Director, the appointment can only be effected by members and therefore, your Board has only recommended said appointment, prior to termination of said tenure, for members consideration as Special Resolution, Therefore, the said resolution is proposed to be passed by way of Postal Ballot as Special Resolution.

In accordance with the provisions of Regulation 25 (2A) of the SEBI Listing Regulations, re-appointment of an Independent Director requires approval of members by way of a Special Resolution.

Dr. Satish Chander Gosain has more than forty five years of experience in Medical, Administrative and Social Service Sector. As on 31st March, 2023, Dr. Satish Chander Gosain is not holding any equity share of Prakash Industries Ltd.

None of the Directors except Dr Satish Chander Gosain is interested in the resolution.

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

By order of the Board
For Prakash Industries Limited

Registered Office:

15 Km. Stone,
Delhi Road,
Hissar – 125044 (Haryana)
Dated :16th May, 2023
CIN : L27109HR1980PLC010724

Arvind Mahla
Company Secretary
M.No.ACS-66454

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 Ved Prakash Agarwal
Date of Birth	24.03.1956
Date of First appointment on the Board	31.07.1980
Qualifications	Graduate
Experience / Expertise in specific function areas / Brief resume of the Director.	Shri Ved Prakash Agarwal is associated with the Company since its incorporation
Terms and Conditions of appointment/re-appointment	As per resolution proposed at item No.1 of Postal Ballot Notice read together with the explanatory statement
Details of remuneration sought to be paid and remuneration last drawn	Remuneration as per term and conditions of re-appointment vide proposed special resolution to be passed through Postal Ballot.
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 Vikram Agarwal, Managing Director and Shri Kanha Agarwal, Joint Managing Director of the Company
No. of Meeting of Board of Directors attended during the F.Y. 2022-23	4
Other Directorship held	9
Directorship held in other listed entities	Prakash Pipes Limited
Membership/Chairmanship of Committees of other Boards	Nil
Shareholding in the Company	20451072 Equity Shares

Name of the Director	Dr Satish Chander Gosain
Date of Birth	17.07.1951
Date of First appointment on the Board	13.08.2018
Qualifications	MBBS
Experience / Expertise in specific function areas / Brief resume of the Director.	Dr Satish Chander Gosain is associated with the Company since 2018 and having working experience more then 40 years in medical field
Terms and Conditions of appointment/re-appointment	As per resolution proposed at item No.2 of Postal Ballot Notice read together with the explanatory statement
Details of remuneration sought to be paid and remuneration last drawn	Only sitting fees will be paid for attending the meeting
Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Not inter-se related to any other Director or Key Managerial Personnel
No. of Meeting of Board of Directors attended during the F.Y. 2022-23	4
Other Directorship held	1
Directorship held in other listed entities	Prakash Pipes Limited
Membership/Chairmanship of Committees of other Boards	2
Shareholding in the Company	Nil