



Prakash Pipes Limited

ISO : 9001:2015
ISO : 22000:2005
BRC : GRADE 'A'

Srivan, Bijwasan, New Delhi - 110061
CIN : U25209PB2017PLC046660
Tel. : 25305800, 28062115 Fax : 91-11-28062119
E-mail : pplho@prakash.com Website : www.prakashplastics.in

PPL/SE/AGM-BC/AR/2019

4th September, 2019

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 : PPL

Company Code : 542684

Sub : **2nd Annual General Meeting & Book Closure**

Dear Sir,

We wish to inform you that the **2nd Annual General Meeting** (AGM) of the Members of the Company is scheduled to be held on Monday, the 30th September, 2019 at the Hotel-Shiraz Castle Regency, 4 Queen's Road, Amritsar -143001 (Punjab).

Pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") and rules made thereunder and as amended from time to time and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is providing to its members, the facility to cast their vote through remote e-voting (e-voting from a place other than venue of the AGM) on all resolutions set forth in the Notice of the AGM through Central Depository Services (India) Ltd. (CDSL).

The remote e-voting facility period begins on Friday, 27th September, 2019 (09.00 a.m.) and ends on Sunday, 29th September, 2019 (05.00 p.m.). The remote e-voting shall not be allowed beyond that time. A person, whose name is in the Register of Members / Beneficial Owners as on cut-off date i.e. Monday, 23rd September, 2019 only shall be entitled to avail the facility of remote e-voting, attend and vote at the meeting on all resolutions set forth in the notice of the AGM.



Contd.....2



Prakash Pipes Limited

ISO : 9001:2015
ISO : 22000:2005
BRC : GRADE 'A'

Srivan, Bijwasan, New Delhi - 110061
CIN : U25209PB2017PLC046660
Tel. : 25305800, 28062115 Fax : 91-11-28062119
E-mail : pplho@prakash.com Website : www.prakashplastics.in

- :: 2 :: -

Pursuant to Section 91 of the Act, the Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive) to determine the names of members eligible for payment of dividend @ 12% i.e. Rs.1.20 per equity share (face value of Rs.10/- per equity share) for the financial year 2018-19 as recommended by the Board of Directors at its meeting held on 24th April, 2019.

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Annual Report for the financial year 2018-19 alongwith notice of AGM and the same is also available on the website of the Company viz. www.prakashplastics.in

This is for your information and record please.

Thanking you,

Yours faithfully,
For **Prakash Pipes Limited**


(Pawan Kumar)
Company Secretary



Encls : Annual Report



PRAKASH PIPES LIMITED

(CIN: U25209PB2017PLC046660)

Regd. Off: Darjiyan Wali Gali, Rayya Teh-Baba Bakala,
Amritsar-143112 (Pb.)

NOTICE

NOTICE is hereby given that the 2nd Annual General Meeting of members of Prakash Pipes Limited will be held on Monday the 30th day of September, 2019 at Hotel Shiraz Castle Regency, 4, Queen's Road, Amritsar (Punjab)-143 001 at 4.00 P.M. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2019 and Statement of Profit & Loss Account for the period from 1st April, 2018 to 31st March, 2019 and the reports of Board and Auditors thereon.
2. To appoint a Director in place of Shri Ved Prakash Agarwal (DIN: 00048907), who retires by rotation and being eligible offers himself for re-appointment.
3. To approve payment of dividend of ₹ 1.20 per Equity Shares (i.e. @12%) for the financial year ended on 31st March, 2019.

SPECIAL BUSINESS

4. To approve the remuneration of Cost Auditor

To consider and, if thought fit to pass the following resolution as an 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 SKG & Co., Cost Accountants (FRN : 000418), the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2019-20 amounting to ₹ 50,000/- (Rupees 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 here by authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Appointment of Shri Kanha Agarwal (DIN: 06885529) as Director of the Company

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 160 of the Companies Act, 2013 and Articles of Association of the Company, Shri Kanha Agarwal (DIN: 06885529) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 9th August, 2019 and who holds office up to the date of Annual General Meeting of the Company and in respect of whom a notice has been received from the member in writing, under section 160 of the Companies Act, 2013 along with requisite deposit proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company.”

6. Approval of appointment of Shri Kanha Agarwal (DIN: 06885529) as Managing Director & Chief Executive Officer of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 202, 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), and subject to the approval of other appropriate authorities, if required, consent of the members of the Company be and is hereby accorded for appointment of Shri Kanha Agarwal (DIN : 06885529) as the Managing Director & Chief Executive Officer of the Company, entrusted with substantial powers of management of the affairs of the Company for a period of three years with effect from 9th August, 2019 to 8th August, 2022 on the following terms and conditions:-

- 1) Salary: NIL.
- 2) He shall be entitled to reimbursement of expenses on actual basis which are incurred for business of the Company.

- 3) No sitting fee is to be paid for attending the meetings of Board of Directors or Committees 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 shareholders / any authority and acceptable to Shri Kanha Agarwal.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, things, deeds and matter that may be deemed necessary or desirable and to settle any question or difficulty that may arise in such manner as they deem fit and proper in order to give effect to this resolution including authorisation to obtain necessary approval, be it statutory, contractual or otherwise, if any required from any authority under the applicable provisions of the Companies Act, 2013."

7. Approval of appointment of Dr. Satram Lokumal Keswani (DIN: 00190790) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:-**

"RESOLVED THAT in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby accorded for appointment of Dr. Satram Lokumal Keswani (DIN: 00190790) as an Independent Director for a period of five years with effect from 16th March, 2019, or as may be determined by any applicable statutes, rules, regulations or guidelines."

By order of the Board
For Prakash Pipes Limited

Registered Office:

Darjiyan Wali Gali
Rayya, Teh-Baba Bakala
Amritsar-143112 (Punjab)

Dated : 9th August, 2019
CIN-U25209PB2017PLC046660

PAWAN KUMAR
Company Secretary

NOTES:

1. The Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business **Items No. 4 to 7** set out above is annexed hereto.
2. MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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 appointment of proxy shall be in the form no. MGT-11. The blank proxy form is enclosed.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's registered office, duly completed and signed, not later than 48 hours before the meeting. Proxies submitted on behalf of limited Companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

4. As per section 105 of the companies act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. Further, a member holding more than ten percent (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. 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.
6. i) Members are requested to quote their folio, DP Id and client Id No. in all correspondence with the Company.
ii) If there is any change in the postal address/ email, members may update their new address or email Id with their respective DP in case of holding of shares in demat form and if holding shares in physical form, they should write to the Company for updation.

- iii) Members holding shares in physical forms 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.prakashplastics.in
 - 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 physical form may send self-attested copy of PAN card to the Company.
7. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management.
 8. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under section 170 and Register of Contracts or arrangement in which Directors are interested under section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
 9. 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 Regulations 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 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 the physical mode are requested to update their email ids with the Company at "SRIVAN", Bijwasan, New Delhi-110061.
 10. Details of Directors seeking appointment/reappointment at the forth-coming Annual General Meeting pursuant to clause 1.2.5 of the Secretarial Standard 2 as per **Annexure-A**.
 11. Members are requested to bring their duly filled Attendance Slip enclosed herewith to attend the meeting along with their copy of Annual Report.
 12. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
 13. The Notice of the AGM along with the Annual Report for FY 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz.www.prakashplastics.in.
 14. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive).
 15. A route map to the venue of the AGM alongwith prominent landmark for easy location is enclosed.
 16. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
 17. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 18. **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 2nd 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 27th September, 2019 (09:00 a.m.) and ends on 29th September, 2019 (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 23rd September, 2019, 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>

- (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 Pipes 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. 23rd September, 2019 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. Mr. Pradip Kumar Muduli, Practising Company Secretary (Membership No.-F6170 & C.P. No.-5730) or in his absence M/s S.K. Hota & Associates, Company Secretaries (Membership No.A16165 & CP No.6425) have 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

2nd Annual General Meeting of the Company scheduled to be held on Monday the 30th September, 2019. 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.prakashplastics.in and on CDSL's website, www.evotingindia.com within 48 hours of passing of the Resolutions at the meeting and communicated to the Stock Exchanges.

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 7 of the accompanying Notice:

Item No. 4:

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 2019-20 as mentioned in the resolution set out at Item No.04 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. 04 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2019-20.

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.04 for your approval.

Item No. 5 & 6:

The Board of Directors of the Company at its meeting held on 9th August, 2019, appointed Shri Kanha Agarwal (DIN: 06885529) as an Additional Director and Managing Director & Chief Executive Officer of the Company on the terms and conditions set out in the resolution with the consent of all the directors present and entitled to vote.

Shri Kanha Agarwal is eligible for appointment as Additional Director of the Company under the provisions of the Companies Act, 2013.

Previous to this appointment, Shri Kanha Agarwal was also associated with the Company. Shri Kanha Agarwal is also Joint Managing Director of Prakash Industries Limited.

Brief particulars of the terms of appointment to Shri Kanha Agarwal are as under:

- a. The Managing Director shall act in accordance with the Articles of Association, of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- b. The Managing Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.
- c. Shri Kanha Agarwal, satisfies all the conditions for being eligible for his appointment as set out in Part-I of Schedule V of the Act and also conditions set out under Section 196 (3) of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Kanha Agarwal under Section 190 of the Companies Act 2013.

Details of Directors whose appointment as Managing Director & Chief Executive Director is proposed for approval at Item No. 5 & 6 is provided in the "Annexure-A" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Shri Kanha Agarwal, being an appointee, is related to Shri Ved Prakash Agarwal and Shri Vikram Agarwal, Directors of the Company being the son and brother respectively.No other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 & 6.

The Board recommends the Resolutions set out at Item No. 5 & 6 for your approval.

Item No. 7:

Dr. Satram Lokumal Keswani (DIN: 00190790) has attained the age of more than 75 years. As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a Special

Resolution needs to be passed for his continuation as Independent Director of the Company. Dr. Satram Lokumal Keswani is a Doctorate (Ph.D.) in Chemical Engineering from Germany and has assisted in setting up a number of projects as consultants. Dr. Satram Lokumal Keswani, being in good health can contribute to the Company's growth, by his active participation through the Board proceedings. The Company may gain immensely from his past experience.

Details of Directors whose appointment as Independent Director is proposed for approval at Item No. 7 is provided in the "Annexure-A" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except Dr. Satram Lokumal Keswani, being an appointee, no other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the

resolution set out at Item No. 7.

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

A copy of the resolutions passed by the Board of Directors relating to the appointment/re-appointment of Directors (Item No. 2, 5, 6 & 7) 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 Pipes Limited

Registered Office:

Darjiyan Wali Gali
Rayya, Teh-Baba Bakala
Amritsar-143112 (Punjab)

Dated : 9th August, 2019
CIN-U25209PB2017PLC046660

PAWAN KUMAR
Company Secretary

ANNEXURE-A**Details of Director(s) seeking appointment/reappointment at the forthcoming Annual General Meeting pursuant to clause 1.2.5 of the Secretarial Standard 2:**

Name of the Director	Shri Ved Prakash Agarwal
Designation	Chairman
Date of Birth	24.03.1956
Date of First appointment on the Board	29/06/2017(Promoter-Director)
Qualifications	Graduate
Experience/Expertise in specific function areas/Brief resume of the Director.	Shri Ved Prakash Agarwal has more than 40 years experience in PVC Pipes Industry.
Terms and Conditions of appointment/re-appointment	Proposed re-appointment of Shri Ved Prakash Agarwal is as per Section 152 & 160 of the Companies Act, 2013.
Details of remuneration sought to be paid and remuneration last drawn	Nil
Disclosure of Relationship with other Directors Manager and Key Managerial Personnel of the Company	Shri Vikram Agarwal, Director and Shri Kanha Agarwal, Director of the company are Sons of Shri Ved Prakash Agarwal.
No. of Meeting of Board of Directors attended during the F.Y. 2018-19	6
Other Directorship held	07
Membership/Chairmanship of Committees of other Boards	Nil
Shareholding in the Company	65860 Equity Shares

Name of the Director	Shri Kanha Agarwal
Designation	Managing Director & Chief Executive Officer
Date of Birth	22.10.1991
Date of First appointment on the Board	29.06.2017 (Promoter-Director)
Qualifications	Post Graduate in Management of Family Business from Indian School of Business, Hyderabad.
Experience/Expertise in specific function areas/Brief resume of the Director.	Shri Kanha Agarwal is a young Industrialist. He has experience in the area of financial audit, merger and acquisition etc.
Terms and Conditions of appointment/re-appointment	Proposed appointment is for 3 Years w.e.f. 09.08.2019 to 08.08.2022.

Details of remuneration sought to be paid and remuneration last drawn	Nil
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, Director of the company is Brother of Shri Kanha Agarwal.
No. of Meeting of Board of Directors attended during the F.Y. 2018-19	6
Other Directorship held	10
Membership/Chairmanship of Committees of other Boards	Nil
Shareholding in the Company	2317 Equity Shares

Name of the Director	Dr.Satram Lokumal Keswani
Designation	Independent Non-Executive Director
Date of Birth	28.04.1932
Date of First appointment on the Board	16.03.2019
Qualifications	Doctorate (Ph.D.) in Chemical Engineering
Experience/Expertise in specific function areas/Brief resume of the Director.	More than 50 years of experience as consultants in setting up of chemical projects.
Terms and Conditions of appointment/re-appointment	Proposed appointment is for 5 Years w.e.f. 16.03.2019 to 15.03.2024.
Details of remuneration sought to be paid and remuneration last drawn	Nil
Disclosure of Relationship with other Directors Manager and Key Managerial Personnel of the Company	Nil
No. of Meeting of Board of Directors attended during the F.Y. 2018-19	1
Other Directorship held	8
Membership/Chairmanship of Committees of other Boards	Nil
Shareholding in the Company	Nil

NATIONAL AUTOMATED CLEARING HOUSE (NACH)

To, Company Secretary Prakash Pipes Limited SRIVAN Najafgarh - Bijwasan Road, Bijwasan, New Delhi - 110061	To, The Depository Participant Concerned <i>(In case of shares held in Demat, Form be sent direct to DP and not to the Company)</i>
--	---

Dear Sirs,

Please fill in the information in CAPITAL LETTERS in ENGLISH only.

For Office Only
Ref. No. <input style="width: 80%;" type="text"/>

Shares held in Physical Form

Folio No.

Shares held in Demat Form

DP ID No. (NSDL)*

Client ID No. :

DP ID & Client ID No.(CDSL)*

*Applicable for Investors holding shares in Demat Form

Name of Sole/First holder	
Bank Name	
Branch Name	
Branch Code	<input style="width: 100px; height: 15px;" type="text"/> <small>(9 Digits Code number appearing on the MICR Band of the cheque supplied by the Bank). Please attached a xerox copy of cancelled cheque for ensuring accuracy of the bank's name, branch name and code number etc.</small>

Account type (Please Tick (✓) wherever applicable)	→	Savings <input style="width: 30px; height: 15px;" type="checkbox"/>	Current <input style="width: 30px; height: 15px;" type="checkbox"/>	Cash Credit <input style="width: 30px; height: 15px;" type="checkbox"/>
---	---	---	---	---

Account No. (as appearing in the cheque book)	→	<input style="width: 100%; height: 15px;" type="text"/>
--	---	---

I, hereby declare that the particulars given above are correct and complete. I shall not hold the Company, responsible if any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information supplied as above, I agree to avail the NACH facility as implemented by Prakash Pipes Ltd.

I further undertake to inform Prakash Pipes Ltd. OR concerned Depository Participant of any change in the particulars given above to facilitate updation of records.

Place : _____

Date : _____

(Signature of Sole/First holder)

Phone/Mob. : _____

Email : _____

NOTES :

1. FOR SHARES HELD IN PHYSICAL FORM, NACH MANDATE IS REQUIRED TO BE SENT TO THE COMPANY AT ABOVE ADDRESS.
2. FOR SHARES HELD IN DEMATERIALIZED FORM, NACH MANDATE IS REQUIRED TO BE FILED WITH THE CONCERNED DEPOSITORY PARTICIPANT AND NOT TO THE COMPANY.



Prakash Pipes Limited

(CIN: U25209PB2017PLC046660)

Regd. Off: Darjiyan Wali Gali, Rayya Teh-Baba Bakala, Amritsar-143112 (Pb.)

ATTENDANCE SLIP

(TO BE HANDOVER AT THE ENTRANCE OF MEETING HALL)

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

I/We hereby record my/our presence at the 2nd Annual General Meeting of the PRAKASH PIPES LIMITED held on Monday, the 30th Day of September, 2019 at 4.00 P.M. at Hotel Shiraz Castle Regency, 4, Queen's Road, Amritsar (Punjab)-143001.

*Strike out whichever is not applicable

Signature of Shareholder/Proxy

Note : Please read the instructions printed under the Note No.11 to the Notice of 2nd Annual General Meeting. The e-voting period starts on Friday, 27th September, 2019 (9.00 am) and ends on Sunday, 29th September, 2019 (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 Pipes Limited

(CIN: U25209PB2017PLC046660)

Regd. Off: Darjiyan Wali Gali, Rayya Teh-Baba Bakala, Amritsar-143112 (Pb.)

PROXY FORM

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

FORM NO. MGT-11

2nd Annual General Meeting : 30th September, 2019

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 Pipes 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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the 30th Day of September, 2019 at 4.00 P.M. at Hotel Shiraz Castle Regency, 4, Queen's Road, Amritsar (Punjab)-143001 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.	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board and Auditor thereon for the financial period ended 31st March, 2019.		
2.	To appoint a Director in place of Shri Ved Prakash Agarwal, Director (DIN: 00048907), who retires by rotation and being eligible offers himself for re-appointment.		
3.	To approve payment of dividend of ₹ 1.20 per Equity Share for the Year ended on 31 st March, 2019.		
Special Businesses:			
4.	To approve the remuneration payable to Cost Auditor		
5.	Appointment of Shri Kanha Agarwal (DIN: 06885529) as Director of the Company		
6.	Approval of Appointment of Shri Kanha Agarwal (DIN: 06885529) as Managing Director & Chief Executive Officer of the Company		
7.	Approval of appointment of Dr. Satram Lokumal Keswani (DIN: 00190790) as an Independent Director of the Company		

Signed this day of 2019

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Affix Revenue Stamp ₹1

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'FOR' and 'AGAINST' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she think appropriate.
4. Please complete all details including detail of member(s) in above box before submission.

Route Map for the Venue of AGM of PRAKASH PIPES LIMITED to be held on Monday, the 30th Day of September, 2019 at 4.00P.M. :



