



Prakash Industries Limited

Near I.O.C.L. Depot, Najafgarh - Bijwasan Road,
Bijwasan, New Delhi-110061. CIN : L27109HR1980PLC010724
Tel. : 25305800, 28062115, Fax : 91-11-28062119
E-mail : pilho@prakash.com, Website : www.prakash.com

PIL/SE/Notice/EGM/2017

22nd November, 2017

Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra-Kurla Complex, Bandra (E)
Mumbai - 400051

Listing Department
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

Company Symbol : PRAKASH

Company Code : 506022

Sub : **Notice of Extra-ordinary General Meeting**

Dear Sir / Madam,

We wish to inform you that an **Extra-ordinary General Meeting** (EGM) of the Members of the Company is scheduled to be held on Saturday, the 16th December, 2017 at the Registered Office 15 Km. Stone, Delhi Road, Hissar – 125044 (Haryana) to transact the following Special Business :


Issue of Convertible Equity Warrants on preferential basis to Promoter and Non-promoter Investor

Copy of notice of EGM is enclosed and also available at the website of the Company viz. www.prakash.com.

This is for your information and record please.

Thanking you,

Yours faithfully,
For **Prakash Industries Limited**


(Ashwini Kumar)
Company Secretary

Encl : (1) Notice of EGM





Prakash Industries Limited

CIN : L27109HR1980PLC010724

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

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

NOTICE

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of Prakash Industries Limited will be held on Saturday, the 16th day of December, 2017 at 12.30 p.m. at the registered office of the Company at 15 Km. Stone, Delhi Road, Hissar-125044 (Haryana) to transact the following business:

SPECIAL BUSINESS

1. Issue of Convertible Equity Warrants on preferential basis to Promoter and Non Promoter Investor

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 provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act 2013 read with the rules made thereunder (including any statutory modifications) or the re-enactment thereof for the time being in force (“Act”) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR Regulations”) and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (SEBI) and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI Regulations and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “The Board”) which term shall be deemed to include any exiting Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other

alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time in one or more tranches 91,07,500 (Ninety One Lakh Seven Thousand Five Hundred) Convertible Equity Warrants (“Warrants”) on preferential basis to Promoter and Non-promoter mentioned below (“Warrant Holder”) at a price of ₹ 137.25 (Rupees One Hundred Thirty Seven and Twenty Five Paise Only) each aggregating to ₹ 125,00,04,375 (Rupees One Hundred Twenty Five Crores and Four Thousand Three Hundred Seventy Five Only) or such higher price as may be arrived at in accordance with the ICDR Regulations, 2009, on preferential allotment basis to the Promoter and Non-promoter in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

Details of Allottees:

Promoter Group:

Issue of 76,50,300 (Seventy Six Lakhs Fifty Thousand Three Hundred) Warrants of at a price of ₹ 137.25 (Rupees One Hundred Thirty Seven and Twenty Five Paise Only) convertible into Equity Shares of ₹ 10/- each, aggregating to ₹ 105,00,03,675 (Rupees One Hundred Five Crores and Three Thousand Six Hundred Seventy Five Only) to Shri Ved Prakash Agarwal, Promoter of the Company, forming part of Promoter Group.

Non-promoter Investor

Issue of 14,57,200 (Fourteen Lakhs Fifty Seven Thousand Two Hundred) Warrants at a price of ₹ 137.25 (Rupees One Hundred Thirty Seven and Twenty Five Paise Only) convertible into Equity Shares of ₹ 10/- each aggregating to ₹ 20,00,00,700 (Rupees Twenty Crores and Seven Hundred Only) to M/s. Tathastu Advisors LLP, a Non-Promoter Investor.

RESOLVED FURTHER THAT the Equity Shares allotted on exercise of the Warrants shall upon conversion rank pari passu with the existing shares of the Company and in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at the time.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII and Regulation 71 of ICDR Regulations, the Relevant Date for the purpose of

calculating the price for the issue of warrants is 16th November, 2017.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- I) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- II) A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 77 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
- III) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- IV) In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- V) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/ Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

By order of the Board
For Prakash Industries Limited

Registered Office:

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

Dated : 17th November, 2017

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 EGM 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 representative(s) 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. **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 Extra-ordinary General Meeting ("EGM"). 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 members voting electronically are as under:

 - (i) The voting period begins on 13th December, 2017 (09:00 a.m.) and ends on 15th December, 2017 (05:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 8th December, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The members 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>

- (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) Members 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. 8th December, 2017 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 scrutinizing 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 Extra-ordinary General Meeting of the Company scheduled to be held on Saturday, the 16th December, 2017. The Results shall be declared within 48 Hours from the conclusion of the meeting. The Results declared along with 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 Resolution(s) at the meeting and communicated to the Stock Exchanges.
- 8. Members are requested to bring their duly filled Attendance Slip enclosed herewith to attend the meeting along with their copy of Notice.
- 9. A route map to the venue of the EGM alongwith prominent landmark for easy location is enclosed.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 1

As required under Rule 13(2) (d) of the (Share Capital and Debentures) Rules, 2014 of Companies Act 2013 and regulation 73(1) & (2) of Chapter VII of the ICDR Regulations and as per Companies Act, 2013.

(a) Objects of the preferential issue

Your Company plans to issue Warrants to Promoter and Non-promoter Investor to augment the working capital requirements of the Company and meeting other long term funding requirements including debt repayments. In view of this, it is proposed to raise ₹ 125,00,04,375 (Rupees One Hundred Twenty Five Crores and Four Thousand Three Hundred Seventy Five Only), through issue of Warrants on preferential basis to the Promoter and Non-promoter Investor.

With the above mentioned object, the Board of Directors in its meeting held on 17th November, 2017, has approved the proposal of making preferential allotment

of 91,07,500 (Ninety One Lakh Seven Thousand Five Hundred) Warrants to Promoter and Non-promoter at a price of ₹ 137.25 (Rupees One Hundred Thirty Seven and Twenty Five Paise Only) per warrant. The above said price is arrived at in accordance with the ICDR Regulations ("Issue Price") and convertible at the option of warrant holders in one or more tranches, within 18 (Eighteen) months from the date of allotment, into equal number of fully paid up Equity Share of the Company of ₹ 10/- (Rupees Ten) each.

(b) Proposal of the Promoters, Directors or Key Management Personnel of the Company to subscribe to the offer:

No promoter group entity, Director or key managerial personnel of the Company proposes to subscribe to the offer except to the extent of their applications for Warrants allotted to them.

(c) Relevant date : The Relevant date as per the ICDR Regulations, 2009 for the determination of the price per Equity Share pursuant to the preferential allotment is 16th November, 2017, ("Relevant Date") (i.e. 30 days prior to the date of proposed Extra-ordinary General Meeting which is 16th December, 2017), to approve the proposed preferential issue.

(d) Pricing of Preferential issue :

Basis on which the price has been arrived at:

The Company is listed on BSE and NSE and the price above is determined on the basis of the quotes available on the NSE wherein the Company shares are traded highest in volume, during the preceding 26 weeks prior to the relevant date. For the computation of the price per Equity Shares and in terms of ICDR Regulations the equity shares shall be allotted a price not less than higher of the following:

- a. Average of the weekly high and low of the volume weighted average prices of the Equity Shares of the Company quoted on the exchange, during the twenty six weeks preceding the Relevant date or
- b. Average of the weekly high and low of the volume weighted average prices of the Equity Shares of the Company quoted on the exchange, during the two weeks preceding the Relevant date.

The minimum price as per the pricing formula prescribed under the ICDR Regulations for the preferential issue of Warrants is ₹ 137.23, being higher of (a) the average of the high and low of the volume weighted average price at the National Stock exchange of India Limited for 26 weeks prior to the relevant date viz. ₹ 115.80 and (b) the average of the high and low of the volume weighted average price at the National Stock exchange of India Limited for 2 weeks prior to the relevant date viz. ₹ 137.23. The Issue price of the Warrants is ₹ 137.25 (Rupees One Hundred Thirty Seven and Twenty Five Paise Only) per warrant which is more than the aforesaid minimum price.

(e) Equity Shareholding Pattern before and after the Preferential Issue:

Sr. No.	Particulars	Pre-issue holding as on 30/09/2017		* Post issue shareholding pattern	
		No. of shares	Percentage to total shareholding	No. of shares	Percentage to total shareholding
A	Promoter & Promoter Group Shareholding				
	Individual	7305169	4.79	14955469	9.25
	Body Corporate	54907221	36.00	54907221	33.97
	Total (A)	62212390	40.79	69862690	43.23
B.	Non Promoter Shareholding				
1.	Institutional				
	Mutual Funds	53304	0.03	53304	0.03
	Venture Capital Funds	0	0.00	0	0.00
	Alternate Investment Funds	0	0.00	0	0.00
	Foreign Venture Capital Investors	17762761	11.65	17762761	10.99
	Foreign Portfolio Investors	0	0.00	0	0.00
	Financial Institutions/ Banks	3785	0.00	3785	0.00
	Insurance Companies	300	0.00	300	0.00
	Provident Funds/ Pension Funds	0	0.00	0	0.00
2.	Non- Institutions				
	Individuals-Individual shareholders holding nominal share capital up to Rs.2 lakhs	22314335	14.63	22314335	13.81
	Individual shareholders holding nominal share capital in excess of Rs.2 lakhs	13833191	9.07	13833191	8.56
	NBFCs registered with RBI/Bodies Corporate	35482064	23.27	36939264	22.86
	Any Others(Specify) (NRI)	845667	0.56	845667	0.52
	Total (B)	90295407	59.21	91752607	56.77
	Total (A) + (B)	152507797	100.00	161615297	100.00

* The post issue paid-up capital is arrived after considering all the preferential allotments, proposed to be made under this notice and on fully diluted basis.

(f) **Proposed time within which the allotment shall be completed**

As required under the ICDR Regulations, the preferential issue/allotment of Warrants shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for

such allotment by any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

(g) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue.**

There will be no change in the control of the Company consequent to the said preferential issue. The percentage shareholding in the Company by the proposed allottees, pre and post preferential issue is given below:

S. No.	Name of the Proposed Allottees	Category	Pre-Allotment Share-holding	*Pre Issue % Share-holding	No. Equity Shares proposed to be allotted	#Post Issue % Share-holding	Name of the Ultimate Beneficiaries /Owners
1.	Shri Ved Prakash Agarwal	Promoter	526884	0.35	7650300	5.06	Shri Ved Prakash Agarwal
2.	Tathastu Advisors LLP	Non-Promoter	-	-	1457200	0.90	Designated Partners of Tathastu Advisors LLP
	Total		526884		9107500		

* As per the Register of Members of the Company.

The post issue share holding percentage is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis.

(h) Undertaking by the Company

The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the ICDR Regulations where it is required to do so.

The Company undertakes that if the amount payable on account of the re-computation of price, if any, is not paid within the time stipulated in the ICDR Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

i) Lock-in period:

The securities issued and allotted on a preferential basis to the Promoter and Non-promoter hereunder will be subject to lock-in as specified under Chapter VII of the ICDR Regulations.

j) Auditor's Certificate

A copy of the certificate of the Company's Statutory Auditor certifying that the issue is being made in accordance with the requirements of the ICDR Regulations shall be placed before the Members at the Extra-ordinary General Meeting of the Company and the same shall be open for inspection at the registered office of the Company between 11:00 a.m. and 1.00 p.m. on all working days till the date of the Extra-ordinary General Meeting.

k) SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the ICDR Regulations provide, *inter alia*, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors at its meeting held on Friday, the 17th November, 2017 has approved the issue and allotment of Warrants on preferential basis in the manner stated above subject to approval of the members of the Company by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution in item No.1 except to the Promoter / Promoter group entities.

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

By order of the Board
For Prakash Industries Limited

Registered Office:

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

Dated : 17th November, 2017

CIN : L27109HR1980PLC010724

Ashwini Kumar
Company Secretary



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 **Extra-ordinary General Meeting** of the Company to be held on Saturday, 16th December, 2017 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. 7 to the Notice of **Extra-ordinary General Meeting**. The e-voting period starts on Wednesday, 13th December, 2017 (9.00 am) and ends on Friday, 15th December, 2017 (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 **Extra-ordinary General Meeting** of the Company to be held on Saturday, 16th December, 2017 at 12.30 PM at 15 Km. Stone, Delhi Road, Hissar-125044 (Haryana) and at any adjournment thereof in respect of such resolution as 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.	Issue of Convertible Equity Warrants on preferential basis to Promoter and Non Promoter Investor		

Signed this day of 2017

Signature of shareholder

Affix
Revenue
Stamp
₹ 1

Signature of first proxy holder

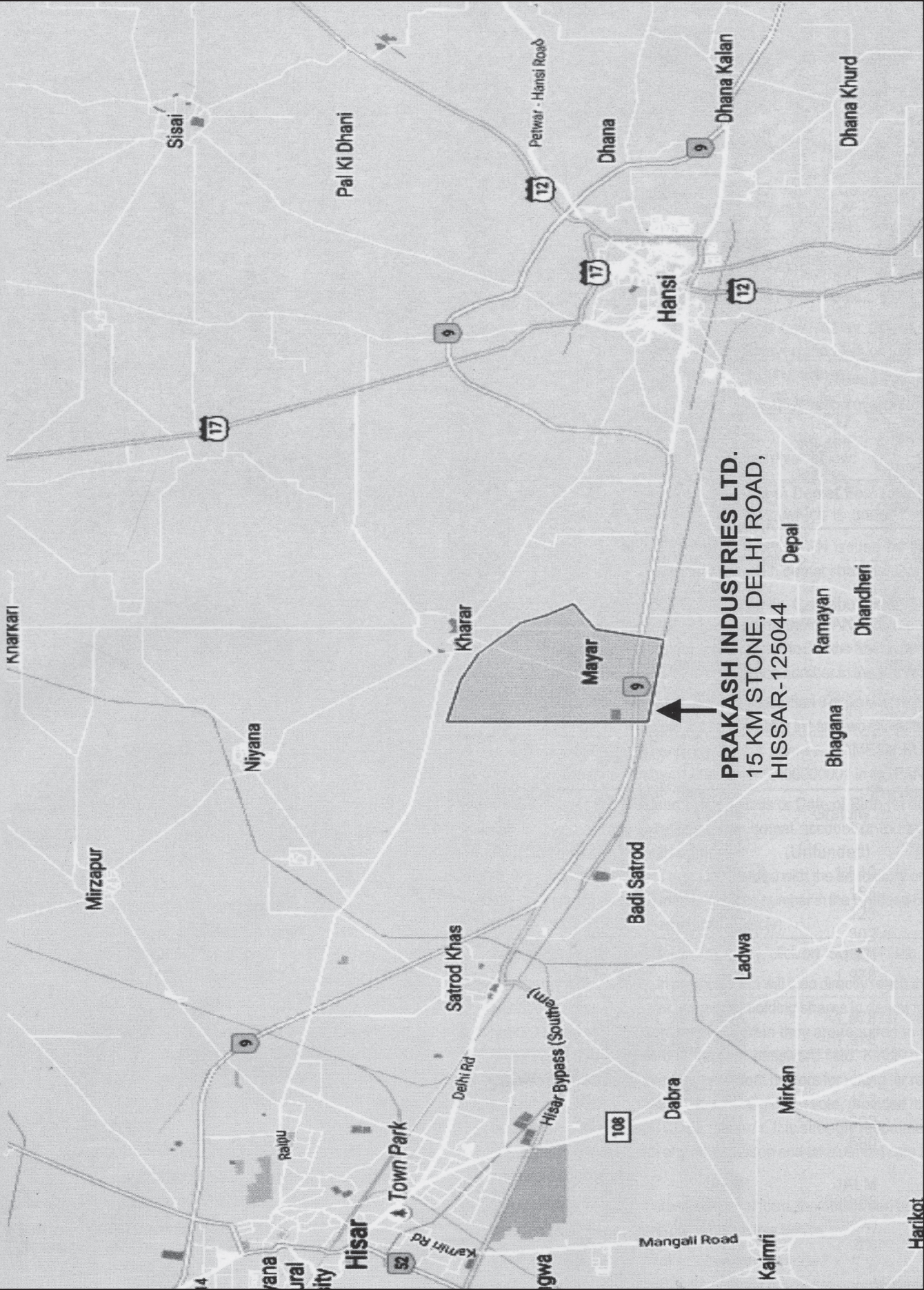
Signature of second proxy holder

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 resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Route Map for Venue of Extra-ordinary General Meeting of the Company to be held on Saturday, 16th December, 2017



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

