



Prakash Industries Limited

Srivan, 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/AGM/2016

1st October, 2016

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

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

Company Code : 506022

Company Symbol : PRAKASH

Sub : 35th Annual General Meeting held on 29th September, 2016

Dear Sir,

We wish to inform you that the 35th Annual General Meeting ("AGM") of the Company was held on 29th September 2016 and the business as per notice dated 29th August, 2016 was transacted.

Please find enclosed the following :

1. Voting Results as required under Regulation 44 of the SEBI (Listings Obligations and Disclosure Requirements) Regulation- Annexure –I
2. Report of Scrutinizer dated 30th September 2016, pursuant to section 108 of the Companies Act 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014- Annexure –II

All the resolutions set out in the notice dated 29th August, 2016 have been passed with requisite majority.

This is for information and records.

Thanking you,

Yours faithfully,
For Prakash Industries Limited

Ashwini Kumar

Ashwini Kumar
Company Secretary

Encl. as Above



Voting Results as required under Regulation 44 of the SEBI (Listings Obligations and Disclosure Requirements) Regulations

Date of AGM	29.09.2016
Total No. of shareholders on record date (i.e. 22nd September, 2016 cut-off date for e-voting)	50602
No. of Shareholders present in the meeting either in person or through proxy	14
- Promoters and Promoters Group	44
- Public	
No. of Shareholders attended the meeting through Video Conferencing	Not Arranged

Resolution No.1

Resolution required : (Ordinary / Special)	Adoption of Audited Financial Statements of the Company including Report of Board of Directors and Auditors (Ordinary Resolution)							
Whether promoter /promoter group are interested in the agenda / resolution	Yes							
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	62522390	17290135	27.65	17290135	0	100.00	0.00
	Poll	62522390	45232255	72.35	45232255	0	100.00	0.00
	Postal Ballot (if applicable)	62522390	0	0.00	0	0	0.00	0.00
Public Institutional Holders	E-Voting	57889	0	0.00	0	0	0.00	0.00
	Poll	57889	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	57889	0	0.00	0	0	0.00	0.00
Public - Others	E-Voting	73021190	15206010	20.82	13297059	1908951	87.45	12.55
	Poll	73021190	2352874	3.22	2352824	50	100.00	0.00
	Postal Ballot (if applicable)	73021190	0	0.00	0	0	0.00	0.00
Total		135601469	80081274	59.06	78172273	1909001	97.62	2.38

The Resolution was passed with requisite majority.

Resolution No.2

Resolution required : (Ordinary / Special)	Re-appointment of Shri P.L. Gupta, DIN : 00048868 (Ordinary Resolution)							
Whether promoter /promoter group are interested in the agenda / resolution	Yes							
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = $\frac{(2)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	62522390	17290135	27.65	17290135	0	100.00	0.00
	Poll	62522390	45232255	72.35	45232255	0	100.00	0.00
	Postal Ballot (if applicable)	62522390	0	0.00	0	0	0.00	0.00
Public Institutional Holders	E-Voting	57889	0	0.00	0	0	0.00	0.00
	Poll	57889	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	57889	0	0.00	0	0	0.00	0.00
Public - Others	E-Voting	73021190	15206010	20.82	14861607	344403	97.74	2.26
	Poll	73021190	2352874	3.22	2352824	50	100.00	0.00
	Postal Ballot (if applicable)	73021190	0	0.00	0	0	0.00	0.00
Total		135601469	80081274	59.06	79736821	344453	99.57	0.43

The Resolution was passed with requisite majority.



Resolution No.3

Resolution required : (Ordinary / Special)		Appointment of Statutory Auditors in place of retiring Auditors (Special Resolution)						
Whether promoter /promoter group are interested in the agend / resolution		Yes						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares (3) = $\frac{(3)}{[(2)/(1)]} * 100$	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6) = $\frac{(6)}{[(4)/(2)]} * 100$	% of Votes against on votes polled (7) = $\frac{(7)}{[(5)/(2)]} * 100$
		(1)	(2)	(3) = $\frac{(3)}{[(2)/(1)]} * 100$	(4)	(5)	(6) = $\frac{(6)}{[(4)/(2)]} * 100$	(7) = $\frac{(7)}{[(5)/(2)]} * 100$
Promoter and Promoter Group	E-Voting	62522390	17290135	27.65	17290135	0	100.00	0.00
	Poll	62522390	45232255	72.35	45232255	0	100.00	0.00
	Postal Ballot (if applicable)	62522390	0	0.00	0	0	0.00	0.00
Public Institutional Holders	E-Voting	57889	0	0.00	0	0	0.00	0.00
	Poll	57889	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	57889	0	0.00	0	0	0.00	0.00
Public - Others	E-Voting	73021190	15206010	20.82	15205672	338	100.00	0.00
	Poll	73021190	2352874	3.22	2352824	50	100.00	0.00
	Postal Ballot (if applicable)	73021190	0	0.00	0	0	0.00	0.00
Total		135601469	80081274	59.06	80080886	388	100.00	0.00

The Resolution was passed with requisite majority.

Resolution No.4

Resolution required : (Ordinary / Special)		Consider and ratify the remuneration paid and payable to Shri V.P. Agarwal (Special Resolution)						
Whether promoter /promoter group are interested in the agend / resolution		Yes						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares (3) = $\frac{(3)}{[(2)/(1)]} * 100$	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6) = $\frac{(6)}{[(4)/(2)]} * 100$	% of Votes against on votes polled (7) = $\frac{(7)}{[(5)/(2)]} * 100$
		(1)	(2)	(3) = $\frac{(3)}{[(2)/(1)]} * 100$	(4)	(5)	(6) = $\frac{(6)}{[(4)/(2)]} * 100$	(7) = $\frac{(7)}{[(5)/(2)]} * 100$
Promoter and Promoter Group	E-Voting	62522390	17290135	27.65	17290135	0	100.00	0.00
	Poll	62522390	45232255	72.35	45232255	0	100.00	0.00
	Postal Ballot (if applicable)	62522390	0	0.00	0	0	0.00	0.00
Public Institutional Holders	E-Voting	57889	0	0.00	0	0	0.00	0.00
	Poll	57889	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	57889	0	0.00	0	0	0.00	0.00
Public - Others	E-Voting	73021190	15206010	20.82	13554534	1651476	89.14	10.86
	Poll	73021190	2352874	3.22	2352824	50	100.00	0.00
	Postal Ballot (if applicable)	73021190	0	0.00	0	0	0.00	0.00
Total		135601469	80081274	59.06	78429748	1651526	97.94	2.06

The Resolution was passed with requisite majority.

Resolution No.5

Resolution required : (Ordinary / Special)		Consider and ratify the remuneration paid and payable to Shri Vikram Agarwal (Special Resolution)						
Whether promoter /promoter group are interested in the agend / resolution		Yes						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares (3) = $\frac{(3)}{[(2)/(1)]} * 100$	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6) = $\frac{(6)}{[(4)/(2)]} * 100$	% of Votes against on votes polled (7) = $\frac{(7)}{[(5)/(2)]} * 100$
		(1)	(2)	(3) = $\frac{(3)}{[(2)/(1)]} * 100$	(4)	(5)	(6) = $\frac{(6)}{[(4)/(2)]} * 100$	(7) = $\frac{(7)}{[(5)/(2)]} * 100$
Promoter and Promoter Group	E-Voting	62522390	17290135	27.65	17290135	0	100.00	0.00
	Poll	62522390	45232255	72.35	45232255	0	100.00	0.00
	Postal Ballot (if applicable)	62522390	0	0.00	0	0	0.00	0.00
Public Institutional Holders	E-Voting	57889	0	0.00	0	0	0.00	0.00
	Poll	57889	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	57889	0	0.00	0	0	0.00	0.00
Public - Others	E-Voting	73021190	15206010	20.82	13554534	1651476	89.14	10.86
	Poll	73021190	2352874	3.22	2352824	50	100.00	0.00
	Postal Ballot (if applicable)	73021190	0	0.00	0	0	0.00	0.00
Total		135601469	80081274	59.06	78429748	1651526	97.94	2.06

The Resolution was passed with requisite majority.



Resolution No.6

Resolution required : (Ordinary / Special)		Consider and ratify the remuneration paid and payable to Shri M.L. Pareek (Special Resolution)						
Whether promoter /promoter group are interested in the agend / resolution		Yes						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	62522390	17290135	27.65	17290135	0	100.00	0.00
	Poll	62522390	45232255	72.35	45232255	0	100.00	0.00
	Postal Ballot (if applicable)	62522390	0	0.00	0	0	0.00	0.00
Public Institutional Holders	E-Voting	57889	0	0.00	0	0	0.00	0.00
	Poll	57889	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	57889	0	0.00	0	0	0.00	0.00
Public - Others	E-Voting	73021190	15206010	20.82	13296321	1909689	87.44	12.56
	Poll	73021190	2352874	3.22	2352824	50	100.00	0.00
	Postal Ballot (if applicable)	73021190	0	0.00	0	0	0.00	0.00
Total		135601469	80081274	59.06	78171535	1909739	97.62	2.38

The Resolution was passed with requisite majority.

Resolution No.7

Resolution required : (Ordinary / Special)		Consider and ratify the remuneration paid and payable to Shri P.L. Gupta (Special Resolution)						
Whether promoter /promoter group are interested in the agend / resolution		Yes						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	62522390	17290135	27.65	17290135	0	100.00	0.00
	Poll	62522390	45232255	72.35	45232255	0	100.00	0.00
	Postal Ballot (if applicable)	62522390	0	0.00	0	0	0.00	0.00
Public Institutional Holders	E-Voting	57889	0	0.00	0	0	0.00	0.00
	Poll	57889	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	57889	0	0.00	0	0	0.00	0.00
Public - Others	E-Voting	73021190	15206010	20.82	13296321	1909689	87.44	12.56
	Poll	73021190	2352874	3.22	2352824	50	100.00	0.00
	Postal Ballot (if applicable)	73021190	0	0.00	0	0	0.00	0.00
Total		135601469	80081274	59.06	78171535	1909739	97.62	2.38

The Resolution was passed with requisite majority.

Resolution No.8

Resolution required : (Ordinary / Special)		Appointment of Shri Kanha Agarwal as Joint Managing Director and fix his remuneration (Special Resolution)						
Whether promoter /promoter group are interested in the agend / resolution		Yes						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	62522390	17290135	27.65	17290135	0	100.00	0.00
	Poll	62522390	45232255	72.35	45232255	0	100.00	0.00
	Postal Ballot (if applicable)	62522390	0	0.00	0	0	0.00	0.00
Public Institutional Holders	E-Voting	57889	0	0.00	0	0	0.00	0.00
	Poll	57889	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	57889	0	0.00	0	0	0.00	0.00
Public - Others	E-Voting	73021190	15206010	20.82	15205310	700	100.00	0.00
	Poll	73021190	2352874	3.22	2352824	50	100.00	0.00
	Postal Ballot (if applicable)	73021190	0	0.00	0	0	0.00	0.00
Total		135601469	80081274	59.06	80080524	750	100.00	0.00

The Resolution was passed with requisite majority.



Resolution No.9

Resolution required : (Ordinary / Special)		Consider and ratify the appointment of Shri M.L. Pareek (Special Resolution)						
Whether promoter /promoter group are interested in the agend / resolution		Yes						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
		(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting	62522390	17290135	27.65	17290135	0	100.00	0.00
	Poll	62522390	45232255	72.35	45232255	0	100.00	0.00
	Postal Ballot (if applicable)	62522390	0	0.00	0	0	0.00	0.00
Public Institutional Holders	E-Voting	57889	0	0.00	0	0	0.00	0.00
	Poll	57889	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	57889	0	0.00	0	0	0.00	0.00
Public - Others	E-Voting	73021190	15206010	20.82	15205272	738	100.00	0.00
	Poll	73021190	2352874	3.22	2352824	50	100.00	0.00
	Postal Ballot (if applicable)	73021190	0	0.00	0	0	0.00	0.00
Total		135601469	80081274	59.06	80080486	788	100.00	0.00

The Resolution was passed with requisite majority.

Resolution No.10

Resolution required : (Ordinary / Special)		Ratification of remuneration of Cost Auditors (Ordinary Resolution)						
Whether promoter /promoter group are interested in the agend / resolution		Yes						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
		(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting	62522390	17290135	27.65	17290135	0	100.00	0.00
	Poll	62522390	45232255	72.35	45232255	0	100.00	0.00
	Postal Ballot (if applicable)	62522390	0	0.00	0	0	0.00	0.00
Public Institutional Holders	E-Voting	57889	0	0.00	0	0	0.00	0.00
	Poll	57889	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	57889	0	0.00	0	0	0.00	0.00
Public - Others	E-Voting	73021190	15206010	20.82	15205372	638	100.00	0.00
	Poll	73021190	2352874	3.22	2352824	50	100.00	0.00
	Postal Ballot (if applicable)	73021190	0	0.00	0	0	0.00	0.00
Total		135601469	80081274	59.06	80080586	688	100.00	0.00

The Resolution was passed with requisite majority.





Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Thirty Fifth Annual General Meeting of the Equity Shareholders
of **Prakash Industries Limited** to be held on September 29, 2016 at 12.30 P.M.
At 15 Km. Stone, Delhi Road, Hissar (Haryana)-125044

Dear Sir,

I, **Susanta Kumar Hota** of M/s S. K. Hota & Associates, Company Secretaries, having our office at 212, LGF, Savitri Nagar, New Delhi-110017, was appointed as the scrutinizer of Prakash Industries Limited. ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on **e-voting**, carried out as per the provisions of Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 and the **poll** taken at the Thirty Fifth Annual General Meeting (AGM) of the Equity Shareholders of Prakash Industries Limited held on the September 29, 2016 at 12.30 P.M., at 15 Km. Stone, Delhi Road, Hissar (Haryana)-125044, on the resolutions, as set out in the Notice dated 29th August, 2016 convening the Thirty Fifth Annual General Meeting (AGM).

We submit our Report as under:

Dispatch of Notice convening the Meeting:

The Notice dated 29th August 2016 convening the thirty Fifth Annual General Meeting of the company held on the September 29, 2016 at 12.30 P.M., at 15 Km. Stone, Delhi Road, Hissar (Haryana)-125044 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders of the Company.

Cut-off Date:

The members of the Company holding shares on the "cut-off date" of 22nd September, 2016 were entitled to vote on the resolutions proposed as set out in the notice of the 35th Annual General Meeting.



VOTING AT AGM VENUE:

1. Pursuant to the Companies (Management and Administration) Amendment Rules, 2015, the Company has provided the facility of voting, through physical poll paper at the Venue of the AGM, to those members who did not vote through the remote e-voting facility.
2. As stipulated under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that shareholders who have cast their votes through remote e-voting do not vote again at the AGM, Central Depository Services India Limited, the e-voting agency, provided us with access after closure of period of remote e-voting and before the start of the AGM to only the Names, DP ID and Client ID/Folio Numbers, and number of shares held of the Members who had cast their votes through remote e-voting, without providing us the manner in which they voted.
3. After the announcement of Voting by Chairman, two Ballot Boxes kept for polling were locked in my presence with due identification marks placed by me.
4. On Completion of voting at the meeting, the locked ballot boxes were subsequently opened in my presence (along with presence of two witnesses viz. and Ms. Deepika Bansal and Mrs Charu Bala, both of whom are not in employment of the Company and poll papers were diligently scrutinized.
5. The poll papers were reconciled with the records maintained by the Registrars and Share Transfer Agent of the Company and the authorizations / Proxies lodged with the Company. The Signature of Members and No. of Shares held by respective members were scrutinized and confirmed by the Registrar and Transfer Agent.
6. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

REMOTE E-VOTING:

1. The Company has availed the remote e-voting services provided by Central Depository Services India Limited i.e. <https://evotingindia.com> for providing Members with the facility to cast their vote electronically.
2. The e-voting remained open from 26th September, 2016 at 9.00 A.M. to 28th September, 2016 till 5.00 P.M.
3. After the conclusion of voting at the AGM, I first counted the votes cast at the meeting and thereafter unblocked the electronic votes in the presence of two witnesses, viz., Ms. Deepika Bansal and Mrs. Charu Bala, who are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes.
4. The details containing list of shareholders who voted "for" or "against" or whose votes were considered as "abstain/invalid" for each of the resolutions that were put to vote were downloaded from the e-voting website of <https://evotingindia.com>.

RESULTS:

Our report includes the result of voting through the physical poll papers in addition to votes cast through the remote e-voting website of CDSL by the eligible shareholders. We have scrutinized the



votes cast through electronic means and also through physical poll papers for the purpose of this report. The particulars of all the electronic votes cast by the members through remote e-voting process and votes cast by the members through physical poll papers have been recorded in a register separately maintained for the purpose.

The result of voting is as under:

Item No. 1 – As an Ordinary Resolution: Adoption of the audited Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and auditors thereon.

(i) **Voted in favour of resolution:**

Number of members present and voting through poll / electronic voting system		Number of votes cast in favour of resolution	% of total number of valid votes cast (rounded off)
Poll	57	47585079	59.42
E-voting	38	30587194	38.20
Total	95	78172273	97.62

(ii) **Voted against the resolution:**

Number of members voted through electronic voting system		Number of votes cast against the resolution	% of the total number of valid votes cast (rounded off)
Poll	1	50	0.00
E-voting	12	1908951	2.38
Total	13	1909001	2.38

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 2 – As an Ordinary Resolution: Re-appointment of Mr. P. L. Gupta (DIN: 00048868) as a Director, liable to retire by rotation.

(i) **Voted in favour of resolution:**

Number of members present and voting through poll / electronic voting system		Number of votes cast in favour of resolution	% of total number of valid votes cast (rounded off)
Poll	57	47585079	59.42
E-voting	44	32151742	40.15
Total	101	79736821	99.57



(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of the total number of valid votes cast(rounded off)
Poll	50	0.00
E-voting	344403	0.43
Total	344453	0.43

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 3 – As a Special Resolution: Appointment of M/s. Chaturvedi & Company, Chartered Accountants (Registration No. 302137E), as Statutory Auditors of the Company for a period of Five years in place of the retiring Auditors M/s. Chaturvedi & Partners, Chartered Accountants.

(i) Voted in favour of resolution:

Number of members present and voting through poll / electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast (rounded off)
Poll	47585079	59.42
E-voting	32495807	40.58
Total	80080886	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of the total number of valid votes cast(rounded off)
Poll	50	0.00
E-voting	338	0.00
Total	388	0.00

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 4 – As a Special Resolution: Approval to ratify the remuneration paid and payable and confirm the waiver of the recovery of excess remuneration paid, over and above the limits prescribed under the provisions of the Companies Act, 2013 to Shri V. P. Agarwal, Chairman of the company.



(i) Voted in favour of resolution:

Number of members present and voting through poll / electronic voting system		Number of votes cast in favour of resolution	% of total number of valid votes cast (rounded off)
Poll	57	47585079	59.42
E-voting	36	30844669	38.52
Total	93	78429748	97.94

(ii) Voted against the resolution:

Number of members voted through electronic voting system		Number of votes cast against the resolution	% of the total number of valid votes cast(rounded off)
Poll	1	50	0.00
E-voting	14	1651476	2.06
Total	15	1651526	2.06

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 5 – As a Special Resolution: Approval to ratify the remuneration paid and payable and confirm the waiver of the recovery of excess remuneration paid, over and above the limits prescribed under the provisions of the Companies Act, 2013 to Shri Vikram Agarwal, Managing Director of the Company.

(i) Voted in favour of resolution:

Number of members present and voting through poll / electronic voting system		Number of votes cast in favour of resolution	% of total number of valid votes cast (rounded off)
Poll	57	47585079	59.42
E-voting	36	30844669	38.52
Total	93	78429748	97.94

(ii) Voted against the resolution:

Number of members voted through electronic voting system		Number of votes cast against the resolution	% of the total number of valid votes cast(rounded off)
Poll	1	50	0.00
E-voting	14	1651476	2.06
Total	15	1651526	2.06



(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 6 – As a Special Resolution: Approval to ratify the remuneration paid and payable and confirm the waiver of the recovery of excess remuneration paid, over and above the limits prescribed under the provisions of the Companies Act, 2013 to Shri M. L. Pareek, Director and CEO of the Company.

(i) **Voted in favour of resolution:**

Number of members present and voting through poll / electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast (rounded off)
Poll	47585079	59.42
E-voting	30586456	38.19
Total	78171535	97.62

(ii) **Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of the total number of valid votes cast (rounded off)
Poll	50	0.00
E-voting	1909689	2.38
Total	1909739	2.38

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 7 – As a Special Resolution: Approval to ratify the remuneration paid and payable and confirm the waiver of the recovery of excess remuneration paid, over and above the limits prescribed under the provisions of the Companies Act, 2013 to Shri P. L. Gupta, Director and CFO of the Company

(i) **Voted in favour of resolution:**

Number of members present and voting through poll / electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast (rounded off)
Poll	47585079	59.42
E-voting	30586456	38.19
Total	78171535	97.62



(ii) **Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of the total number of valid votes cast (rounded off)
Poll	1	50
E-voting	16	1909689
Total	17	1909739
		2.38

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 8 – As a Special Resolution: Approval of appointment of Shri Kanha Agarwal as Joint Managing Director of the Company and confirm the waiver of the recovery of excess remuneration paid, over and above the limits prescribed under the provisions of the Companies Act, 2013

(i) **Voted in favour of resolution:**

Number of members present and voting through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast (rounded off)
Poll	57	47585079
E-voting	47	32495445
Total	104	80080524
		100.00

(ii) **Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of the total number of valid votes cast (rounded off)
Poll	1	50
E-voting	3	700
Total	4	750
		0.00

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 9 – As a Special Resolution: Approval for continuation of Mr. M. L. Pareek, Whole Time Director as Director (projects) and CEO of the Company even though he has attained the age of Seventy years.



(i) Voted in favour of resolution:

Number of members present and voting through poll / electronic voting system		Number of votes cast in favour of resolution	% of total number of valid votes cast (rounded off)
Poll	57	47585079	59.42
E-voting	46	32495407	40.58
Total	103	80080486	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system		Number of votes cast against the resolution	% of the total number of valid votes cast (rounded off)
Poll	1	50	0.00
E-voting	4	738	0.00
Total	5	788	0.00

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 10 – As an Ordinary Resolution: Approval to ratify and confirm the remuneration payable to Cost Auditor M/s. Rakshit & Associates.

(i) Voted in favour of resolution:

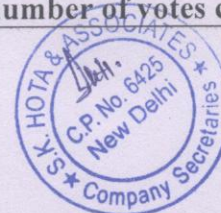
Number of members present and voting through poll / electronic voting system		Number of votes cast in favour of resolution	% of total number of valid votes cast (rounded off)
Poll	57	47585079	59.42
E-voting	47	32495507	40.58
Total	104	80080586	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system		Number of votes cast against the resolution	% of the total number of valid votes cast (rounded off)
Poll	1	50	0.00
E-voting	3	638	0.00
Total	4	688	0.00

(iii) Invalid votes:

Total numbers of members whose votes were	Total number of votes cast by them



declared invalid	
0	0

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 35th Annual General Meeting and thereafter the same would be handed over to the Chairman or the Company Secretary for safe keeping.

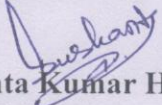
Recommendation:

All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours faithfully,

For M/s. S. K. Hota & Associates,
Company Secretaries


Susanta Kumar Hota

(Proprietor)

M. No.: ACS-16165

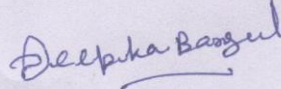
C. P. No: 6425

Place: New Delhi

Dated: September 30, 2016



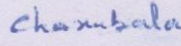
Witness:

1. Signature 

Ms. Deepika Bansal

Address: 598, Shalimar Garden

Extn. 1, Ghaziabad

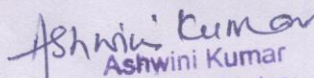
2. Signature 

Mrs. Charu Bala

Address: 208C, Savitri Nagar

New Delhi-17

For PRAKASH INDUSTRIES LTD.


Ashwini Kumar
Company Secretary