



Prakash Prakash Pipes Limited

(Our Company was incorporated as Prakash Pipes Limited on June 29, 2017, under the Companies Act, 2013 with the Registrar of Companies Punjab, Chandigarh and Himachal Pradesh. The Corporate Identification Number of our Company is U25209PB2017PLC046660).

Registered Office: Darjiyan Wali Gali, Rayya Teh - Baba Bakala, Amritsar, Punjab - 143 112

Tel.: +91 1853 500435

Corporate Office: 'Srivan', Najafgarh - Bijwasan Road, Bijwasan, New Delhi - 110 061

Tel.: +91 11 2530 5800; Fax: +91 11 2806 2119

Contact Person: Shri Pawan Kumar, Company Secretary

Website: www.prakashplastics.in; Email: pplho@prakash.com

OUR PROMOTERS: SHRI VED PRAKASH AGARWAL, SMT. MOHINI AGARWAL, SHRI VIKRAM AGARWAL, SHRI KANHA AGARWAL AND VED PRAKASH AGARWAL HUF

INFORMATION MEMORANDUM FOR LISTING OF 2,04,18,354 * EQUITY SHARES OF RS. 10 EACH ISSUED BY PRAKASH PIPES LIMITED (THE "COMPANY" / "PPL") PURSUANT TO THE COMPOSITE SCHEME OF ARRANGEMENT (THE "SCHEME")

** Upto 9,50,901 additional Equity Shares may be allotted by our Company to the Converting FCCB Holders of Prakash Industries Limited who will exercise the option to convert the outstanding FCCBs held by them into equity shares after the allotment and listing of equity shares of our Company as envisaged in this Information Memorandum. For details refer to Note No. 4 under chapter Capital Structure on page 44 of the Information Memorandum.*

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THE INFORMATION MEMORANDUM

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Equity Shares of the Company unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Equity Shares of the Company. For taking an investment decision, investors must rely on their own examination of the Company including the risks involved. The securities have not been recommended or approved by the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of 'Risk factors' given on page number 9 under the section 'General Risks'.

ABSOLUTE RESPONSIBILITY OF PRAKASH PIPES LIMITED

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Information Memorandum contains all information with regard to the Company, which is material, and that the information contained in the Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares of our Company are proposed to be listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). Our Company has submitted the Information Memorandum with NSE & BSE and the same has been made available on our Company's website viz. www.prakashplastics.in. The Information Memorandum would also be made available on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).

IN HOUSE RTA (NOT REGISTERED WITH SEBI AS RTA)

Prakash Pipes Limited

'Srivan', Near IOC Petrol Pump

Najafgarh Road, Bijwasan

New Delhi - 110 061

Tel.: +91 11 2530 5800

Fax: +91 11 2806 2119

Website: www.prakashplastics.in



Email: pplho@prakash.com

CDSL Registration No.: RTA ID-376 / NSDL Registration No.: BP ID IN100567



TABLE OF CONTENTS

Title	Page No.
DEFINITIONS, ABBREVIATIONS AND INDUSTRY RELATED TERMS	1
CURRENCY OF FINANCIAL PRESENTATION AND USE OF MARKET DATA	4
FORWARD LOOKING STATEMENT	5
INFORMATION MEMORANDUM SUMMARY	6
RISK FACTORS	9
SUMMARY OF FINANCIAL INFORMATION	17
GENERAL INFORMATION	20
CAPITAL STRUCTURE	23
SCHEME OF ARRANGEMENT	46
STATEMENT OF POSSIBLE TAX BENEFITS	48
INDUSTRY OVERVIEW	51
OUR BUSINESS	60
KEY INDUSTRY REGULATIONS	69
HISTORY AND CERTAIN CORPORATE MATTERS	72
OUR MANAGEMENT	74
OUR PROMOTER	79
GROUP COMPANIES	82
DIVIDEND POLICY	85
FINANCIAL STATEMENTS	86
FINANCIAL INDEBTEDNESS	87
STATEMENT OF ACCOUNTING RATIO	88
OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENT	89
GOVERNMENT APPROVALS	90
OTHER REGULATORY AND STATUTORY DISCLOSURES	92
MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION	95
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	124
DECLARATION	125

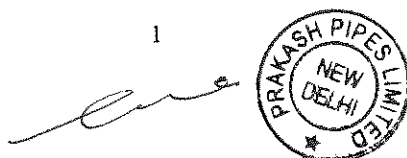
DEFINITIONS, ABBREVIATIONS AND INDUSTRY RELATED TERMS

Company related terms

Term	Description						
"PPL", "the Company", "our Company", "we", "us" or "our"	Unless the context otherwise requires, refers to, Prakash Pipes Limited, a public limited company incorporated under the Companies Act, 2013						
Articles / Articles of Association / AOA	The Articles of Association of our Company, as amended from time to time						
Statutory Auditors / Auditors	The Statutory Auditors of our Company, Chaturvedi & Co., Chartered Accountants						
Board of Directors / the Board / our Board	The Board of Directors of Prakash Pipes Limited and includes its committee thereof						
Converting FCCB Holder(s)	FCCB Holder who exercises the option of converting the FCCBs held by them in Prakash Industries Limited						
Directors / our Directors	The Director(s) of Prakash Pipes Limited, unless otherwise specified						
FCCBs / Foreign Currency Convertible Bonds	Foreign Currency Convertible Bonds issued by Prakash Industries Limited and includes the following outstanding FCCBs as on March 31, 2019 as under:						
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Securities issued</th><th style="text-align: center;">FCCBs outstanding (face value) in USD</th></tr> </thead> <tbody> <tr> <td style="text-align: center;">5.35% FCCBs (Maturity 01/01/2020)</td><td style="text-align: center;">650,000</td></tr> <tr> <td style="text-align: center;">5.95% FCCBs (Maturity 15/01/2023)</td><td style="text-align: center;">10,800,000</td></tr> </tbody> </table>		Securities issued	FCCBs outstanding (face value) in USD	5.35% FCCBs (Maturity 01/01/2020)	650,000	5.95% FCCBs (Maturity 15/01/2023)	10,800,000
Securities issued	FCCBs outstanding (face value) in USD						
5.35% FCCBs (Maturity 01/01/2020)	650,000						
5.95% FCCBs (Maturity 15/01/2023)	10,800,000						
FCCB Holder	Any person or entity holding FCCBs issued by Prakash Industries Limited						
Memorandum of Association / MOA	The Memorandum of Association of our Company, as amended from time to time						
Registered Office / Our Registered Office	Registered Office of our Company situated at Darjiyan Wali Gali, RayyaTeh - Baba Bakala, Amritsar (PB) - 143 112						
Promoter	Shri Ved Prakash Agarwal, Sint. Mohini Agarwal, Shri Vikram Agarwal, Shri Kanha Agarwal and Ved Prakash Agarwal HUF						

Conventional and General Terms / Abbreviations

Term	Description
Act or Companies Act	Companies Act, 2013, as amended
AGM	Annual General Meeting
Applicable Laws	Any statute, notification, bye-laws, rules, regulations, guidelines, Common law, policy code, directives, ordinance, schemes, notices, orders or instructions, laws enacted or issued or sanctioned by any appropriate authority in India including any modifications or re-enactment thereof for the time being in force.
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
BSE	BSE Limited
CDSL	Central Depository Services (India) Limited
NCLT	Hon'ble National Company Law tribunal of Judicature at Chandigarh
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, in this case being NSDL and CDSL
Depository Participant / DP	Depository participant as defined under the Depositories Act, 1996
EGM	Extraordinary General Meeting
EPS	Earnings per Share

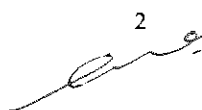


Term	Description
Equity Shares	Equity Shares of our Company of face value Rs. 10 each, unless otherwise specified in the context thereof
Financial Year / Fiscal Year / FY	Twelve months ending on March 31 of a particular year
HUF	Hindu Undivided Family
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards
Information Memorandum	This document dated June 08, 2019 filed with BSE and NSE and referred to as the Information Memorandum
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
PAN	Permanent Account Number
RBI	Reserve Bank of India
RTA	Registrar and Transfer Agent
SCRA	Securities Contracts (Regulation) Act, 1956 as amended from time to time
SCRR	Securities Contracts (Regulations) Rules, 1957 as amended from time to time
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Stock Exchange(s)	Shall refer to the NSE and the BSE where the Equity Shares of PPL are proposed to be listed.

Composite Scheme of Arrangement related terms

Term	Description
Appointed Date	Appointed Date means 1 st April, 2018 or such other date as may be decided by the Board of the Demerged Company and the Resulting Company with the consent or as per the direction by the Tribunal.
"PVC pipes business of PIL" or "PVC pipes undertaking"	Means all, the businesses, undertakings, activities, properties and liabilities, whatsoever nature and kind and wheresoever situated, of PIL pertaining to the PVC pipes business
Effective Date	Effective Date means the date on which the last of the conditions mentioned in Clause 18 of Part C of the Scheme is fulfilled. Any references in this Scheme to the "date of coming into effect of this Scheme" or "effectiveness of the Scheme" or "Scheme taking effect" shall mean the Effective Date.
National Company Law Tribunal	"National Company Law Tribunal" or "NCLT" or "Tribunal" means the National Company Law Tribunal, Chandigarh Bench.
Record Date	"Record Date" means the date fixed by the Board of Directors of the Resulting Company or any committee thereof in consultation with the Demerged Company, for the purpose of determining names of the equity shareholders of the Demerged Company, who shall be entitled to receive the equity shares in the Resulting Company pursuant to Clause 12.1 of the Scheme, upon coming into effect of this Scheme.
Remaining Business	"Remaining Business" means all assets, liabilities, businesses, activities and operations of the Demerged Company other than the Demerged Undertaking.

2




Industry / Business Related Terms

Term	Description
UPVC	Unplasticised Polyvinyl Chloride
CPVC	Chlorinated Polyvinyl Chloride
HDPE	High-Density Polyethylene
PPR	Polypropylene
PVDF	Acrylonitrile Butadiene Styrene and Polyvinylidene Fluoride
DMD	Dahej Manufacturing Division
LFRT	Long fiber reinforced thermoplastic
IML	In-mould Labelling
MAP	Modified Atmospheric Packaging


3



CURRENCY OF FINANCIAL PRESENTATION

In the Information Memorandum, the terms “we”, “us”, “our”, the “Company”, “our Company”, “PPL”, unless the context otherwise indicates or implies, refers to Prakash Pipes Limited. In the Information Memorandum, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “ten lac / lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”.

Throughout the Information Memorandum, unless otherwise stated, all figures have been expressed in Rs. lakhs except the financial statements of our Company. Unless indicated otherwise, the financial data in the Information Memorandum is derived from our financial statements prepared in accordance with Ind AS and included in the Information Memorandum. In the Information Memorandum, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off.

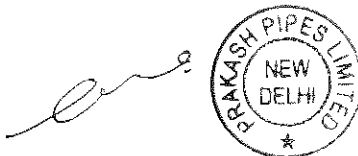
There may be some differences between Ind AS and IFRS and / or US GAAP; accordingly, the degree to which the Ind AS financial statements included in the Information Memorandum will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Ind AS. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Information Memorandum should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

For additional definitions used in the Information Memorandum, see the section “Definitions, Abbreviations and Industry related terms” on page 1 of the Information Memorandum. In the section titled “Main Provisions of the Articles of Association” on page 95, defined terms have the meaning given to such terms in the Articles of Association of our Company.

USE OF MARKET DATA

Unless stated otherwise, market data used throughout the Information Memorandum was obtained from internal Company reports, data, websites and industry publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe market data used in the Information Memorandum is reliable, it has not been independently verified. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source.

A handwritten signature in black ink is positioned to the left of a circular stamp. The stamp contains the text "PRAKASH PIPES LIMITED" around the top edge, "NEW DELHI" in the center, and a small star at the bottom.

FORWARD LOOKING STATEMENT

We have included statements in the Information Memorandum which contain words or phrases such as “will”, “aim”, “is likely to result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
- Changes in laws and regulations relating to the industries in which we operate;
- Increased competition in these industries;
- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various projects and business plans for which funds are being raised through this Issue;
- Our ability to meet our capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain qualified personnel;
- Changes in technology;
- Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally; and
- Any adverse outcome in the legal proceedings in which we are involved.

For a further discussion of factors that could cause our actual results to differ, please refer to the sections titled “Risk Factors” and “Our Business” on pages 9 and 60, of the Information Memorandum respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither we nor our Directors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.



INFORMATION MEMORANDUM SUMMARY

This section contains the summary of the following information:

A. Primary Business of the Company

Prakash Pipes Limited ("PPL") was incorporated on June 29, 2017 as a wholly owned subsidiary of Prakash Industries Limited. With a view to support the PVC Pipes Business to capitalize on its growth opportunities, led by a dedicated management team, the Board of Directors of Prakash Pipes Limited at its meeting held on August 24, 2017, approved a Scheme of Arrangement u/s 230-232 read with Section 66 of the Companies Act, 2013, between Prakash Industries Limited and Prakash Pipes Limited and their respective shareholders and creditors for demerger of PVC Pipes Undertaking and transfer and vesting thereof to and in PPL, as a 'going concern'. The Scheme was sanctioned by NCLT vide order dated March 14, 2019 (certified copy received on April 01, 2019) and is effective with the appointed date being April 01, 2018.

Our plastic business operations are broadly divided into two segments viz., poly vinyl chloride (PVC) pipes & fittings and flexible laminates. The manufacturing facilities are located at Kashipur, Uttarakhand.

The revenue from operations of our Company was Rs. 34,096 lakhs and the profit after tax excluding Other Comprehensive Income was Rs. 2,855 lakhs for the financial year ended March 31, 2019.

PVC Products

Our Company manufactures PVC Products at Kashipur, Uttarakhand with an installed capacity of 55,000 tonnes per annum. The PVC Products are used in irrigation, sewerage and other construction purposes. We are one of the largest manufacturer and supplier of PVC Products in the northern part of India, where the PVC Products are sold under the brand name "Prakash".

We have developed brand recognition for our PVC Products in the domestic market. We sell our PVC Products in the open market through our dealers. We have a strong dealer and distributor network across Uttar Pradesh, Uttarakhand, Delhi NCR, Haryana and Punjab.

PVC Products of the Company

Our Company manufactures the following types of PVC Products:

1. Unplasticised Poly Vinyl Chloride (UPVC) pipes

- uPVC Pipes have been accorded IS – 4985-2000
- The Company produces wide range of pipes from 20 mm to 315 mm in diameter

2. Soil, Waste and Rain (SWR) pipes

- The company Pipes has been accorded IS – 13592 - 1992
- The company produces wide range from 75 mm to 160 mm
- Prakash Soil Waste Rain (SWR) Pipes are Selfit & Ringfit.
- These pipes are suitable for drainage systems and sanitation purposes
- These pipes are better than Asbesto Cement and CI pipes

3. Plumbing uPVC pipes

- The company Pipes has been accorded IS – 4985 - 2000
- The company produces wide range from 20mm to 40mm
- Domestic & Industrial Usage:
 - Housing complexes, offices, hotels, hospitals and public places
 - Water distribution in Villages & colonies through tube wells and overhead tanks
 - Transport of Chemical and gases in industries
 - Transport of Milk in dairies



4. Casing pipes

- The company Pipes has been accorded IS – 12818-1002
- The pipes are specially designed to ensure clean and clear water from bore well
- The pipes design is suitable for both shallow and deep bore wells
- The Company Produces mainly three ranges of Casing pipes:
 - Casing Shallow Pipes - for upto 80 meters depth
 - Casing Medium Pipes – for 80 - 250 meters depth
 - Casing Screen Pipes with RIBS for 250 meters depth

5. UPVC fittings

- Our company produces more than 150 types of fittings of various sizes and shapes such as coupler, elbow, reducing elbow, Tee, Bend, End cap, P-Trap, Nani Trap, amongst many others
- The company UPVC fittings has been accorded IS – 7834 – 1987

B. Industry in which the Company operates

The Company operates in PVC Pipes and Plastic Packaging Industry.

C. Promoters of the Company

The Promoters of our Company are:

- Shri Ved Prakash Agarwal
- Smt. Mohini Agarwal
- Shri Vikram Agarwal
- Shri Kanha Agarwal
- Ved Prakash Agarwal HUF

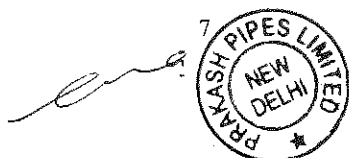
D. Shareholding of the Promoter and Promoter Group of the Company

Name	No. of shares held	%age of holding
Shri Ved Prakash Agarwal	65,860	0.32
Smt. Mohini Agarwal	7,65,482	3.75
Shri Vikram Agarwal	50,812	0.25
Shri Kanha Agarwal	2,317	0.01
Ved Prakash Agarwal HUF	2,76,079	1.35

E. Summary of the financial information of the Company

The Company was incorporated on June 29, 2017. The summary of the financial information of the Company for the financial year ended March 31, 2019 and 2018 are as under:

Particulars	(Rs. in lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018
Revenue from operations	34,096	-
Other income	459	-
Profit after tax (before Other Comprehensive Income)	2,855	(0.33)
Share Capital	2,042	1.00
Reserves & Surplus	8,875	(0.33)
Net Worth	10,917	0.67
Basic Earnings per share (in Rs.)	13.98	(3.26)
Diluted Earnings per share (in Rs.)	13.36	(3.26)
Net asset value per equity share (in Rs.)	53.46	6.74



F. Auditor qualifications which have not been given effect to in the financial statements

There is no audit qualification in the financial statements as disclosed in the Information Memorandum.

G. Summary table of outstanding litigations and a cross-reference to the section titled 'Outstanding Litigations and Material Developments'

For details related to outstanding litigations, refer to the section titled "Outstanding Litigations and Material Developments" on page 89 of the Information Memorandum.

H. Summary table of contingent liabilities

There are no contingent liabilities as on March 31, 2019.

I. Summary of related party transactions since incorporation

For details related to Related Party Transactions, refer to the section titled "Financial Statements" on page 86 of the Information Memorandum.

J. There has been no financing arrangement whereby the members of our Promoter Group, directors of our Promoters, our Directors, or any of their respective relatives have financed the purchase by any other person of securities of our Company during the six months preceding the date of this Information Memorandum.

K. Weighted average price at which specified security was acquired by each of the promoters in the last one year

Ved Prakash Agarwal HUF, one of our Promoters has acquired 19,79,255 equity shares of Prakash Industries Limited through conversion of warrants on July 10, 2018 at a price of Rs. 210.18 per equity share. Ved Prakash Agarwal HUF has been allotted 2,47,406 equity shares by our Company pursuant to the Scheme against the aforesaid shares subscribed by it in Prakash Industries Limited.

Except as above, our Promoters have not acquired equity shares of the Company in the last one year.

L. Average Cost of Acquisition of Shares of the Promoters.

S. No.	Name of the Promoter	Number of Shares in Prakash Pipes Limited	Cost of Acquisition per share (in Rs.)
1.	Shri Ved Prakash Agarwal	65,860	0.36
2.	Smt. Mohini Agarwal	7,65,482	0.49
3.	Shri Vikram Agarwal	50,812	0.77
4.	Shri Kanha Agarwal	2,317	Nil*
5.	Ved Prakash Agarwal HUF	2,76,079	5.82

* Shares received through gift

M. Except the Equity Shares allotted by the Company on April 25, 2019 pursuant to the Scheme, the Company has not issued any equity shares for consideration other than cash during the last one year.

N. There has been no split / consolidation in the face value of the equity shares of the Company.



RISK FACTORS

An investment in equity securities involves a high degree of risk. You should carefully consider all of the information in this Information Memorandum, including the risks and uncertainties described below, before making an investment in the Equity Shares. Any of the following risks could have a material adverse effect on our business, financial condition and results of operations and could cause the trading price of the Equity Shares to decline, which could result in the loss of all or part of your investment. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations and financial condition. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in the Equity Shares unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in the Equity Shares.

Internal Risk Factors

1. ***Our business is dependent on our operating facilities. Any loss or shutdown of operations or labour unrest at our facilities could have a material adverse effect on our business, financial condition and results of operations.***

Our manufacturing facility at Kashipur, Uttarakhand is subject to operating risks, such as shutdowns due to the breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, adequate utilization rates, obsolescence of equipment, labor unrest, strikes, lock-outs, industrial accidents, disruption by extremist groups, or any other reason, and the need to comply with the directives and regulations of the Government of India ("GoI") and relevant state government authorities. There can be no assurance that disruptions will not take place in our manufacturing facility. Any disruptions may adversely affect our business, financial condition and results of operation.

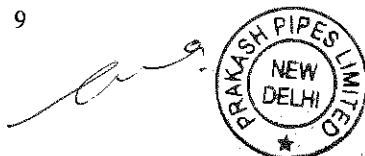
Further, we will be required to carry out planned partial shutdowns of our facilities for scheduled maintenance, statutory inspections and testing in a phased manner. During our planned shutdowns, our production of PVC products is diminished to the extent of planned shutdown and our results of operations may be adversely affected. Further, our operations involve a significant degree of integration, and our results of operations are dependent on the successful operation of each facility. Although we expect to take precautions to minimize the risk of any significant operational problems at our facilities, our business, financial condition, results of operations and prospects may be adversely affected by any disruption of operations at our facilities.

2. ***If we are not able to procure, renew or maintain, as the case may be, the statutory or regulatory permits or third party approvals required to operate our business or effectively transfer and integrate the Demerged Undertaking, it may have a material adverse effect on our business.***

We require certain statutory and regulatory permits and approvals to operate our business, including environmental clearances, factory licenses and trading license. We are also required to renew such permits and approvals from time to time. Similarly, the effective transfer and integration of the Demerged Undertaking may be subject to the receipt of various statutory and regulatory approvals and other third party consents. While we believe that we will be able to procure or renew such permits and approvals as and when required, there can be no assurance that the relevant authorities will issue any or all requisite permits or approvals in the time-frame anticipated by us. Failure to procure, renew or maintain the required permits or approvals may result in the interruption of our operations or delay or prevent our vertical integration, and may have a material adverse effect on our business, financial condition and results of operations.

3. ***Our Company has a limited operating history, which may make it difficult to evaluate our prospects.***

The PVC Pipes undertaking in Kashipur was established by Prakash Industries Limited and the commercial operations commenced in the year 1987. Pursuant to the Scheme, the PVC Pipes undertaking was demerged from Prakash Industries Limited and transferred to and vested with our Company with effect from April 01, 2018



(being the Appointed Date under the Scheme). Our Company was incorporated on June 29, 2017 as a public limited company under the Companies Act, 2013. As a result, our Company has a limited operating history, which may make it difficult for you to evaluate our prospects. Our business must be considered in light of the risks and uncertainties inherent in a new venture. We may also need to alter our business and strategies on an ongoing basis to manage our growth and to compete effectively with established players in the industry in which we operate. For details of the experience of our Promoters, refer to the Chapter titled "Our Promoters" on page 79 of the Information Memorandum.

4. ***We may not be able to protect our logos, brand names and other intellectual property rights which are critical to our business.***

Our logos, brand names and other intellectual property rights are crucial to our business operations and we may incur substantial expenditure in promoting our logos and brand names. The trademarks being used by our Company are presently registered in the name of Prakash Industries Limited and will be assigned to our Company pursuant to the Scheme.

We may not be able to prohibit the use of such intellectual property by any third party and may, in the future, face claims and legal actions by third parties that may use, or dispute our right to use, the logos and brand names under which our business currently operates and we may be required to resort to legal action to protect our logos and brand names. Any adverse outcome in such legal proceedings may impact our ability to use our logos, brand names and other intellectual property in the manner in which such intellectual property is currently used or at all. Further, such adverse outcome may require us to incur significant additional expenditure to develop new logos or brand names. There can be no assurance that we will be able to promote and popularize such new logos or brand names to levels which are similar to our current brands or at all. Any of the above could have a material adverse effect on our business and our financial condition.

5. ***Changes in the availability and prices of our raw materials may adversely affect our business, financial condition, results of operations and prospects.***

The principal raw materials that we require for the production of PVC products is PVC Resin. It constitutes approx. 95% of the total raw material cost. The uninterrupted supply of raw materials is fundamental to our business. Although we seek to optimize our stocks of raw materials, we may not always be able to safeguard against any unanticipated interruptions in raw material supply.

We have entered into an annual supply contract with a major supplier of our raw material to ensure continuous supply of raw material and other economic benefits. During the financial year 2018-19, we procured approximately 81% of our raw material demand from this single supplier. Non availability of our raw material on time or any major fluctuations in its price may have a material adverse effect on our cost of production and our ability to meet customer's requirement on time. This may have adverse effect on our margins, results of operations and financial condition.

6. ***The manufacturing of our products involves hazardous processes that can cause personal injury and loss of life, severe damage to and destruction of equipment and environmental damage, as a result of which we could suffer material liabilities, loss of revenues and increased expenses.***

The manufacturing of our products is subject to various risks associated with the inherently hazardous processes including production of PVC. Hazards associated with our manufacturing processes include without limitation, accidents involving moving machinery, on-site transport, forklifts and overhead cranes; explosions, and resulting fires, in blast furnaces; fires in control rooms, electrical switch rooms, cable tunnels and vaults, transformers and lubricating oil rooms; spills and spattering of molten materials; extreme temperatures, vibration and noise; and exposure to, through inhalation or contact with, hazardous chemicals.

These hazards can cause severe damage to and destruction of property and equipment, environmental damage and personal injury or even fatalities among our personnel. Any of these may result in temporary or lengthy interruptions of operations, damage to our business reputation and corporate image and the imposition of civil and criminal liabilities. Our employees, members of the public or government authorities may bring claims against



us arising out of these hazardous production processes. Furthermore, in the event that it is determined by the appropriate authorities that provisions and measures for safety within our plant are inadequate, the licenses granted to us for operations within such plant may be revoked, thereby adversely affecting our business and results of operations. Such events may also adversely affect public perception of our business and the perception of our suppliers, customers and employees, leading to an adverse effect on our business.

7. *We depend primarily on the Indian market for sales of our products which is highly competitive.*

We sell our products domestically and we face competition in our business from various other manufacturers in both, organized and unorganized segment. Due to the commodity nature of our product sales, competition in these markets is based primarily on demand and price. As a result, to remain competitive in our market, we must continuously strive to reduce our production, transportation and distribution costs, improve our operating efficiencies and secure our raw materials requirements. If we fail to do so, our competitors may be able to sell their products at prices lower than our prices, which would have an adverse effect on our market share and results of operations. Increased consolidation in our industry means that many of our competitors may benefit from greater economies of scale, including the ability to negotiate preferential prices for products or receive discounted prices for bulk purchases of raw materials that may not be available to us. Further, we cannot control the market forces and provide assurance that our current or potential competitors will not offer products comparable or superior to our products.

Further, demand for our products may be adversely affected by factors such as changes in India's economic, fiscal, export-import and monetary policies, political and financial instability, decline in growth rates of the economy, increases in the price of raw materials consumed by us and excess capacity. A decrease in demand for the products we sell in India could have a material adverse impact on our business, financial condition and results of operations.

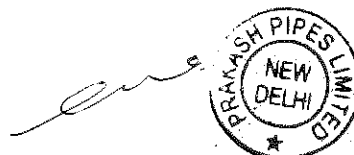
8. *If we do not continue to invest in new technologies and equipment, our technologies and equipment may become obsolete and our cost of production may increase relative to our competitors, which may have an adverse impact on our business, results of operations and financial condition.*

Our profitability and competitiveness depend in large part on our ability to maintain a low cost of operations, including our ability to produce sufficient quantities of our products as per the agreed specifications. If we are unable to respond or adapt to changing trends and standards in technologies and equipment, or otherwise adapt our technologies and equipment to changes in market conditions or requirements, in a timely manner and at a reasonable cost, we may not be able to compete effectively and our business, results of operations and financial condition may be adversely affected.

9. *One of our Director, Dr. Satram Lokumal Keswani, and two Promoters, namely Smt. Mohini Agarwal and Shri Kanha Agarwal were disqualified by Ministry of Corporate Affairs under Section 164 of Companies Act, 2013 which was stayed by the Hon'ble High Court of Delhi.*

One of our Independent Director, Dr. Satram Lokumal Keswani was disqualified under Section 164(2) of the Companies Act, 2013 due to non filing of annual returns for the period of three years in one of the company of which he was a director. He has obtained stay order from the Hon'ble High Court of Delhi vide its order dated October 23, 2018 for revival of his DIN and digital signatures. The next date of hearing for the said matter is August 19, 2019. We cannot assure that the said disqualification will be removed by the Hon'ble High Court in further proceedings, which may affect the composition of our Board.

Further, two of our Promoters, namely Smt. Mohini Agarwal and Shri Kanha Agarwal, were disqualified under Section 164(2) of the Companies Act, 2013 due to non filing of annual returns for the period of three years in one of the company of which they were director. Smt. Mohini Agarwal and Shri Kanha Agarwal have obtained stay order from the Hon'ble High Court of Delhi vide its order dated May 28, 2019. The next date of hearing for the said matter is August 19, 2019. We cannot assure that the said disqualification will be removed by the Hon'ble High Court in further proceedings.



10. *We have entered into, and will continue to enter into, related party transactions.*

We have entered into certain transactions with our related parties. These transactions or any future transactions with our related parties may not be on most favorable terms for our Company at all times vis-à-vis the transactions with unrelated parties. Such transactions may have an adverse effect on our business, prospects, financial condition and results of operations.

For details of Related Party Transactions please refer to chapter "Financial Statements" on page 86 of Information Memorandum.

11. *Our success depends on our senior management, key personnel and qualified technical staff or skilled workforce and our ability to attract and retain such personnel.*

The success of our business depends on continued performance and ability of our senior executives, key personnel and skilled workforce of the Company. Our performance also depends on our ability to identify, recruit and retain sufficient numbers of technical, sales, administrative support and other qualified personnel. If we lose a key personnel and are unable to recruit and retain them, our ability to manage day-to-day aspects of the business may be affected.

We face significant competition in attracting and retaining personnel who possess the skill sets that we seek. Our senior management possesses ability and unique experience of working in the industry in addition to the relations they foster with our suppliers and customers. If one or more members of our senior management team were unable or unwilling to continue their present positions, it would be difficult to replace them without adversely affecting our business operations.

12. *We do not own our registered and corporate office from which we operate.*

We do not own our registered and corporate office premises from which we operate. We may not have the right to occupy these premises in future or be able to continue with the uninterrupted use of these premises, which may impair our operations and adversely affect our results of operations. For further details of our premises, see "Our Business - Property" on page 67 of the Information Memorandum.

13. *We may not be sufficiently protected or insured against all potential losses to which we may be subject. If we incur a significant liability for which we are not fully insured or are unable to successfully assert our claim, there may be an adverse effect on our business, results of operations and financial condition.*

We maintain insurance for a variety of risk including standard fire and special perils policy, burglary policy and vehicle insurance which covers insurance of building including stocks, machinery and equipments used in our factory, fire, lighting, explosion, flood & inundation, windstorm, theft or burglary, testing and commissioning, handling erection at site and third party liability covering legal liability falling on the company as result bodily injuries to third party, death to third party, property damage belong to third party, etc. Also, Personal Accident policies are maintained for employees covering accidental death, permanent total disability, permanent partial disability etc and Health policy for employees covering hospitalization expenses for the treatment of illness/injury provided hospitalization is more than 24 hours. Further, Standard Fire and Special Perils Policy is in place which covers all properties on land, moveable or immovable, including building, plant & machinery stocks etc. at various locations against named perils like Fire Subsidence / Landslide including rockslide, storm, tempest, flood, inundation, riot, strike, malicious damages, earthquake etc.

While we believe that our insurance coverage is in accordance with relevant regulations and customary industry practices in India, the extent of our existing or future insurance coverage may be insufficient to cover all financial losses that we may suffer. It may not be possible in all instances to obtain adequate insurance on commercially reasonable terms. While we have not incurred any loss or damage with respect to our business or operations requiring us to make any significant insurance claims in the past, we cannot assure you that such claims will not be made by us in the future. Further, if we incur a significant liability for which we are not fully insured or are unable to successfully assert our claim, there may be an adverse effect on our business, results of operations and financial condition.

14. ***Any further issue of Equity Shares by the Company or significant sales of Equity Shares by our major shareholders may dilute investor's shareholding and affect the market price of the Equity Shares of the Company***

Any future offering of equity shares by the Company or sales thereof may lead to dilution of investors' shareholding or affect market prices of the shares of the Company. Dilution may be experienced on issue and allotment of additional Equity Shares by the Company to the extent of the equity shares offered. There can be no assurance that the Company will not issue further Equity Shares or that the shareholders will not dispose of, pledge or otherwise encumber their Equity.

15. ***The Promoters will continue to retain majority control of the Company after the Issue, which will enable them to influence the outcome of matters submitted to shareholders for approval.***

Our promoter group currently holds 39.30% of the paid up equity share capital of the Company. As a result, our Promoter will continue to exercise significant control over us, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other shareholders will be unable to affect the outcome of such voting. Our Promoter may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholders, such as actions which delay, defer or cause a change of our control or a change in our capital structure, merger, consolidation, takeover or other business combination involving us, or which discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us.

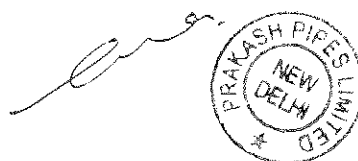
16. ***Our ability to pay dividends in the future will depend upon our future earnings, financial conditions, cash flows, working capital requirements and capital expenditures and the terms of our financing arrangements.***

There can be no assurance that we will pay dividends in the future. The declaration of dividends would be recommended by our Board of Directors, at its sole discretion, and would depend upon a number of factors, including Indian legal requirements, our future earnings, financial condition, cash flows, working capital requirements and capital expenditures. Our business is working capital intensive. Additionally, we may be restricted by the terms of our debt financing from making dividend payments in certain circumstances.

EXTERNAL RISK FACTORS

1. ***The regulatory framework in India is evolving and regulatory changes may have an adverse effect on our business, results of operations and financial condition. Our inability to comply with such requirements may adversely affect our business, results of operations and financial condition.***

Our existing business is subject to a range of laws, rules, regulations and circulars issued and adopted by the central, state and local authorities in India. Compliance with regulations as well as environmental and health and safety laws and regulations creates costs for us that are an inherent part of our business. Further, the adoption of new laws and regulations, new interpretations of existing laws and regulations, increased or stricter governmental enforcement or other developments in the future may require that we make additional capital expenditure or incur additional operating expenses in order to maintain our current or future operations or take other actions that may have an adverse effect on our business, results of operations and financial condition. For instance, India is expected to tighten its carbon dioxide emission regulations in the future, which may impose substantial compliance costs for upgrading facilities and require further investment by us in green technology. The measures we implement in order to comply with new laws and regulations may not be deemed sufficient by concerned regulatory authorities and our compliance costs may significantly exceed current estimates. If we fail to meet compliance requirements, we may also be subject to administrative, civil and criminal proceedings by such regulatory authorities, as well as civil proceedings by environmental or civil society groups and other individuals (including employee unions, if our employees were to unionize), which may result in substantial claims, penalties and damages against us as well as orders that may limit, disrupt or cause closure of our operations, any of which may have an adverse effect on our business, results of operations and financial condition. We may also be involved in or be held responsible in litigation or proceedings relating to environmental or health and safety matters in the future, the costs of which may be material, or which may cause damage to our reputation or trigger a default under



the terms of our existing or future borrowings or other contractual commitments. Clean-up and remediation or compensation costs and related litigation may also adversely affect our cash flow, results of operations and financial condition. We may also incur liabilities for environmental or other damage caused by acts or omissions of our third party contractors, and we cannot be certain that we are adequately protected from any such unforeseen risks under the terms of our contractual arrangements, including terms as to limitation of liability, contractual indemnities and other protections against our transaction counterparties, or in terms of our insurance coverage.

Additionally, any increase in taxes and/or levies, or the imposition of new taxes and/or levies in the future, could increase the cost of production/operating expenses. Taxes and other levies imposed by the central or state governments in India that affect our industry include customs duties, excise duties, sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. The central and state tax scheme in India is extensive and subject to change from time to time. Any adverse changes in any of the taxes levied by the central or state governments may adversely affect our competitive position and profitability.

2. *Our business may be adversely affected by any social, political and economic changes in India, including if one or more of such changes lead to an adverse change in government policy.*

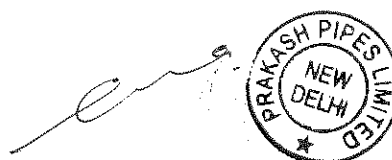
The GoI has traditionally exercised and continues to exercise a significant influence over many aspects of the economy. Our business, and the market price and liquidity of our Company's shares, may be affected by changes in GoI's policies, including taxation. Social, political, economic or other developments in or affecting India could also adversely affect our business. Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms including significantly relaxing restrictions on the private sector. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment and other matters affecting investment in our Equity Shares could change as well. In addition, any political instability in India may adversely affect the Indian economy and the Indian securities markets in general, which could also affect the trading price of our Equity Shares.

India's economy could be adversely affected by a general rise in interest rates, adverse weather conditions affecting agriculture, commodity and energy prices as well as various other factors. A slowdown in the Indian economy could adversely affect the policy of the GoI towards our industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy. The Indian economy is also influenced by economic and market conditions in other countries, particularly emerging market conditions in Asia. A decline in India's foreign exchange reserves may also affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business and results of operations and the market price of our Equity Shares.

3. *Natural calamities and force majeure events may have an adverse impact on our business.*

Our industry may be affected by a number of natural hazards including earthquakes, floods, tsunamis and landslides. Natural disasters may cause significant interruption to our operations and disruptions at our manufacturing facilities, or to the operations of our distributors. The extent and severity of these natural disasters determines their impact on the Indian economy. Prolonged spells of deficient or abnormal rainfall and other natural calamities could have an adverse impact on the Indian economy, which could adversely affect our business and results of operations.

Further, our business operations may be adversely affected by severe weather conditions, which may cause suspension or curtailment of operations and delays in the delivery of raw materials and distribution of our products. This may result in delays to our contract schedules and reduction of our productivity. During periods of curtailed activity due to natural calamities, we may continue to incur operating expenses, but our income from operations may be delayed or reduced.



4. *Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.*

Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. These acts may result in a loss of business confidence, make travel and other services more difficult and have other consequences that could have an adverse effect on our business. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern regarding regional stability which could adversely affect the price of our Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse impact on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the market price of our Equity Shares.

5. *Foreign investors are subject to foreign investment restrictions under Indian laws which limit our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.*

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain restrictions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/tax clearance certificate from the income tax authority. We cannot assure investors that any required Approval from the RBI or any other Indian government agency can be obtained on any particular terms, or at all.

6. *Our Equity Shares have never been publicly traded and our listing on the Stock Exchanges may not result in an active or liquid market for our Equity Shares. Further, the price of our Equity Shares may be volatile.*

There has been no public market for our Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the list of the Equity Shares. Listing and quotation does not guarantee that a market for our Equity Shares will develop, or if developed, the liquidity of such market for our Equity Shares. Further, the market price of our Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India and volatility in the Stock Exchanges and securities markets elsewhere in the world.

7. *Financial instability, economic developments and volatility in securities markets in other countries may also cause the price of our Equity Shares to decline.*

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India.

A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

8. *Currency exchange rate fluctuations may affect the value of the Equity Shares.*

Our Equity Shares are, and will be quoted in Rupees on the Stock Exchanges. Any dividends in respect of the Equity Shares will be paid in Rupees and subsequently converted into other currencies for repatriation. Any adverse movement in exchange rates during the time it takes to undertake such conversion may reduce the net dividend to investors. In addition, any adverse movement in exchange rates during a delay in repatriating the



proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholders.

- 9. *Any future issue of Equity Shares may dilute the investor's shareholding and sales of our Equity Shares by our Promoter or other major shareholders may adversely affect the trading price of the Equity Shares.***

Any future issuance of the Equity Shares by the Company could dilute your shareholding. Any such future issuance of the Equity Shares (including the issuance of Equity Shares under any employee stock option scheme) or future sales of the Equity Shares by any of our significant shareholders may also adversely affect the trading price of the Equity Shares and impact our ability to raise capital through an offering of our securities. Any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares.

Additionally, the disposal, pledge or encumbrance of our Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of our Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

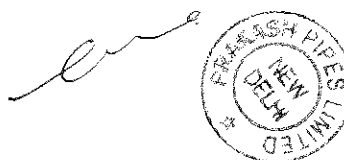
- 10. *Rights of shareholders under Indian law may differ or may be more limited than under the laws of other jurisdictions.***

The Companies Act and related regulations, the rules and regulations issued by SEBI and other regulatory authorities, the Memorandum of Association, the Articles of Association and the listing agreements to be entered into with the Stock Exchanges govern the corporate affairs of the Company. Legal principles relating to these matters and the validity of corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as a shareholder in India than as a shareholder of a corporation in another jurisdiction.

- 11. *We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could adversely affect our business.***

The Competition Act, 2002, as amended (the "Competition Act"), regulates practices having an appreciable adverse effect on competition in the relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an appreciable adverse effect on competition is considered void and results in the imposition of substantial monetary penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services, shares the market or source of production or provision of services by way of allocation of geographical area, type of goods or services or number of customers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition. The Competition Act also prohibits abuse of a dominant position by any enterprise.

The applicability or interpretation of the Competition Act to any merger, amalgamation or acquisition proposed or undertaken by us, or any enforcement proceedings initiated by CCI for alleged violation of provisions of the Competition Act may adversely affect our business, financial condition or results of operation.

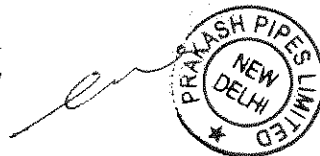


SUMMARY OF FINANCIAL INFORMATION

Balance Sheet as at 31st March, 2019

		Rs. In lakhs	
Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
I. ASSETS			
(1) Non Current Assets			
(a) Property, Plant and Equipment	4	4326	-
(b) Capital Work-in-progress	4	38	-
(c) Financial Assets			
(i) Other Financial Assets	5	82	-
(d) Other Non Current Assets	6	77	-
(e) Deferred Tax Assets(Net)	7	2109	-
		6632	-
(2) Current Assets			
(a) Inventories	8	1738	-
(b) Financial Assets			
(i) Trade Receivables	9	3163	-
(ii) Cash and Cash Equivalents	10	71	1
(iii) Current Loan	11	1020	-
(iii) Other Financial Assets	12	398	-
(c) Other Current Assets	13	1031	-
		7421	1
TOTAL ASSETS		14053	1
II. EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	14	2042	1
(b) Other Equity	15	8875	*
		10917	1
LIABILITIES			
(1) Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	13	-
(ii) Non Current Liabilities	17	14	-
(h) Provisions	18	206	-
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables	19		
-Total outstanding due of MSME		463	
-Total outstanding due of creditors other than MSME		1146	-
(ii) Other Financial liabilities	20	213	*
(b) Other current Liabilities	21	188	-
(c) Provisions	22	65	-
(d) Current tax Liabilities(Net)	23	828	-
TOTAL LIABILITIES		3136	-
TOTAL EQUITY AND LIABILITIES		14053	1

* Figures are less than one lakhs

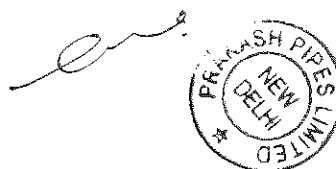


Statement of Profit and loss for the year ended 31st March, 2019

Rs. In lakhs

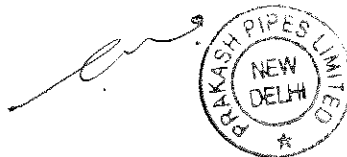
Particulars	Note No.	For the year ended 31st March, 2019	For the period ended 31st March, 2018
INCOME			
Revenue from operations	24	34096	-
Other Income	25	459	-
Total Income		34555	-
EXPENSES			
Cost of material consumed		26075	-
Changes in inventories of finished goods and work-in-progress	26	140	-
Employee benefits expense	27	1292	-
Finance costs	28	20	-
Depreciation and amortization expense	29	472	-
Other expenses	30	2729	*
Total expenses		30728	-
Profit before exceptional items and tax		3827	*
Exceptional Items		-	-
Profit before tax		3827	*
Tax expenses:			
Current tax		829	-
Deferred Tax		143	-
Total tax expense		972	-
Profit for the year		2855	*
Other Comprehensive Income			
a) Items that will not be reclassified to Profit or Loss			
-Remeasurement of defined benefit plans		(27)	-
h) Income tax relating to items that will not be reclassified to profit or loss			
-Remeasurement of defined benefit plans		9	-
Total other comprehensive Income		(18)	*
Total Comprehensive Income for the year		2837	*
Earning per equity share:			
(Face Value of Rs. 10/- each) (refer note 39)			
Basic (Rs.)		13.98	(3.26)
Diluted (Rs.)		13.36	(3.26)

* Figures are less than one lakhs



Statement of Cash Flow for the year ended 31st March, 2019		(Rs. in lacs)	
CASH FLOW STATEMENT	For the year ended 31st March, 2019	For the year ended 31st March, 2018	
A. Cash Flow From Operating Activities :			
Profit before tax	3,827	-	
Adjustments for			
Provision for employee benefit	27	-	
Allowance for doubtful debts and advances	5	-	
Depreciation and amortisation expenses	472	-	
Interest & Other Income	(15)	-	
Loss/(Profit) on sale of fixed assets	(18)	-	
Financial Cost	20	491	-
Operating Profit before working Capital changes	4,318	-	
Adjustments for			
Increase in Trade receivables	(331)	-	
Increase in Other financial assets	(1,390)	-	
Increase in Other current assets	(693)	-	
Decrease in Inventories	238	-	
Increase in Trade payable and other financial liabilities	589	-	
Increase in Other current liabilities	59	(1,528)	-
Cash generated from operations	2,790	-	*
Direct Taxes Paid (Net of refund)	767	-	-
Net Cash from operating activities	2,023		*
B. Cash Flow From Investing Activities:			
Proceed from Sale of fixed assets	19	-	
Payment for Property, Plant and Equipment including CWIP and capital advances	(2,031)	-	
Interest received	17	-	
Net cash used in investing activities	(1,995)		-
C. Cash Flow From Financing Activities :			
Proceeds from Issue of Share Capital	-	1	
Proceeds/(Repayments) from borrowings (Net)	9	-	
Interest paid	(1)	-	
Net Cash from financing activities	8		1
Net Changes in Cash & bank equivalents (A+B+C)	36		1
Opening balance of Cash & bank equivalents	1		-
Add: In pursuant of Demerger	34		
Closing balance of Cash & bank equivalents	71		1

* Figures are less than one lakhs



GENERAL INFORMATION

Our Company was incorporated as Prakash Pipes Limited on June 29, 2017, under the Companies Act, 2013 with the Registrar of Companies Punjab, Chandigarh and Himachal Pradesh. The Corporate Identification Number of our Company is U25209PB2017PLC046660

Registered Office	Corporate Office
Darjiyan Wali Gali Rayya Teh - Baba Bakala Amritsar - 143 112 Tel.: +91 1853 500435	'Srivan', Najafgarh - Bijwasan Road Bijwasan, New Delhi - 110 061 Tel.: +91 11 2530 5800 Fax: +91 11 2806 2119
Manufacturing Facilities	
5th KM Stone Khasra Nos 1MI, 2MI, 3MI & 4 Moradabad Road Kashipur-244 713	5th KM Stone Khasra Nos 277, 285/1, 286, 287, 288/1 Moradabad Road Kashipur-244 713

Registrar of Companies

Registrar of Companies, Punjab, Chandigarh and Himachal Pradesh
Corporate Bhavan, 1st Floor,
Plot No. 4-B, Madhya Marg, Sector 27B
Chandigarh - 160 019
Tel.: +91 172 263 9415 / 263 9416

Board of Directors of our Company

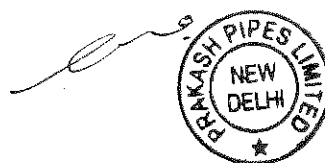
Sr. No.	Name & Designation	Age (in years)	DIN	Status
1.	Shri Ved Prakash Agarwal	63	00048907	Chairman
2.	Shri Vikram Agarwal	41	00054125	Managing Director & CEO
3.	Dr. Satram Lokumal Keswani	87	00190790	Independent Director
4.	Dr. Satish Chander Gosain	68	08202130	Independent Director
5.	Smt. Parveen Gupta	48	00180678	Independent Director

For details of Directors of our Company, refer to section titled "Our Management" on page 74 of the Information Memorandum.

Company Secretary & Compliance Officer	Chief Financial Officer
Sbri Pawan Kumar Company Secretary Tel.: +91 11 2530 5800 Fax: +91 11 2806 2119 Email: pawank@prakash.com Website: www.prakashplastics.in	Shri Dalip Kumar Sharma Chief Financial Officer Tel.: +91 11 2530 5800 Fax: +91 11 2806 2119 Email: dalip@prakash.com Website: www.prakashplastics.in

Registrar and Share Transfer Agent

As per Regulation 2(g)(ii) of the SEBI (Registrar to an Issue and Share Transfer Agent) Regulations, 1993, a department / division of a body corporate can act as a Share Transfer Agent and deal with the matters connected with the transfer and redemption of securities where the number of accounts serviced by such department / division does not exceed one lakh. Our Company is carrying our RTA services in house and the details of the said department are as under:



Prakash Pipes Limited

'Sri van', Near IOC Petrol Pump
Najafgarh Road, Bijwasan
New Delhi - 110 061
Tel.: +91 11 2530 5800
Fax: +91 11 2806 2119
Website: www.prakashplastics.in
Email: pplho@prakash.com
CDSL Registration No.: RTA ID-376
NSDL Registration No.: BP ID IN100567

Bankers to our Company**IDBI Bank Limited**

IDBI BANK, Katora Tal Road,
Kashipur (U.S.Nagar)
Uttarakhand - 244 713
Tel.: +91 5947 260868

Punjab National Bank

Mata Mandir Road
Kashipur (U.S. Nagar)
Uttarakhand - 244 713
Tel.: +91 5947 274033

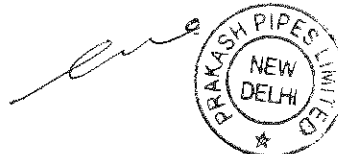
Auditors to our Company

Chaturvedi & Co.
Chartered Accountants
Firm Regn. No.: 302137E
Peer Review Certificate No.: 009374
203, Kusal Bazar
32, 33 Nehru Place
New Delhi - 110 019
Tel.: +91 11 4104 8438
E-mail: delhi@chaturvedico.com
Contact Person: Shri Pankaj Chaturvedi

M/s G.R. Keswani & Co., Chartered Accountants were appointed as statutory auditors of the Company upon incorporation of the Company. On completion of their term, the Company in its 01st Annual General Meeting held on July 21, 2018, appointed M/s Chaturvedi & Co. as the Statutory Auditors of the Company.

Authority of Listing

The Hon'ble National Company Law Tribunal, Chandigarh bench, vide its Order dated March 14, 2019 (certified copy received by the Company on April 01, 2019) has approved the Scheme of Arrangement among Prakash Industries Limited and Prakash Pipes Limited and their respective Shareholders and Creditors for demerger and transfer of the "PVC Pipes Undertaking" of Prakash Industries Limited (Demerged Company) into Prakash Pipes Limited (Resulting Company) under sections 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013. For more details relating to the scheme of arrangement and demerger please refer to the Section titled "Scheme of Arrangement" on page 46 of this Information Memorandum. In accordance with the said Scheme, the equity shares of our Company issued pursuant to the Scheme shall be listed and admitted to trading on the NSE and BSE. Such listing and admission for trading is not automatic and is subject to fulfillment by the Company of criteria of NSE and BSE and also subject to such other terms and conditions as may be prescribed by NSE and BSE at the time of application by our Company seeking listing. Our Company has received no objection from NSE and BSE in relation to listing of equity shares issued pursuant to the Scheme of Arrangement vide their letter no. NSE/LIST/13124 dated January 12, 2018 and DCS/AMAL/PB/R37/10289/2017-18 dated January 15, 2018 respectively.



Eligibility Criterion

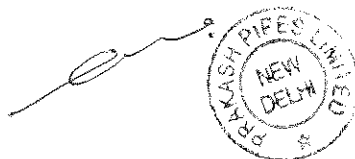
There being no Initial public offering or rights issue, the eligibility criteria in terms of Chapter II of SEBI ICDR Regulations do not become applicable, however, SEBI has vide its circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time, has subject to certain conditions permitted unlisted issuer companies to make an application for relaxing from the strict enforcement of Rule 19(2)(b) of SCRR, as amended. Our Company has submitted its Information Memorandum, containing information about itself, making disclosure in line with the disclosure requirement for public issues as, applicable to NSE and BSE for making the said Information Memorandum available to public through websites viz. www.nseindia.com and www.bseindia.com. Our Company has made the said Information Memorandum available on its website www.prakashpipes.in. Our Company will publish an advertisement in the newspapers containing its details in line with the details required as per the above mentioned circular. The advertisement will draw specific reference to the availability of this Information Memorandum on its website.

Prohibition by SEBI

The Company, its directors, its promote, other companies promoted by the promoter and companies with which the Company's directors are associated as director's have not been prohibited from accessing the capital market under any order or direction passed by SEBI.

General Disclaimer from the Company

The Company accepts no responsibility for statements made otherwise than in the Information Memorandum or in the advertisements published in terms of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time, or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by the Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

A handwritten signature in black ink is positioned to the left of a circular stamp. The stamp is a circular ink seal with the text "PRAKASH PIPES LIMITED" around the top inner edge and "NEW DELHI" in the center. There is a small star-like symbol at the bottom of the stamp.

CAPITAL STRUCTURE

The Capital Structure of our Company - Pre Scheme of Arrangement:

Particulars	Aggregate Nominal Value (Rs.)
Authorized Share Capital (10,000 Equity Shares of face value of Rs. 10/- each)	1,00,000
Issued, Subscribed and paid-up share capital (10,000 Equity Shares of face value of Rs. 10/- each)	1,00,000

The Capital Structure of our Company- Post Scheme of Arrangement:

Particulars	Aggregate Nominal Value (Rs.)
Authorized Share Capital 25,000,000 Equity Shares of face value of Rs. 10 each	25,00,00,000
Issued, Subscribed and paid-up share capital * 2,04,18,354 Equity Shares of Rs. 10 each	20,41,83,540

* Upto 9,50,901 additional Equity Shares may be allotted by our Company to the Converting FCCB Holders of Prakash Industries Limited who will exercise the option to convert the outstanding FCCBs held by them into equity shares after the allotment and listing of equity shares of our Company as envisaged in this Information Memorandum. For details refer to Note No. 4 below.

Notes to the Capital Structure:

1. Changes in Authorised Share Capital

The details of changes in authorised share capital of our Company since Incorporation are as follows:

Date	Particulars	(in Rs., except share data)		
		Cumulative No. of Equity Shares	Face Value (Rs.)	Authorised Share Capital (in Rs.)
June 29, 2017	On incorporation	10,000	10	100,000
March 25, 2019	Increase from Rs. 100,000 comprising of 10,000 equity shares of face value Rs. 10 each to Rs. 250,000,000 comprising of 25,000,000 equity shares of face value Rs. 10 each	25,000,000	10	250,000,000

2. Equity Share Capital History

(in Rs., except share data)							
Date of Allotment	No. of Equity Shares	Cumulative No. of Equity Shares	Face Value (in Rs.)	Issue Price (in Rs.)	Cumulative Paid up Capital (in Rs.)	Nature of consideration	Category of Allottees
On Incorporation	10,000	10,000	10	10	1,00,000	Cash	Subscribers to Memorandum
April 15, 2019	(10,000)	-	-	-	-	Cancellation of Equity Shares pursuant to Scheme of Arrangement	-
April 25, 2019	2,04,18,354	2,04,18,354	10	-	20,41,83,540	Allotment of Equity Shares pursuant to Scheme of Arrangement **	Shareholders of Prakash Industries Limited as on Record date

** Equity shares have been allotted in terms of Scheme approved under sections 230-232 of the Companies Act, 2013. Details of the Scheme have been provided at page 46 of the Information Memorandum.



3. Our Shareholding Pattern of our Company before and after the Scheme of Arrangement:

(a) The table below presents our shareholding pattern before the Effective Date / allotment of shares pursuant to the Scheme

Table I: Summary statement holding of specified securities

Table 1: Summary statement holding of specified securities																		
Category	Category of shareholders	No. of share-holders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Share-holding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged		No. of Equity Shares held in dematerialised form	
							(as a % of (Aq3333333+B+C)	No. of voting rights		Total as % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	7	10,000	-	-	10,000	100.00	10,000	-	10,000	10,000	-	100.00	-	-	-	-	-
(B)	Public																	
(C)	Non promoter non public																	
(C1)	Shares underlying DRs																	
(C2)	Shares held by Employee trust																	
	Total	7	10,000	-	-	10,000	100.00	10,000	-	10,000	10,000	-	100.00	-	-	-	-	

* including held by nominees



Table II: Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category of shareholders	No. of shareholders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged		No. of Equity Shares held in dematerialised form
							(as a % of (A+B+C))	No. of voting rights		Total as % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)	(XIII)	(XIV)	
A(1)	Indian																
(a)	Individuals / HUF	6	6	-	-	6	0.06	6	-	6	0.06	-	0.06	-	-	-	
	Ved Prakash Agarwal*		1	-	-	1	0.01	1	-	1	0.01	-	0.01	-	-	-	
	Vikram Agarwal*		1	-	-	1	0.01	1	-	1	0.01	-	0.01	-	-	-	
	Kanha Agarwal*		1	-	-	1	0.01	1	-	1	0.01	-	0.01	-	-	-	
	Mohini Aggarwal*		1	-	-	1	0.01	1	-	1	0.01	-	0.01	-	-	-	
	Gunjan Agarwal*		1	-	-	1	0.01	1	-	1	0.01	-	0.01	-	-	-	
	Shiv Shankar Agarwal*		1	-	-	1	0.01	1	-	1	0.01	-	0.01	-	-	-	
(b)	Central Govt / State Govt																
(c)	Financial Institutions / Banks																
(d)	Any other Bodies Corporate	1	9,994	-	-	9,994	99.94	9,994	-	9,994	99.94	-	99.94	-	-	-	
	Prakash Industries Limited		9,994	-	-	9,994	99.94	9,994	-	9,994	99.94	-	99.94	-	-	-	
	Sub-total A(1)	7	10,000	-	-	10,000	100.00	10,000	-	10,000	100.00	-	100.00	-	-	-	
A(2)	Foreign																
(a)	Individuals (Non resident Individuals / Foreign Individuals)																
(b)	Government																
(c)	Institutions																
(d)	Foreign Portfolio Investors																
(e)	Any others (Foreign Bodies Corporate)																
	Sub-total A(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	7	10,000	-	-	10,000	100.00	10,000	-	10,000	100.00	-	100.00	-	-	-	

* (As Nominees of Prakash Industries Limited)



Table III: Statement showing shareholding pattern of public shareholder

Category	Category of share-holders	No. of share-holders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged		No. of Equity Shares held in dematerialised form
							(as a % of (A+B+C))	No. of voting rights		Total as % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)		(XIII)		(XIV)
B(1)	Institutions																
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-
(b)	Venture Capital Fund	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-
(c)	Alternative Investment Fund	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-
(d)	Foreign venture capital investor	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-
(e)	Foreign portfolio investor	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-
(f)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-
(h)	Provident funds / pension funds	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-
(i)	Any other (Foreign Institutional Investors)	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-
	Sub Total (B)(1)	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-
B(2)	Central government / state government / President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-
	Sub Total (B)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-
B(3)	Non Institutions																
(a)	Individual shareholders holding nominal share capital upto Rs. 2.00 lac	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-
	Individual shareholders holding nominal share capital in excess of Rs. 2.00 lac	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-
(b)	NBFC registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-
(c)	Employees Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-
(d)	Overseas Depositories (holding DR) balancing figure	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-
(e)	Any other	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-
	Sub Total (B)(3)	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-
	Total public shareholding (B) = (B)(1)+(B)(2)+(B)(3)	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-



Table IV: Statement showing shareholding pattern of Non promoter Non public shareholder

Category	Category of shareholders	No. of shareholders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged		No. of Equity Shares held in dematerialised form	
							(as a % of (A+B+C))	No. of voting rights		Total as % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total I	(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)		(XIII)		(XIV)
C(1)	Custodian / DR Holder																	
(a)	Name of DR Holder (if any)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-
C(2)	Employees benefit trust (under SEBI (Share based employee benefit) Regulations, 2014	-	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-
	Total non promoter non public shareholding (C) = (C)(1) + (C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.	N.A.	-



- (b) The tables below presents our shareholding pattern after allotment pursuant to the Scheme (but before considering potential conversion of outstanding FCCBs issued by Prakash Industries Limited, details of which are mentioned under Note 4 of this Chapter on page 44)

Table I: Summary statement holding of specified securities

Category	Category of shareholders	No. of shareholders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged		No. of Equity Shares held in dematerialised form	
							(as a % of (A+B+C))	No. of voting rights		Total as % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	47	8023936	0	0	8023936	39.30	8023936	0	8023936	39.30	0	39.30	313266	3.90	4224394	52.65	7254612
(B)	Public	88366	12394418	0	0	12394418	60.70	12394418	0	12394418	60.70	0	60.70	0	0.00	0	0.00	12046444
(C)	Non promoter non public	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(C1)	Shares underlying DRs	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(C2)	Shares held by Employee trust	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total	88413	20418354	0	0	20418354	100.00	20418354	0	20418354	100.00	0	100.00	313266	1.53	4224394	20.69	19301056



Table II: Statement showing shareholding pattern of the Promoter and Promoter Group

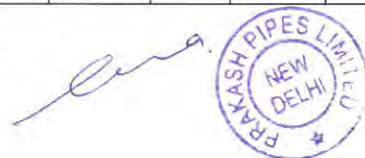
Category	Category of shareholders	No. of share-holders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of Equity Shares held in dematerialised form	
							(as a % of (A+B+C))	No. of voting rights		Total as % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
								Class X	Class Y									Total
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)	(XIII)	(XIV)	(XV)	
A(I)	Indian																	
(a)	Individuals/ HUF	5	1160550	0	0	1160550	5.68	1160550	0	1160550	5.68	0	5.68	313266	26.99	0	0.00	1160550
	Ved Prakash Agarwal	1	65860	0	0	65860	0.32	65860	0	65860	0.32	0	0.32	65860	100.00	0	0.00	65860
	Ved Prakash Agarwal HUF	1	276079	0	0	276079	1.35	276079	0	276079	1.35	0	1.35	247406	89.61	0	0.00	276079
	Mohini Agarwal	1	765482	0	0	765482	3.75	765482	0	765482	3.75	0	3.75	0	0.00	0	0.00	765482
	Vikram Agarwal	1	50812	0	0	50812	0.25	50812	0	50812	0.25	0	0.25	0	0.00	0	0.00	50812
	Kanha Agarwal	1	2317	0	0	2317	0.01	2317	0	2317	0.01	0	0.01	0	0.00	0	0.00	2317
(b)	Central Govt / State Govt	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Financial Institutions / Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Any other	42	6863386	0	0	6863386	33.61	6863386	0	6863386	33.61	0	33.61	0	0	4224394	61.55	6094062
	Bodies Corporate	34	6437450	0	0	6437450	31.53	6437450	0	6437450	31.53	0	31.53	0	0	4154394	64.53	5762126
	Aircon Systems India Pvt Ltd	1	12000	0	0	12000	0.06	12000	0	12000	0.06	0	0.06	0	0.00	0	0.00	0
	Ambrosia Commerce Pvt Ltd	1	242062	0	0	242062	1.19	242062	0	242062	1.19	0	1.19	0	0.00	171875	71.00	204562
	Dhruv Commerce Pvt Ltd	1	152687	0	0	152687	0.75	152687	0	152687	0.75	0	0.75	0	0.00	39312	25.75	152687
	Essential Electronics Pvt Ltd	1	87425	0	0	87425	0.43	87425	0	87425	0.43	0	0.43	0	0.00	74662	85.40	87425
	Evershine Mercantile Pvt Ltd	1	240212	0	0	240212	1.18	240212	0	240212	1.18	0	1.18	0	0.00	202712	84.39	202712
	Excel Fincap Pvt Ltd	1	12766	0	0	12766	0.06	12766	0	12766	0.06	0	0.06	0	0.00	12762	99.97	12766



Category	Category of shareholders	No. of shareholders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of Equity Shares held in dematerialised form	
							(as a % of (A+B+C))	No. of voting rights		Total as % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)		(XIII)		(XIV)
	Focus Securities and Credits Pvt Ltd	1	182500	0	0	182500	0.89	182500	0	182500	0.89	0	0.89	0	0.00	131250	71.92	131250
	Four Wings Marketing Pvt Ltd	1	12712	0	0	12712	0.06	12712	0	12712	0.06	0	0.06	0	0.00	12712	100.00	12712
	GMK Builders Pvt Ltd	1	1020598	0	0	1020598	5.00	1020598	0	1020598	5.00	0	5.00	0	0.00	310750	30.45	908098
	Goel Containers Pvt Ltd	1	172335	0	0	172335	0.84	172335	0	172335	0.84	0	0.84	0	0.00	0	0.00	172335
	Hissar Tubes Pvt Ltd	1	97500	0	0	97500	0.48	97500	0	97500	0.48	0	0.48	0	0.00	97500	100.00	97500
	Hi-tech Mercantile Pvt Ltd	1	375086	0	0	375086	1.84	375086	0	375086	1.84	0	1.84	0	0.00	375086	100.00	375086
	New Era Commerce and Securities Pvt Ltd	1	26998	0	0	26998	0.13	26998	0	26998	0.13	0	0.13	0	0.00	26987	99.96	26998
	Ocean Ispat Pvt Ltd	1	37500	0	0	37500	0.18	37500	0	37500	0.18	0	0.18	0	0.00	0	0.00	0
	Pareek Overseas Pvt Ltd	1	150013	0	0	150013	0.73	150013	0	150013	0.73	0	0.73	0	0.00	3386	2.26	112513
	Prakash Capital Services Ltd	1	188558	0	0	188558	0.92	188558	0	188558	0.92	0	0.92	0	0.00	188550	100.00	188558
	Prakash Industrial Finance Ltd	1	113118	0	0	113118	0.55	113118	0	113118	0.55	0	0.55	0	0.00	88000	77.79	88118
	Premier Fincap Pvt Ltd	1	99125	0	0	99125	0.49	99125	0	99125	0.49	0	0.49	0	0.00	99125	100.00	99125
	Primenet Global Ltd	1	409872	0	0	409872	2.01	409872	0	409872	2.01	0	2.01	0	0.00	395687	96.54	409872
	Prime Mercantile Pvt Ltd	1	462682	0	0	462682	2.27	462682	0	462682	2.27	0	2.27	0	0.00	39425	8.52	346933
	Prospero Securities Pvt Ltd	1	76475	0	0	76475	0.37	76475	0	76475	0.37	0	0.37	0	0.00	76475	100.00	76475
	Rourkela Steel Pvt Ltd	1	178391	0	0	178391	0.87	178391	0	178391	0.87	0	0.87	0	0.00	61325	34.38	140891



Category	Category of shareholders	No. of share holders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of Equity Shares held in dematerialised form	
							(as a % of (A+B+C))	No. of voting rights		Total as % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)		(XIII)		(XIV)
	Shikha Mercantile Pvt Ltd	1	8825	0	0	8825	0.04	8825	0	8825	0.04	0	0.04	0	0.00	0	0.00	0
	Shree Labh Lakshmi Capital Services Pvt Ltd	1	288933	0	0	288933	1.42	288933	0	288933	1.42	0	1.42	0	0.00	231408	80.09	232683
	Spring Mercantile Pvt Ltd	1	12362	0	0	12362	0.06	12362	0	12362	0.06	0	0.06	0	0.00	12362	100.00	12362
	Style Leasing and Finance Pvt Ltd	1	139300	0	0	139300	0.68	139300	0	139300	0.68	0	0.68	0	0.00	108050	77.57	108050
	Sunvin Trading and Investment Pvt Ltd	1	156250	0	0	156250	0.77	156250	0	156250	0.77	0	0.77	0	0.00	145914	93.38	156250
	Techdrive Software Ltd	1	144443	0	0	144443	0.71	144443	0	144443	0.71	0	0.71	0	0.00	21131	14.63	144443
	Tools India Pvt Ltd	1	112612	0	0	112612	0.55	112612	0	112612	0.55	0	0.55	0	0.00	112612	100.00	112612
	Unity Mercantile Pvt Ltd	1	31446	0	0	31446	0.15	31446	0	31446	0.15	0	0.15	0	0.00	31437	99.97	31446
	Vanshi Farms Pvt Ltd	1	108494	0	0	108494	0.53	108494	0	108494	0.53	0	0.53	0	0.00	70987	65.43	70994
	Vision Mercantile Pvt Ltd	1	270837	0	0	270837	1.33	270837	0	270837	1.33	0	1.33	0	0.00	233337	86.15	233337
	Welter Securities Ltd	1	625833	0	0	625833	3.07	625833	0	625833	3.07	0	3.07	0	0.00	592075	94.61	625833
	Samyak Securities Pvt Ltd	1	187500	0	0	187500	0.92	187500	0	187500	0.92	0	0.92	0	0.00	187500	100.00	187500
	Limited Liability Partnership	8	425936	0	0	425936	2.09	425936	0	425936	2.09	0	2.09	0	0.00	70000	18.02	331936
	Chaibasa Steel LLP	1	31250	0	0	31250	0.15	31250	0	31250	0.15	0	0.15	0	0.00	0	0.00	0
	Suvarna Marketing LLP	1	11875	0	0	11875	0.06	11875	0	11875	0.06	0	0.06	0	0.00	0	0.00	0
	Dhruv Commerce LLP	1	70000	0	0	70000	0.34	70000	0	70000	0.34	0	0.34	0	0.00	70000	100.00	70000
	Essential Electronics LLP	1	25000	0	0	25000	0.12	25000	0	25000	0.12	0	0.12	0	0.00	0	0.00	0



Category	Category of shareholders	No. of share-holders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of Equity Shares held in dematerialised form	
							(as a % of (A+B+C))	No. of voting rights		Total as % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)		(XIII)		(XIV)
	Hissar Tubes LLP	1	71251	0	0	71251	0.35	71251	0	71251	0.35	0	0.35	0	0.00	0	0.00	71251
	Premier Fincap LLP	1	56310	0	0	56310	0.28	56310	0	56310	0.28	0	0.28	0	0.00	0	0.00	56310
	Spring Mercantile LLP	1	122750	0	0	122750	0.60	122750	0	122750	0.60	0	0.60	0	0.00	0	0.00	96875
	Four Wings Marketing LLP	1	37500	0	0	37500	0.18	37500	0	37500	0.18	0	0.18	0	0.00	0	0.00	37500
	Sub-total A(1)	47	8023936	0	0	8023936	39.30	8023936	0	8023936	39.30	0	39.30	313266	3.90	4224394	52.65	7254612
A(2)	Foreign																	
(a)	Individuals (Non resident Individuals / Foreign Individuals)																	
(b)	Government	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Any others (Foreign Bodies Corporate)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-total A(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	47	8023936	0	0	8023936	39.30	8023936	0	8023936	39.30	0	39.30	313266	3.90	4224394	52.65	7254612



Table III: Statement showing shareholding pattern of public shareholder

Category	Category of shareholders	No. of shareholders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of Equity Shares held in dematerialised form	
								(as a % of (A+B+C2))	No. of voting rights				Total as % of total voting rights	No. (a)	As a % of total shares held (b)	No. (a)		As a % of total shares held (b)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)		(XIII)		(XIV)
B(1)	Institutions																	
(a)	Mutual Funds	8	44985	0	0	44985	0.22	44985	0	44985	0.22	0	0.22	0	0.00	0	0.00	40761
(b)	Venture Capital Fund	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Alternative Investment Fund	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign venture capital investor	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Foreign portfolio investor	53	980509	0	0	980509	4.80	980509	0	980509	4.80	0	4.80	0	0.00	0	0.00	980509
		1	285058	0	0	285058	1.40	285058	0	285058	1.40	0	1.40	0	0.00	0	0.00	285058
		1	378600	0	0	378600	1.85	378600	0	378600	1.85	0	1.85	0	0.00	0	0.00	378600
(f)	Financial Institutions / Banks	14	476	0	0	476	0.00	476	0	476	0.00	0	0.00	0	0.00	0	0.00	165
(g)	Insurance Companies	2	37	0	0	37	0.00	37	0	37	0.00	0	0.00	0	0.00	0	0.00	12
(h)	Provident funds / pension funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(i)	Any other	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub Total (B)(1)	77	1026007	0	0	1026007	5.03	1026007	0	1026007	5.03	0	5.03	0	0.00	0	0.00	1021447
B(2)	Central government / state government / President of India	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub Total (B)(2)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
B(3)	Non Institutions													0	0.00	0	0.00	
(a)	Individual shareholders holding nominal share capital upto Rs. 2.00 lac	83870	5810088	0	0	5810088	28.46	5810088	0	5810088	28.46	0	28.46	0	0.00	0	0.00	5632406
	Individual shareholders holding nominal share capital in excess of Rs. 2.00 lac	10	738559	0	0	738559	3.62	738559	0	738559	3.62	0	3.62	0	0.00	0	0.00	738559
	Jhunjhunwala Rakesh Radheshyam	1	312500	0	0	312500	1.53	312500	0	312500	1.53	0	1.53	0	0.00	0	0.00	312500
(b)	NBFC registered with RBI	9	138412	0	0	138412	0.68	138412	0	138412	0.68	0	0.68	0	0.00	0	0.00	138412
(c)	Employees Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0



Category	Category of shareholders	No. of shareholders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of Equity Shares held in dematerialised form
							(as a % of (A+B+C2))	No. of voting rights		Total as % of total voting rights			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)	(XIII)	(XIV)	
(d)	Overseas Depositories (holding DR) balancing figure	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	
(e)	Any other	4400	4681353	0	0	4681353	22.93	4681353	0	4681353	22.93	0	22.93	0	0.00	4515620	
	Clearing Members	110	123023	0	0	123023	0.60	123023	0	123023	0.60	0	0.60	0	0.00	123023	
	Director or Director's relative	2	3174	0	0	3174	0.00	0.02	0	3174	0.02	0	0.02	0	0.00	3162	
	HUF	1833	300827	0	0	300827	1.47	300827	0	300827	1.47	0	1.47	0	0.00	300827	
	LLP	25	952162	0	0	952162	4.66	952162	0	952162	4.66	0	4.66	0	0.00	829437	
	Amarjoti Vanijya LLP	1	392270	0	0	392270	1.92	392270	0	392270	1.92	0	1.92	0	0.00	392270	
	Makrana Tradecom LLP	1	348357	0	0	348357	1.71	348357	0	348357	1.71	0	1.71	0	0.00	348357	
	Non resident Indians	1436	271090	0	0	271090	1.33	271090	0	271090	1.33	0	1.33	0	0.00	270944	
	Trusts	2	35505	0	0	35505	0.17	35505	0	35505	0.17	0	0.17	0	0.00	6	
	Bodies Corporate	991	2916360	0	0	2916360	14.28	2916360	0	2916360	14.28	0	14.28	0	0.00	2909010	
	Lucky Holdings Pvt Ltd	1	360000	0	0	360000	1.76	360000	0	360000	1.76	0	1.76	0	0.00	360000	
	IEPF	1	79211	0	0	79211	0.40	79211	0	79211	0.40	0	0.40	0	0.00	79211	
	Sub Total (B)(3)	88289	11368411	0	0	11368411	55.68	11368411	0	11368411	55.68	0	55.68	0	0.00	11024997	
	Total public shareholding (B) = (B)(1)+(B)(2)+(B)(3)	88366	12394418	0	0	12394418	60.70	12394418	0	12394418	60.70	0	60.70	0	0.00	12046444	



Table IV: Statement showing shareholding pattern of Non promoter Non public shareholder

Category	Category of shareholders	No. of shareholders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of Equity Shares held in dematerialised form
							(as a % of (A+B+C2))	No. of voting rights		Total as % of total voting rights			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)	(XIII)	(XIV)	
C(1)	Custodian / DR Holder	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	
(a)	Name of DR Holder (if any)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	
C(2)	Employees benefit trust (under SEBI (Share based employee benefit) Regulations, 2014)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	
	Total non promoter non public shareholding (C) = (C)(1) + (C)(2)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	

- (c) The tables below presents our shareholding pattern after allotment pursuant to the Scheme and on fully diluted basis (i.e. after assuming full conversion of outstanding FCCBs issued by Prakash Industries Limited, details of which are mentioned under Note 4 of this Chapter on page 44)

Table I: Summary statement holding of specified securities

Category	Category of shareholders	No. of shareholders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged		No. of Equity Shares held in dematerialised form	
							(as a % of (A+B+C))	No. of voting rights		Total as % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	47	8023936	0	0	8023936	37.55	8023936	0	8023936	37.55	0	37.55	313266	3.90	4224394	52.65	7254612
(B)	Public	88367	13345319	0	0	13345319	62.45	13345319	0	13345319	62.45	0	62.45	0	0.00	0	0.00	12997345
(C)	Non promoter non public	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(C1)	Shares underlying DRs	0	0	0	0	0	0.00	0	0	0	0.00	0		0.00	0	0.00	0	
(C2)	Shares held by Employee trust	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00		0.00	0	0.00	0
	Total	88414	21369255	0	0	21369255	100.00	21369255	0	21369255	100.00	0	100.00	313266	1.47	4224394	19.77	20251957



Table II: Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category of shareholders	No. of share-holders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of Equity Shares held in dematerialised form	
							(as a % of (A+B+C))	No. of voting rights		Total as % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)		(XIII)		(XIV)
A(I)	Indian																	
(a)	Individuals/ HUF	5	1160550	0	0	1160550	5.43	1160550	0	1160550	5.43	0	5.43	313266	26.99	0	0.00	1160550
	Ved Prakash Agarwal	1	65860	0	0	65860	0.31	65860	0	65860	0.31	0	0.31	65860	100.00	0	0.00	65860
	Ved Prakash Agarwal HUF	1	276079	0	0	276079	1.29	276079	0	276079	1.29	0	1.29	247406	89.61	0	0.00	276079
	Mohini Agarwal	1	765482	0	0	765482	3.58	765482	0	765482	3.58	0	3.58	0	0.00	0	0.00	765482
	Vikram Agarwal	1	50812	0	0	50812	0.24	50812	0	50812	0.24	0	0.24	0	0.00	0	0.00	50812
	Kanha Agarwal	1	2317	0	0	2317	0.01	2317	0	2317	0.01	0	0.01	0	0.00	0	0.00	2317
(b)	Central Govt / State Govt	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Financial Institutions / Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Any other	42	6863386	0	0	6863386	32.12	6863386	0	6863386	32.12	0	32.12	0	0	4224394	61.55	6094062
	Bodies Corporate	34	6437450	0	0	6437450	30.12	6437450	0	6437450	30.12	0	30.12	0	0	4154394	64.53	5762126
	Aircon Systems India Pvt Ltd	1	12000	0	0	12000	0.06	12000	0	12000	0.06	0	0.06	0	0.00	0	0.00	0
	Ambrosia Commerce Pvt Ltd	1	242062	0	0	242062	1.13	242062	0	242062	1.13	0	1.13	0	0.00	171875	71.00	204562
	Dhruv Commerce Pvt Ltd	1	152687	0	0	152687	0.71	152687	0	152687	0.71	0	0.71	0	0.00	39312	25.75	152687
	Essential Electronics Pvt Ltd	1	87425	0	0	87425	0.41	87425	0	87425	0.41	0	0.41	0	0.00	74662	85.40	87425
	Evershine Mercantile Pvt Ltd	1	240212	0	0	240212	1.12	240212	0	240212	1.12	0	1.12	0	0.00	202712	84.39	202712
	Excel Fincap Pvt Ltd	1	12766	0	0	12766	0.06	12766	0	12766	0.06	0	0.06	0	0.00	12762	99.97	12766

Category	Category of shareholders	No. of share-holders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of Equity Shares held in dematerialised form	
							(as a % of (A+B+C))	No. of voting rights		Total as % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)		(XIII)		(XIV)
	Focus Securities and Credits Pvt Ltd	1	182500	0	0	182500	0.85	182500	0	182500	0.85	0	0.85	0	0.00	131250	71.92	131250
	Four Wings Marketing Pvt Ltd	1	12712	0	0	12712	0.06	12712	0	12712	0.06	0	0.06	0	0.00	12712	100.00	12712
	GMK Builders Pvt Ltd	1	1020598	0	0	1020598	4.78	1020598	0	1020598	4.78	0	4.78	0	0.00	310750	30.45	908098
	Goel Containers Pvt Ltd	1	172335	0	0	172335	0.81	172335	0	172335	0.81	0	0.81	0	0.00	0	0.00	172335
	Hissar Tubes Pvt Ltd	1	97500	0	0	97500	0.46	97500	0	97500	0.46	0	0.46	0	0.00	97500	100.00	97500
	Hi-tech Mercantile Pvt Ltd	1	375086	0	0	375086	1.76	375086	0	375086	1.76	0	1.76	0	0.00	375086	100.00	375086
	New Era Commerce and Securities Pvt Ltd	1	26998	0	0	26998	0.13	26998	0	26998	0.13	0	0.13	0	0.00	26987	99.96	26998
	Ocean Ispat Pvt Ltd	1	37500	0	0	37500	0.18	37500	0	37500	0.18	0	0.18	0	0.00	0	0.00	0
	Pareek Overseas Pvt Ltd	1	150013	0	0	150013	0.70	150013	0	150013	0.70	0	0.70	0	0.00	3386	2.26	112513
	Prakash Capital Services Ltd	1	188558	0	0	188558	0.88	188558	0	188558	0.88	0	0.88	0	0.00	188550	100.00	188558
	Prakash Industrial Finance Ltd	1	113118	0	0	113118	0.53	113118	0	113118	0.53	0	0.53	0	0.00	88000	77.79	88118
	Premier Fincap Pvt Ltd	1	99125	0	0	99125	0.46	99125	0	99125	0.46	0	0.46	0	0.00	99125	100.00	99125
	Primenet Global Ltd	1	409872	0	0	409872	1.92	409872	0	409872	1.92	0	1.92	0	0.00	395687	96.54	409872
	Prime Mercantile Pvt Ltd	1	462682	0	0	462682	2.17	462682	0	462682	2.17	0	2.17	0	0.00	39425	8.52	346933
	Prospero Securities Pvt Ltd	1	76475	0	0	76475	0.36	76475	0	76475	0.36	0	0.36	0	0.00	76475	100.00	76475
	Rourkela Steel Pvt Ltd	1	178391	0	0	178391	0.83	178391	0	178391	0.83	0	0.83	0	0.00	61325	34.38	140891



Category	Category of shareholders	No. of share-holders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of Equity Shares held in dematerialised form	
							(as a % of (A+B+C))	No. of voting rights		Total as % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)		(XIII)		(XIV)
	Shikha Mercantile Pvt Ltd	1	8825	0	0	8825	0.04	8825	0	8825	0.04	0	0.04	0	0.00	0	0.00	0
	Shree Labh Lakshmi Capital Services Pvt Ltd	1	288933	0	0	288933	1.35	288933	0	288933	1.35	0	1.35	0	0.00	231408	80.09	232683
	Spring Mercantile Pvt Ltd	1	12362	0	0	12362	0.06	12362	0	12362	0.06	0	0.06	0	0.00	12362	100.00	12362
	Style Leasing and Finance Pvt Ltd	1	139300	0	0	139300	0.65	139300	0	139300	0.65	0	0.65	0	0.00	108050	77.57	108050
	Sunvin Trading and Investment Pvt Ltd	1	156250	0	0	156250	0.73	156250	0	156250	0.73	0	0.73	0	0.00	145914	93.38	156250
	Techdrive Software Ltd	1	144443	0	0	144443	0.68	144443	0	144443	0.68	0	0.68	0	0.00	21131	14.63	144443
	Tools India Pvt Ltd	1	112612	0	0	112612	0.53	112612	0	112612	0.53	0	0.53	0	0.00	112612	100.00	112612
	Unity Mercantile Pvt Ltd	1	31446	0	0	31446	0.15	31446	0	31446	0.15	0	0.15	0	0.00	31437	99.97	31446
	Vanshi Farms Pvt Ltd	1	108494	0	0	108494	0.51	108494	0	108494	0.51	0	0.51	0	0.00	70987	65.43	70994
	Vision Mercantile Pvt Ltd	1	270837	0	0	270837	1.27	270837	0	270837	1.27	0	1.27	0	0.00	233337	86.15	233337
	Welter Securities Ltd	1	625833	0	0	625833	2.93	625833	0	625833	2.93	0	2.93	0	0.00	592075	94.61	625833
	Samyak Securities Pvt Ltd	1	187500	0	0	187500	0.88	187500	0	187500	0.88	0	0.88	0	0.00	187500	100.00	187500
	Limited Liability Partnership	8	425936	0	0	425936	1.99	425936	0	425936	1.99	0	1.99	0	0.00	70000	18.02	331936
	Chaibasa Steel LLP	1	31250	0	0	31250	0.15	31250	0	31250	0.15	0	0.15	0	0.00	0	0.00	0
	Suvarna Marketing LLP	1	11875	0	0	11875	0.06	11875	0	11875	0.06	0	0.06	0	0.00	0	0.00	0
	Dhruv Commerce LLP	1	70000	0	0	70000	0.33	70000	0	70000	0.33	0	0.33	0	0.00	70000	100.00	70000
	Essential Electronics LLP	1	25000	0	0	25000	0.12	25000	0	25000	0.12	0	0.12	0	0.00	0	0.00	0

Category	Category of shareholders	No. of share-holders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of Equity Shares held in dematerialised form	
							(as a % of (A+B+C))	No. of voting rights		Total as % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)		(XIII)		(XIV)
	Hissar Tubes LLP	1	71251	0	0	71251	0.33	71251	0	71251	0.33	0	0.33	0	0.00	0	0.00	71251
	Premier Fincap LLP	1	56310	0	0	56310	0.26	56310	0	56310	0.26	0	0.26	0	0.00	0	0.00	56310
	Spring Mercantile LLP	1	122750	0	0	122750	0.57	122750	0	122750	0.57	0	0.57	0	0.00	0	0.00	96875
	Four Wings Marketing LLP	1	37500	0	0	37500	0.18	37500	0	37500	0.18	0	0.18	0	0.00	0	0.00	37500
	Sub-total A(1)	47	8023936	0	0	8023936	37.55	8023936	0	8023936	37.55	0	37.55	313266	3.90	4224394	52.65	7254612
A(2)	Foreign																	
(a)	Individuals (Non resident Individuals / Foreign Individuals)																	
(b)	Government	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Any others (Foreign Bodies Corporate)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-total A(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	47	8023936	0	0	8023936	37.55	8023936	0	8023936	37.55	0	37.55	313266	3.90	4224394	52.65	7254612



Table III: Statement showing shareholding pattern of public shareholder

Category	Category of shareholders	No. of shareholders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of Equity Shares held in dematerialised form	
								(as a % of (A+B+C2))	No. of voting rights				Total as % of total voting rights	No. (a)	As a % of total shares held (b)	No. (a)		As a % of total shares held (b)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)		(XIII)		(XIV)
B(1)	Institutions																	
(a)	Mutual Funds	8	44985	0	0	44985	0.21	44985	0	44985	0.21	0	0.21	0	0.00	0	0.00	40761
(b)	Venture Capital Fund	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0	
(c)	Alternative Investment Fund	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0	
(d)	Foreign venture capital investor	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0	
(e)	Foreign portfolio investor	53	980509	0	0	980509	4.59	980509	0	980509	4.59	0	4.59	0	0.00	0	0.00	980509
		1	285058	0	0	285058	1.33	285058	0	285058	1.33	0	1.33	0	0.00	0	0.00	285058
		1	378600	0	0	378600	1.77	378600	0	378600	1.77	0	1.77	0	0.00	0	0.00	378600
(f)	Financial Institutions / Banks	14	476	0	0	476	0.00	476	0	476	0.00	0	0.00	0	0.00	0	0.00	165
(g)	Insurance Companies	2	37	0	0	37	0.00	37	0	37	0.00	0	0.00	0	0.00	0	0.00	12
(h)	Provident funds / pension funds	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0	
(i)	Any other	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0	
	Sub Total (B)(1)	77	1026007	0	0	1026007	4.80	1026007	0	1026007	4.80	0	4.80	0	0.00	0	0.00	1021447
B(2)	Central government / state government / President of India	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0	
	Sub Total (B)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0	
B(3)	Non Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0	
(a)	Individual shareholders holding nominal share capital upto Rs. 2.00 lac	83870	5810088	0	0	5810088	27.19	5810088	0	5810088	27.19	0	27.19	0	0.00	0	0.00	5632406
	Individual shareholders holding nominal share capital in excess of Rs. 2.00 lac	10	738559	0	0	738559	3.46	738559	0	738559	3.46	0	3.46	0	0.00	0	0.00	738559
	Jhunjhunwala Rakesh Radheshyam	1	312500	0	0	312500	1.46	312500	0	312500	1.46	0	1.46	0	0.00	0	0.00	312500
(b)	NBFC registered with RBI	9	138412	0	0	138412	0.65	138412	0	138412	0.65	0	0.65	0	0.00	0	0.00	138412
(c)	Employees Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0	

Category	Category of shareholders	No. of shareholders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of Equity Shares held in dematerialised form	
							(as a % of (A+B+C2))	No. of voting rights		Total as % of total voting rights			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)		(XIII)		(XIV)
(d)	Overseas Depositories (holding DR) balancing figure	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	0.00	0
(e)	Any other	4401	5632254	0	0	5632254	26.36	5632254	0	5632254	26.36	0	26.36	0	0.00	0	0.00	5466521
	Clearing Members	110	123023	0	0	123023	0.58	123023	0	123023	0.58	0	0.58	0	0.00	0	0.00	123023
	Director or Director's relative	2	3174	0	0	3174	0.01	0.02	0	3174	0.01	0	0.01	0	0.00	0	0.00	3162
	HUF	1833	300827	0	0	300827	1.41	300827	0	300827	1.41	0	1.41	0	0.00	0	0.00	300827
	LLP	25	952162	0	0	952162	4.46	952162	0	952162	4.46	0	4.46	0	0.00	0	0.00	829437
	Amarjoti Vanijya LLP	1	392270	0	0	392270	1.84	392270	0	392270	1.84	0	1.84	0	0.00	0	0.00	392270
	Makrana Tradecom LLP	1	348357	0	0	348357	1.63	348357	0	348357	1.63	0	1.63	0	0.00	0	0.00	348357
	Non resident Indians	1436	271090	0	0	271090	1.27	271090	0	271090	1.27	0	1.27	0	0.00	0	0.00	270944
	Trusts	2	35505	0	0	35505	0.17	35505	0	35505	0.17	0	0.17	0	0.00	0	0.00	6
	Bodies Corporate	991	2916360	0	0	2916360	13.65	2916360	0	2916360	13.65	0	13.65	0	0.00	0	0.00	2909010
	Lucky Holdings Pvt Ltd	1	360000	0	0	360000	1.68	360000	0	360000	1.68	0	1.68	0	0.00	0	0.00	360000
	IEPF	1	79211	0	0	79211	0.37	79211	0	79211	0.37	0	0.37	0	0.00	0	0.00	79211
	Convertible FCCB Holders	1	950901	0	0	950901	4.45	950901	0	950901	4.45	0	4.45	0	0.00	0	0.00	950901
	Sub Total (B)(3)	88290	12319312	0	0	12319312	57.65	12319312	0	12319312	57.65	0	57.65	0	0.00	0	0.00	11975898
	Total public shareholding (B) = (B)(1)+(B)(2)+(B)(3)	88367	13345319	0	0	13345319	62.45	13345319	0	13345319	62.45	0	62.45	0	0.00	0	0.00	12997345



Table IV: Statement showing shareholding pattern of Non promoter Non public shareholder

Category	Category of shareholders	No. of shareholders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of Equity Shares held in dematerialised form
								No. of voting rights			Total as % of total voting rights			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class X	Class Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)		(XIII)		(XIV)
C(1)	Custodian / DR Holder	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(a)	Name of DR Holder (if any)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
C(2)	Employees benefit trust (under SEBI (Share based employee benefit) Regulations, 2014	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total non promoter non public shareholding (C) = (C)(1) + (C)(2)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0



4. Allotment of shares pursuant to conversion of outstanding FCCBs issued by Prakash Industries Limited

In terms of the Scheme of Arrangement, our Company shall allot equity shares of face value Rs. 10 each to the Converting FCCB Holders of Prakash Industries Limited will who exercise the option to convert the outstanding FCCBs held by them into equity shares after the allotment and listing of equity shares of our Company as envisaged in this Information Memorandum. The said share will be allotted to the Converting FCCB Holders in the share entitlement ratio as mentioned in the Scheme. The following are the details of the outstanding FCCBs issued by Prakash Industries Limited for which the conversion is outstanding as on the date of this Information Memorandum:

Particulars	FCCBs outstanding (face value) in USD	Currency Conversion rate (INR)	Conversion Price per share (for Prakash Industries Limited) (in Rs.)	No. of shares to be allotted by Prakash Industries Limited	No. of shares to be allotted by Prakash Pipes Limited
Convertible against 650,000 5.35% FCCBs (Maturity 01/01/2020)	650,000	63.5975	60.00	6,88,973	86,122
Convertible against 10,800,000 5.95% FCCBs (Maturity 15/01/2023)	10,800,000	64.0577	100.00	69,18,232	8,64,779
Total				76,07,205	9,50,901

Our Company may allot shares, as and when the Converting FCCB Holders of Prakash Industries Limited exercise their right of conversion and will make necessary applications with the NSE & BSE for listing of the said additional equity shares allotted.

5. Equity Shares held by Top Ten Shareholders

Our shareholders and the number of Equity Shares of Rs. 10/- each held by them as on the date of the Information Memorandum is as under:

Sr. No.	Name of the Shareholders	No. of Equity Shares	% of total Shareholding
1	GMK Builders Private Limited	1020598	5.00
2	Smt. Mohini Agarwal	765482	3.75
3	Welter Securities Limited	625833	3.07
4	Prime Mercantile Private Limited	462682	2.27
5	Primenet Global Limited	409872	2.01
6	Amarjoti Vanijya LLP	392270	1.92
7	Elarra Capital PLC	378600	1.85
8	Hi-Tech Mercantile (India) Private Limited	375086	1.84
9	Lucky Holdings Private Limited	360000	1.76
10	Makrana Tradecom LLP	348357	1.71
Total		5138780	25.17

Our shareholders and the number of Equity Shares of Rs. 10/- each held by them 10 days prior to the date of the Information Memorandum is as under:

Sr. No.	Name of the Shareholders	No. of Equity Shares	% of total Shareholding
1	GMK Builders Private Limited	1020598	5.00
2	Smt. Mohini Agarwal	765482	3.75
3	Welter Securities Limited	625833	3.07
4	Prime Mercantile Private Limited	462682	2.27



Sr. No.	Name of the Shareholders	No. of Equity Shares	% of total Shareholding
5	Primenet Global Limited	409872	2.01
6	Amarjoti Vanijya LLP	392270	1.92
7	Elarra Capital PLC	378600	1.85
8	Hi-Tech Mercantile (India) Private Limited	375086	1.84
9	Lucky Holdings Private Limited	360000	1.76
10	Makrana Tradecom LLP	348357	1.71
	Total	5138780	25.17

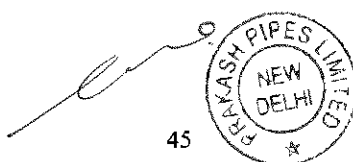
Our shareholders and the number of Equity Shares of Rs. 10/- each held by them on incorporation of the Company were as under:

Sr. No.	Name of the Shareholders	No. of Equity Shares	% of total Shareholding
1	Prakash Industries Limited	9,994	99.94
2	Shri Ved Prakash Agarwal*	1	0.01
3	Shri Vikram Agarwal*	1	0.01
4	Shri Kanha Agarwal*	1	0.01
5	Smt. Mohini Agarwal*	1	0.01
6	Smt. Gunjan Agarwal*	1	0.01
7	Shri Shiv Shankar Agarwal*	1	0.01
	Total	10,000	100.00

* As nominees of Prakash Industries Limited

6. Our Promoter, Promoter Group, Directors and their relatives and Directors of the Promoter have not sold or purchased any shares of our Company during the period of six months preceding the date of the Information Memorandum.
7. Our Promoter, Promoter Group, Directors and their relatives have not financed the purchase by any other person of the Equity Shares of our Company during the period of six months immediately preceding the date of the Information Memorandum.
8. Except as mentioned in para 4 above, as on the date of the Information Memorandum, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments.
9. As on the date of the Information Memorandum, the issued capital of our Company is fully paid up.
10. Except 42,24,394 Equity Shares as disclosed in the shareholding pattern, none of the equity shares held by the Promoter and Promoter Group are subject to any pledge.
11. Neither we, nor our Directors, Promoter, Promoter Group Entities have entered into any buyback and / or standby arrangements and / or similar arrangements for the purchase of our Equity Shares from any person.
12. We do not have any Employees Stock Option Scheme or Employees Stock Purchase Scheme.
13. As on the date of the Information Memorandum, we have 88,413 members.
14. There shall be only one denomination for the Equity Shares of the Company, subject to applicable regulations and Company shall comply with such disclosure and accounting norms specified by SEBI, from time to time.

45



SCHEME OF ARRANGEMENT

For definitions of the terms used herein, but if not defined, you may refer to the Scheme of Arrangement

The Scheme of Arrangement is presented under Section 230 to 232 of the Companies Act, 2013 (the "Act") read with section 66 of the Act, and other relevant provisions of the Act, as applicable from time to time, for the transfer and vesting of PVC Pipes Undertaking of Prakash Industries Limited ("PIL") to Prakash Pipes Limited ("PPL") with effect from the Appointed Date, and upon the occurrence of the Effective Date. In addition, this scheme of arrangement also provides for various other matters consequential or otherwise integrally connected herewith.

Rationale for the Scheme of Arrangement

The arrangement is aimed at demerger of "PVC pipes undertaking" (hereinafter defined) of PIL into PPL to segregate the said business. The transfer and vesting by way of a demerger shall achieve the following benefits for PIL and PPL:

- The PVC pipes undertaking carried on by PIL has significant potential for growth. The nature of risk, competition, challenges, opportunities and business methods for the PVC pipes undertaking is separate and distinct from the other businesses of the Company. The PVC pipes undertaking would become capable of attracting a different set of investors, strategic partners, lenders and other stakeholders.
- PIL as well as PPL would have its own management teams, Board of Directors, who can chart out their own independent strategies to maximize value creation for their respective stakeholders. Demerger shall enable enhanced focus to the operations of the PVC pipes undertaking by PPL and the remaining business by PIL.
- The demerger will permit increased focus by PIL and PPL on their respective businesses in order to better meet their respective customers' needs and priorities, develop their own network of alliances and talent models that are critical to success.

There is no adverse effect of Scheme on any directors, key management personnel, promoters, non-promoter members, creditors and employees of PPL. The Scheme would be in the best interest of all stakeholders in PIL.

The transfer and vesting of the PVC pipes undertaking (hereinafter defined) into PPL would be in the best interests of the shareholders, creditors and employees of PIL and PPL, respectively, as it would result in enhanced value for the shareholders and allow focused strategy in operation of the PVC pipes undertaking and the remaining business of the PIL. Pursuant to this Scheme all the shareholders of the PIL will get shares in PPL and there would be no change in the economic interest for any of the shareholders of PIL pre and post implementation of the Scheme. Holders of FCCB of PIL shall be eligible to receive shares of PPL upon conversion of FCCB subject to and in accordance with the Scheme.

There is no adverse effect of Scheme on any directors, key management personnel, promoters, non-promoter members, creditors and employees of PIL. The Scheme would be in the best interest of all stakeholders in PPL.

In view of the above rationale, the Board recommended a Scheme of Arrangement whereby the PVC pipes undertaking of PIL will be demerged into PPL as a going concern with effect from the Appointed Date (hereinafter defined). Accordingly, the Board of Directors of PIL and PPL have decided to make requisite applications and/or petitions before the Tribunal (hereinafter defined) as the case may be, as applicable under Sections 230 to 232 of the Act (hereinafter defined) read with section 66 of the Act, and other applicable provisions for the sanction of this Scheme.

Treatment of Scheme for the purposes of Income-Tax Act, 1961

The provisions of this Scheme have been drawn up to comply with the conditions relating to "Demerger" as defined under Section 2(19AA) of the Income-tax Act, 1961 ("IT Act"). If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said Section of the IT Act shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(19AA) of the IT Act. Such modifications will however not affect the other provisions of the Scheme.

Consideration

Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the PVC pipes undertaking of PIL in PPL, PPL shall, without any further act or deed, issue and allot to the equity shareholders of



PIL, whose names appear in the Register of Members of PIL, on a date (hereinafter referred to as "Record Date") to be fixed in that behalf by the Board of Directors of PIL in consultation with PPL for the purpose of reckoning the names of the equity shareholders of PIL, in consideration for the transfer of the PVC pipes undertaking in the following proportion namely,;

"for every 8 equity share of face value of INR10/- (Rupees Ten only) each held in PIL as on the Record Date, the equity shareholders of PIL shall be issued 1 equity share of face value INR10/- (Rupees Ten only) each credited as fully paid-up in PPL"

In issue and allotment of such shares as aforesaid, the fractional entitlements of shares of any shareholders of PIL shall not be taken into account, but such shares representing fractional entitlements shall be allotted to Company Secretary of PPL upon trust/ or separate trustee nominated by PPL, who will sell them on the date of listing of PPL or within such period of listing of PPL as may be decided by the Board of Directors of PPL, and distribute their sale proceeds (less expenses, if any) to the shareholders of PIL, who are entitled to such fractional shares.

The new equity shares issued, pursuant to Clause 12.1 of the Scheme, shall be issued and allotted in a dematerialized form to those equity shareholders who hold equity shares in PIL in dematerialized form, into the account with the depository participant in which the equity shares of PIL are held or such other account with the depository participant as is intimated by the equity shareholders of PIL to PPL before the Record Date. All those equity shareholders of PIL who hold equity shares of PIL in physical form shall also have the option to receive the new equity shares, as the case may be, in dematerialized form, provided the details of their account with the depository participant are intimated in writing to PPL before the Record Date. In the event that PPL has received notice from any equity shareholder of PIL that equity shares are to be issued in physical form or if any equity shareholder has not provided the requisite details relating to his/her/its account with a depository participant or other confirmations as may be required or if the details furnished by any equity shareholder do not permit electronic credit of the shares of PPL, then PPL shall issue new equity shares of PPL in accordance with Clause 12.1 of the Scheme, as the case may be, in physical form to such equity shareholder.

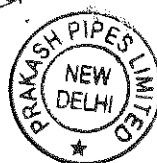
FCCB holders that exercise the option of conversion ("Converting FCCB Holder") after the record date, PPL shall issue corresponding number of equity shares, as per the share entitlement ratio mentioned in Clause 12.1 of the Scheme, to such Converting FCCB Holders upon allotment of equity shares of PIL.

The equity shares allotted by PPL to the Converting FCCB Holder in terms of Clause 12.7 of the Scheme, will be listed and admitted to trading on the BSE and NSE in terms of the provisions of applicable law.

The approval of this Scheme shall be deemed to be due compliance of the provisions of section 62 of the Act and other relevant and the Act and applicable provisions of the Act, for the issue and allotment of new equity shares by PPL to the shareholders and Converting FCCB Holder, as provided in this Scheme.

Approvals with respect to Scheme of Arrangement

The Hon'ble National Company Law Tribunal, Chandigarh bench, vide its Order dated March 14, 2019 (certified copy received by the Company on April 01, 2019) has approved the Scheme of Arrangement among Prakash Industries Limited and Prakash Pipes Limited and their respective Shareholders and Creditors for demerger and transfer of the "PVC Pipes Undertaking" of Prakash Industries Limited (Demerged Company) into Prakash Pipes Limited (Resulting Company) under sections 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013. In accordance with the said Scheme, the equity shares of our Company issued pursuant to the Scheme shall be listed and admitted to trading on the NSE and BSE. Such listing and admission for trading is not automatic and is subject to fulfillment by the Company of criteria of NSE and BSE and also subject to such other terms and conditions as may be prescribed by NSE and BSE at the time of application by our Company seeking listing.



STATEMENT OF POSSIBLE TAX BENEFITS

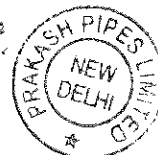
STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

To,
Prakash Pipes Limited
Darjiyan Wali Gali
Rayya The-Baba Bakala
Amritsar-143112, India

Respected Sirs,

Subject: Statement of possible special tax benefits ("the statement") available to Prakash Pipes Limited (the "Company") and its shareholders prepared in accordance with the requirement under Schedule VI-Part A- Clause 9 (L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("the ICDR Regulations").

1. We, Chaturvedi & Co., Chartered Accountants having firm registration number 302137E hereby enclose herewith the statement showing the current position of special tax benefits available to the Company and to its shareholders under direct and indirect tax laws as stated in Annexure, presently in force in India (together "the Tax Laws") for inclusion in the Information Memorandum (collectively the "**Information Memorandum**") in connection with the listing of the Company pursuant to the listing of equity shares of Prakash Pipes Limited.
2. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of direct and indirect tax laws as stated in Annexure, presently in force in India (together "the Tax Laws"). Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilment of such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.
3. The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. Further, the preparation of the enclosed Statement and its contents was the responsibility of the Management of the Company. We were informed that, this statement is only intended to provide general information to the shareholders and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each shareholder is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their shareholding in the Company. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.
4. We do not express any opinion or provide any assurance as to whether:
 - a) the Company or its shareholders will continue to obtain these benefits in future; or
 - b) the conditions prescribed for availing the benefits have been/would be met with;
 - c) the revenue authorities/courts will concur with the views expressed herein.
5. **Limitations**
Our views expressed herein are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretations, which are subject to change from time to time by subsequent legislative, regulatory, administrative or judicial decisions. We do not assume responsibility to update the views consequent to such changes.
6. We hereby consent to the extracts of this certificate and **annexure:-1** being used in the Information Memorandum of the Company is solely for your information and submission of this certificate as may be necessary, to any regulatory authority and is not to be used, referred to or distributed for any other purpose without our prior written consent.



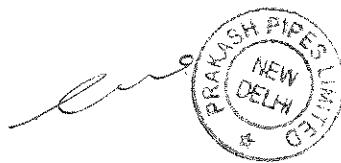
7. Terms capitalized and not defined herein shall have the same meaning as ascribed to them in the Information Memorandum.

For CHATURVEDI & CO.
Chartered Accountants
Firm Registration No. 302137E

PANKAJ CHATURVEDI
Partner
Membership No. 091239

New Delhi
April 24, 2019

Encl.: Statement of Tax Benefits



STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

This statement is only intended to provide the Special tax benefits available to the Company and its Equity Shareholders under direct and indirect tax laws as stated in Annexure, presently in force in India (together "the Tax Laws") in a general and summarized manner and does not purport to be exhaustive or comprehensive and is not intended to be a substitute for professional advice. In view of the individual nature of tax consequence and the changing tax laws, each investor is advised to consult their own tax advisor with respect to specific tax implications arising out of their participation in the issue.

I. UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

A. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY

There are no special tax benefits available to the Company.

B. SPECIAL TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS OF THE COMPANY

The shareholders of the Company are not entitled to any special tax benefits under the Act.

II. UNDER THE INDIRECT TAX

The Company is only entitled for budgetary support as per the "Scheme of budgetary support under Goods and Service tax regime" to the unit located in states of Uttarakhand. The budgetary support is available for sum total of (i) 58% of the Central tax paid through debit in the cash ledger account of CGST and 29% of the Central tax paid through debit in the cash ledger account of IGST.

Notes:

- a. The above statement of direct and indirect tax laws as stated in Annexure, presently in force in India (together "the Tax Laws") sets out the possible tax benefits available to the Company and its shareholders under the current tax laws presently in force in India.
- b. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.
- c. We have not commented on the taxation aspect under any law for the time being in force, as applicable, of any country other than India. Each investor is advised to consult its own tax consultant for taxation in any country other than India.
- d. Our views expressed in this statement are based on the facts and assumptions as indicated in the statement. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

For CHATURVEDI & CO.

Chartered Accountants

Firm Registration No. 302137E

PANKAJ CHATURVEDI

Partner

Membership No. 091239

New Delhi

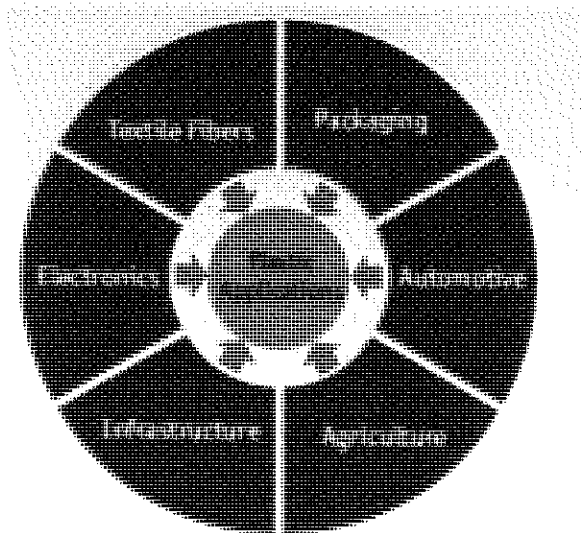
April 24, 2019


50 

INDUSTRY OVERVIEW

Since independence, the plastic industry in India has been playing a predominant role in shaping our lives. The plastic industry in India has made significant achievements since its beginning by commencing production of polystyrene in 1957. In the last decade, with the advent of new and improved products, the industry has gained greater importance with the production of better and improved quality of plastic products. The plastic industry caters to the entire spectrum of daily use items and covers almost every sphere of life such as clothing, housing, construction, furniture, automobiles, household items, agriculture, horticulture, irrigation, packaging, medical appliances, electronics and electrical items.

The figure below represents the key applications of products of plastic processing.



The entire chain in the Plastic industry can be classified into:

- **Upstream sector:** Manufacturing of polymers and
- **Downstream sector:** Conversion of polymers into plastic articles

The upstream polymer manufacturers have commissioned globally competitive size plants with imported state-of-art technology from the world leaders. The upstream petrochemical industries have also witnessed consolidation to remain globally competitive.

The downstream plastic processing industry is highly fragmented and consists of micro, small and medium units. There are over 30,000 registered plastic processing units of which about 75% are in the small-scale sector. The small-scale sector, however, accounts for only about 25% of polymer consumption. The industry also consumes recycled plastic, which constitutes about 30% of total consumption.

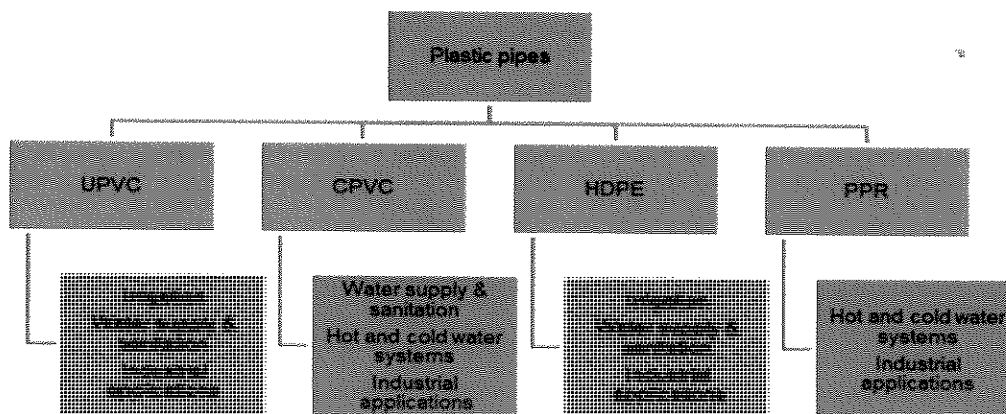
(Source: FICCI 3rd National Conference – Knowledge Paper on Plastic Industry for Infrastructure)

Introduction to Plastic Pipes

Plastic pipes are made using various types of polymers. Unplasticised polyvinyl chloride (UPVC), chlorinated polyvinyl chloride (CPVC), high-density polyethylene (HDPE), and polypropylene (PPR) are the four main types of polymers. Other plastic materials such as acrylonitrile butadiene styrene and polyvinylidene fluoride (PVDF) find usage in niche industrial applications, and comprise a miniscule share of the overall industry. Over the years, plastic pipes have been gaining popularity because of advantages such as less corrosion and longevity. Also, plastic pipes are relatively cheaper compared to metal pipes, especially after the fall in crude oil prices in the recent years.



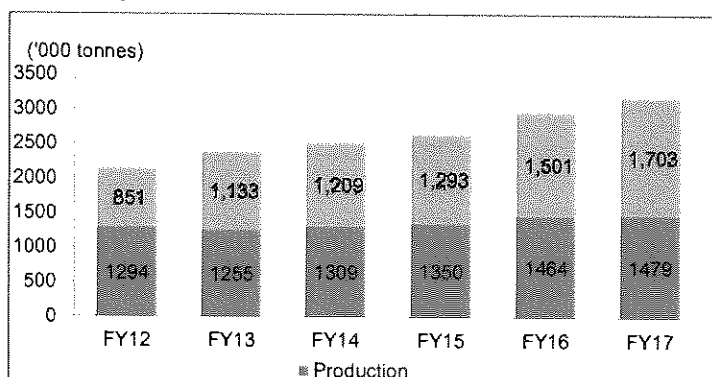
Types and applications



Dependence on imports to meet raw material requirement to continue to act as a barrier

PVC resin is the major raw material used in the manufacturing of UPVC pipes. Reliance Industries, Chemplast Sanmar, Finolex Industries, DCW and DCM Shriram are the major raw material suppliers in India. Of these, Finolex Industries is the only company with backward integration (i.e., has its own PVC resin manufacturing facility); the rest of the companies are susceptible to volatility in raw material prices.

Demand for PVC is exceptionally high. Domestic production barely meets 50% of the demand; the balance is met through imports.



PVC – Production and import trend

Taiwan, Japan, Korea and China collectively account for over 70% of India's imports, with Taiwan recording the highest share of 23% in fiscal 2017. The limited capacity addition is mainly attributed to constraints in feedstock (ethylene dichloride and vinyl chloride monomer) availability in the domestic market and cost-competitiveness of imports. Going forward, Reliance Industries has proposed debottlenecking within the existing Dahej Manufacturing Division (DMD) facility, expanding its PVC capacity from 315,000 mtpa to 360,000 mtpa. Moreover, it has proposed a new PVC project of 1,200,000 mtpa. With the commissioning of these plants, share of Indian imports is expected to come down to about 45% by fiscal 2022 from 54% in fiscal 2017. Thus, going ahead, although imports would continue increasing to meet rising domestic demand, the pace of growth is expected to slow down.

Modern Applications of Plastics

The Indian plastic processing sector caters to the requirements of a wide array of applications like packaging, automobile, consumer durables, healthcare, among others. Following are some of the key emerging applications that have been noticed.

1. Flexible Packaging

Plastics replaced many traditionally used packaging materials thereby transforming packaging industry. Flexible packaging is a sub segment of packaging industry and it is producing revolutionary products. These products, focus on enhancing the shelf life of products by keeping intact the nutritional value of the enclosed product. For example, modified atmospheric packaging (MAP) has also reduced the cost of old style packaging considerably.

2. Automotive

Long fiber reinforced thermoplastic (LFRT) is a new product which is used in making automotive products. It has benefits such as 1) Greater design freedom, 2) Potential for parts consolidation, 3) Weight reduction, 4) Extreme toughness/Durability, 5) Dimensional stability, 6) Corrosion & chemical resistance, 7) Elimination of secondary operations like painting and welding and 8) Lower total system cost.

3. Textile fibers

A new kind of fibers have been introduced which trap Infra-red rays and keeps the body warm. It can be used to make woolen clothes for extremely cold weather. Another category of fibers is used to make health care fabrics which can regulate the temperature & O2 levels in the body or provide protection against bacteria or are flame retardant.

Opportunities in Infrastructure

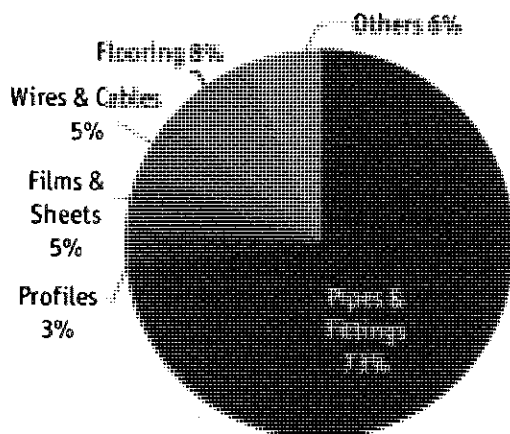
Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. The plastic industry plays a significant role in this endeavor. The Indian pipes business has been growing rapidly in the past decade, largely due to increasing demand for pipes in the irrigation sector and construction industry. Among the several varieties of pipes available in the market, the demand for plastic pipes such as PVC, CPVC in particular, is on a rise largely due to:

- Gaining popularity of plastic pipes over traditional/ galvanised iron (GI) pipes
- Huge replacement demand
- Flexibility in terms of transportation, less corrosive and long lasting life (25 years v/s 8-10 years of GI pipes)
- Easy installation and competitive price in nature (20-25% cheaper over GI pipes).

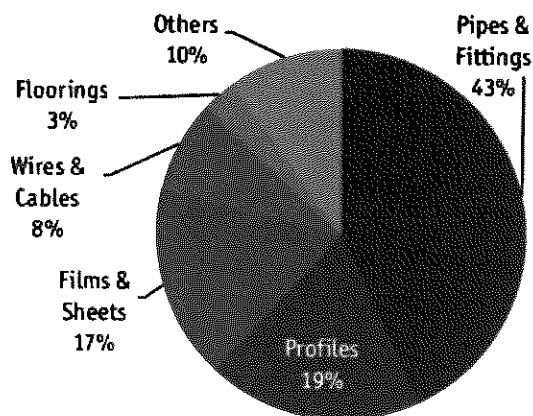
PVC – Pipes and Fittings

Currently, in India, approximately 73% of the PVC is consumed by the Pipes & Fittings industries with the other sectors comprising only 27%. Globally, Pipes & Fittings account for only 43% of the PVC consumption, showing that PVC applications in India other than Pipes & Fittings are still in the early stages and are primed for growth. This, along with the relatively low per capita PVC consumption in India, shows that future prospects for the Indian PVC processing industry are bright. Although, CPVC pipes and fittings contributed just ~10% to the overall production capacity in FY15, it is the fastest growing segment of the PVC pipes and fittings industry in India.

Application breakup of PVC-India



Application break-up of PVC – Global



In the past few years, the government of India has initiated many new projects and investments in the irrigation sector. The government's focus is on rural water management, which will be fulfilled only with proper infrastructure for the transportation of water to the end-user. This factor will remain as one of the major drivers for the growth of PVC pipe industry in the country along with the expansion of housing sector and increasing replacement demand for CPVC.

Rigid Pipe Segment/ Agriculture

The Indian agriculture piping industry is highly fragmented due to presence of large chunk of players, giving tough competition both on product offerings and pricing terms. Also, the main reason for low yield or margins in this segment is due to the less proportion of fittings in usage, compared to the plumbing segment. There are few organised players operating with significant presence through wide distribution network and a strong quality product portfolio.

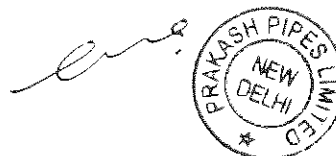
- Plastics play a major role in managing water resources. The various applications of plastics in water management include plastic rain water collection tanks, pipes, profiles; waste water applications (waste water treatment plants) and plastic pipes for water transportation (PVC, HDPE, LLDPE, PP, FRP).
- Plastic products in water management are being used as compared to various alternate competitive materials like metal, cement, due to light and weight durability, rust free, smoother surface.
- The Ministry of Water Resources is responsible for laying down policy guidelines for water conservation. PVC pipes and fittings with BIS certification are being used in various water/sewerage transportation applications in various private/government supplies.

Plastic Moulded Furniture Segment

India's growing economy of the country has encouraged the spending capacity of the people, which in turn has boosted the sales of branded furniture items in the market. The growing phase of infrastructure and real estate markets has also augmented the demand for furniture products in the country. In addition, the entry of international brands and increasing brand awareness amongst Indian inhabitants has led to the emergence of furniture retailing in India.

The plastic moulded furniture industry has been growing rapidly in the Indian market and from a stage of infancy the field has risen to almost 70 million in volume, consuming almost 170 kT of polypropylene material. The popularity of plastic furniture has grown since it offers features unavailable in conventional wooden and metal furniture, such as easy maintenance, light weight, durability and various attractive features (such as shapes, designs). Plastic furniture is essentially based on composition of polypropylene (PP) which contains polymers to provide rigidity and copolymer to lend impact. There exist around 30 producers of PP chairs in India though 30% of the top producers generate almost 75% of the market share.

(Source: FICCI 3rd National Conference – Knowledge Paper on Plastic Industry for Infrastructure)

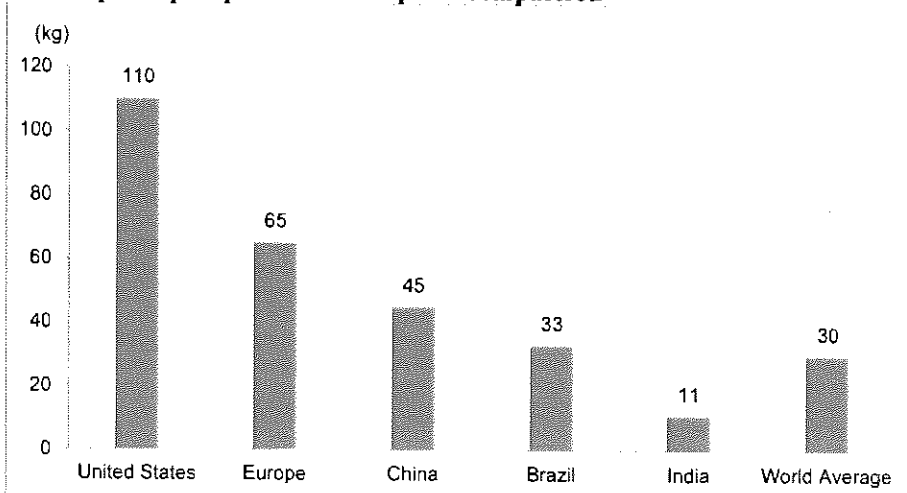


Factors expected to contribute to demand growth are as follows:

Low plastic per capita consumption

India has very low per capita plastic consumption of approximately 11 kg compared with the global average of 30 kg. Traditional materials dominate the application areas of plastic. However, over the past two to three fiscal years (fiscals 2015 to 2017), low crude oil prices along with superior properties of plastic have increased plastic usage in India. Hence, we expect per capita consumption to slowly inch up towards the global average. Over the next five fiscal years, demand for polymers may grow at a healthy 9-10% CAGR.

India's per capita plastic consumption comparison



Substitution and replacement demand

Plastic pipes have several advantages over metal pipes. For instance, price of plastic pipes is declining. Plastic pipe raw materials are derivatives of crude oil and hence their prices are correlated. Fall in crude oil prices has lowered raw material prices, and, thus, plastic pipe prices. Superior real estate properties and low prices have accelerated substitution of metal pipes by plastic pipes. Going forward, increase in availability of raw materials (PVC, PE and PPR) following the commissioning of new petrochemical facilities in India will further support the plastic pipes industry. Another factor driving long-term demand is replacement of older pipes with plastic pipes.

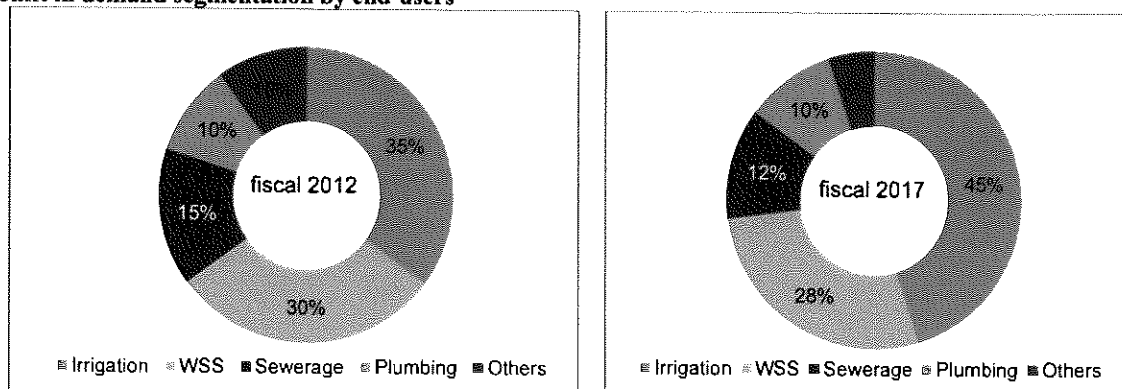
Investments in end-use segments

Plastic pipes are primarily used in irrigation and WSS projects. The major demand sources are public sector projects undertaken by central, state and municipal-level bodies. Key growth drivers are:

- Increased spending by state governments and municipal corporations to improve accessibility of water for an ever-increasing population; and
- Heightened thrust, in the form of several central government-led schemes, on augmenting irrigation, urban infrastructure and real estate. Examples include:
 - Irrigation - Pradhan Mantri Krishi Sinchayee Yojana (PMKSY)
 - Urban infrastructure - WSS schemes such as Jawaharlal Nehru National Urban Renewal Mission (JNNURM), Atal Mission for Rejuvenation and Urban Transformation (AMRUT), Swachh Bharat Mission, Smart Cities Mission
 - Real estate - Housing for All scheme

Other than government schemes, demand will also be supported by an increase in private sector investments, primarily in the real estate sector. Demand for plumbing pipes is expected to grow with rise in construction activity in metros as well as in Tier-II and Tier-III cities, and drive demand for plastic pipes and fittings.

Shift in demand segmentation by end-users



Irrigation sector

The irrigation sector is the key end-use segment for plastic pipes, accounting for 45% share of the industry. Of India's approximately 142 million hectares of cultivated land, a little less than 50% is irrigated. Aiming to enhance the area under cultivation by 2.85 million hectares in fiscal 2018 and by 8 million hectares by 2020, the central government converged irrigation schemes under PMKSY in fiscal 2016, with a spending target of Rs 500 billion till fiscal 2020.

Pradhan Mantri Krishi Sinchayee Yojana (PMKSY)

Key schemes converged include AIBP, Integrated Water Shed Management Programme, On Farm Water Management or Har Khet ko Pani, and Per Drop More Crop, of which micro-irrigation is a component. Micro-irrigation promotes efficient water conveyance and usage of precision water application devices, such as drips, sprinklers, pivots, and rain guns.

Urban infrastructure

Construction expenditure in urban infrastructure is expected to be approximately Rs 3.6 trillion between fiscals 2018 and 2022, which is twice the expenditure of the previous five fiscal years (i.e., from April 1, 2012 to March 31, 2017). WSS projects may account for approximately 58.6% of total urban infrastructure investment over next five fiscal years (i.e., from April 1, 2017 to March 31, 2022), driven primarily by state governments and centrally-sponsored programmes. Andhra Pradesh, Gujarat, Karnataka, Rajasthan, Telangana, and Uttar Pradesh will lead state investments in WSS projects.

Healthy growth in government investments towards WSS

WSS and plumbing is the second-largest end-use segment for plastic pipes, accounting for 38% share of plastic pipes market. In past five fiscal years (i.e., from April 1, 2012 to March 31, 2017), government expenditure on the sector rose at 10-11% CAGR to approximately Rs 485 billion in fiscal 2017. This was led by several central government schemes, coupled with rising emphasis by municipal authorities, such as Mumbai Metropolitan Region Development Authority and Mumbai and Pune municipal corporations.

Swachh Bharat Mission

Government schemes such as the Swachh Bharat Mission and the National Mission for Clean Ganga (NMCG) are likely to boost WSS investments. On October 2, 2014, the Prime Minister of India launched the Swachh Bharat Mission to focus on sanitation and accelerate efforts to achieve universal sanitation coverage. The mission comprises two sub-missions - Swachh Bharat Mission (Gramin) and Swachh Bharat Mission (Urban) – which together aim to achieve the target of Swachh Bharat Mission by fiscal 2019. Components of the mission are: construction of household, community and public toilets, including conversion of insanitary latrines into pour-flush latrines.

Atal Mission for Rejuvenation and Urban Transformation

In May 2015, the government approved replacement of JNNURM with AMRUT to focus on basic infrastructure services, such as water supply, sewerage, storm water drains, transport, and development of green spaces and parks. The scheme also covers JNNURM projects sanctioned between fiscals 2004 and 2011, and those that have



achieved 50% physical progress (102 projects) or have availed of 50% central government funding up to now (296 projects).

Smart Cities Mission

In June 2015, the Ministry of Urban Development laid down operational guidelines for formulation, approval and execution of projects under the Smart Cities Mission. The purpose of the mission is to drive economic growth and improve quality of life by enabling local area development and harnessing technology. Core infrastructure elements of a smart city include adequate water supply, sanitation, affordable housing, etc. Central assistance for the mission will be used only for infrastructure projects that have wide public benefit.

Real estate sector

Real estate is a key end-use sector for plastic pipes and fittings in India. Over last few years, end-user demand for real estate has been sluggish. Developers had delayed possession of projects in many instances due to various reasons, including approval delays and financial issues. However, with the implementation of Real Estate Regulatory Authority (RERA), the confidence of end-users will improve.

Real estate demand drivers

- **Growth in population:** The country's population, which grew approximately at 1.8% CAGR during the ten-year period (fiscals 2001 to 2011) is expected to grow approximately at 1.6% CAGR over fiscals 2011 to 2021 to 1.4 billion.
- **Urbanisation:** Share of urban population in total population has been consistently rising, and was approximately 31% in calendar year 2011. Nearly 36% of the country's population is expected to live in urban locations by calendar year 2020, which will drive demand for housing in these areas.
- **Traction in Tier II and III cities:** Pick-up in plastic pipe demand in Tier II and III cities has been observed in recent years. The healthy growth trajectory is expected to continue over next four to five fiscal years (i.e., from April 1, 2017 to March 31, 2022).
- **Surging demand from rural sector:** Rural market has low penetration and less availability of branded PVC pipes and fittings. Demand is surging from this sector, driven by increase in disposable incomes of farmers due to government initiatives such as increasing minimum support price and strengthening Mahatma Gandhi National Rural Employment Guarantee Act (MNREGA). Marketing efforts, coupled with implementation of GST, will help branded players intensify rural penetration.
- **Higher affordability led by increasing disposable income:** India's per capita income grew at a healthy rate between fiscals 2014 and 2017, reaching Rs 93,653. Increasing disposable income, typically, has a positive impact on demand for housing units, as it increases affordability.
- **Tax incentives by government:** Interest subvention scheme, interest deduction from taxable income, tax exemption for principal repayment and exemption from capital gains will also be key drivers.
- **Increase in finance penetration:** Finance penetration in urban areas is projected to rise to 44.8% by fiscal 2019 from 42.3% in fiscal 2017, aiding real estate purchases.

Government initiatives

- **RERA:** RERA, which came into force on May 1, 2017, will result in improved transparency, timely delivery, and organised operations.
- **Housing for all by 2022:** Housing for All by 2022, aims to minimise housing shortage of urban poor. The Ministry of Housing and Urban Poverty Alleviation has estimated a shortage of nearly 20 million dwelling units for the urban poor. PMAY aims to address this by providing central assistance to implementing agencies, through states and union territories, to cover all eligible families/beneficiaries by 2021-22.

PLASTIC PACKAGING INDUSTRY

Introduction

Packaging in general is classified into two significant types i.e. Rigid Packaging and Flexible Packaging. As compared to rigid packaging, flexible packaging is one of the most dynamic and fastest growing markets in India. Flexible packaging anticipates a strong growth in the future. There has been increasing shift from traditional rigid packaging



to flexible packaging due to numerous advantages offered by flexible packaging such as convenience in handling and disposal, savings in transportation costs, etc.

The packaging segment in India is an amalgamation of both organized and unorganized players ranging from very small players with limited presence to big players with large market share. Demand for this segment is anticipated to grow rapidly across all the players. Also there is an increasing focus on innovative and cost effective packaging materials. Thus, the industry players are keeping in track with the changing trends in packaging and making efforts to capture the market with higher technology orientation. Further with a viewpoint of health and environment friendliness, the growth in packaging industry has been leading to greater specialization and sophistication amongst the market players.

Key Drivers of the Packaging Industry

Retail Industry is one of the most dynamic industries in India. It has experienced high growth over the past years, with a gradual shift towards modern retailing formats. Indian retail market has attracted and increased the presence of multinational companies and therefore boosted demand in spaces such as F&B, consumers' products, cosmetics etc. Rising income levels is also stimulating the growth of organized retail which therefore increases the demand for innovative and attracting packaging concepts.

In the retail segment, Food & Beverages are one of the key growing segments. It falls amongst the biggest end users of packaging. Growth in F&B sector will drive the packaging demand and also demand for plastic packaging, as it ensures food safety, quality and long shelf life.

Besides Food & Beverage, pharmaceuticals are another major user of packaging. India's domestic pharmaceutical market is witnessing double digit growth. Pharmaceutical Packaging is now becoming the major part of the drug delivery system. Pharmaceutical companies rely more on packaging and labelling as media to protect and promote their products, increase patient compliance, and meet new regulations. Besides this, plastics have been gaining increasing importance in packaging of pharmaceutical goods due to properties such as barrier against moisture, high dimensional stability, high impact strength, resistance to strain, low water absorption, transparency, resistance to heat and flame etc.

Moreover highly favourable demographic patterns in India such as increasing working age population, growing disposable income, growth in middle class, ongoing urbanisation and changing lifestyles etc. will further drive the growth of packaging industry in India.

Plastic Packaging : The Material of Choice

Packaging encompasses a wide range of material types across paper board, metals, plastic, wood, glass and other materials. However amongst all the substitutes available, 'Plastic Packaging' is the fastest emerging trend in the packaging industry. Plastics today form the foundation of our "convenience consumer culture". The traditional materials like paper boards, metals, wood, glass etc. have been replaced by plastics in many applications due to their cost to performance ratio.

Plastics have been the preferred choice in packaging globally and in India due to the following key benefits;

a. Increased Food Safety , Quality and Shelf Life

Plastics act as an excellent barrier to oxygen, water and carbon dioxide. They are inert towards acids, alkalis and most solvents and therefore they ensure freshness & hygiene of the contents and high durability of the items packed. Plastics find applications in packaging which protects the longevity and quality of food and can reduce the post-harvest losses. For Example;

1. **Plastic Sacks:** Used for packaging rice, grains and other materials. It can be generally recycled for packing fresh produce. The key advantages are ready availability and cost effectiveness.
2. **Plastic Bags:** These are made from polyethylene films and are commonly used for transporting highland vegetables to wholesale markets in urban centres. They are relatively inexpensive, readily available and have a low weight to volume ratio.
3. **Plastic Films:** Used as a cushioning material in packaging. It helps in reduction of moisture loss from the product, which is a principal requirement of limited permeability packaging materials.



b. Reduced Environmental Impact

As plastics possess versatile properties it can help us do more with less. One such property is lightweight. As plastics are light in weight, they have a high product to package ratio which results in lighter weighed end product. For eg: Only 1.5 pounds of flexible plastics can deliver ~60 pounds of beverage; compared to three pounds of aluminium or 50 pounds of glass. Thus, plastic packaging enables in shipping more products with less packaging material. And also brings down the fuel consumption and the overall transportation cost.

Besides this, plastics can be reused and recycled. They have low energy requirements during production, hence considered to be energy efficient. They result in lower emission of CO₂ gas. Thus when compared to glass or aluminium plastics results in lighter environmental footprint.

c. Innovations in Packaging

The unique properties of plastics provide an advantage of using plastics in flexible manners. Plastics can be made re-sealable, reusable, they can be moulded into desirable shapes, rigid packs, innovative designs etc. thus resulting in consumer friendly packaging; that provides ease in handling, disposal, storage etc. New products in flexible packaging such as vacuum pouch, high temperature retort pouch, stand-up pouch etc. can lead to changing packaging trends.

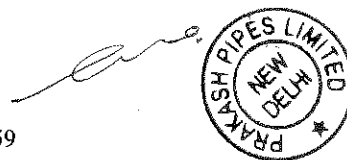
IML (In-mould Labelling) technology that uses plastic labels is also one of the cost effective technology. For e.g.: It can be beneficial as it increases packaging line speeds, improves side wall strength and appearance of the packaging and reduce container weight. Further, innovations such as MAP (modified atmospheric packaging), nano-structure multi-layered films, etc. will also enhance the performance of plastics in packaging, thereby resulting in higher efficiency. Therefore the unique combination of energy efficiency, lighter packaging, reduced use of natural resources, fewer greenhouse gas emissions, less waste, improved shelf life & appeal and cost effectiveness makes plastics the preferred choice in the packaging industry.

Challenges to Plastic Packaging Industry

- **Lack of Domestic Technology:** Indian manufacturing industry has seen a shift from low output/low technology machines to high output/high technology machines, and the domestic plastic processing industry is no exception. With more focus on increasing the capacity utilization, focus to develop a state-of-the-art R&D is dying down. Domestic machinery is manufactured as per the present-day technologies for improving productivity and energy efficiency, in order to enable processors to compete on the global front.
- **High input costs:** The plastic industry in India is a labor intensive industry as compared to its western counterparts. This has impacted the productivity in an unfavorable way. With the ever expanding population, growing needs for electricity has led to unreliable power and high energy costs in India. When comparing with other countries, these constraints hamper the capacity utilization. There is a growing need to shift to the renewable energy sources such as solar, wind, etc. which is now emerging, despite the high investment required.
- **Environmental concerns:** Apart from playing an increasing role in packaging and consumer products plastics also take up a growing percentage of municipal solid waste streams and pose environmental challenges. They are considered to be a major threat to environment and public health. Improper disposal of plastics clog the water bodies, it leads to ground water pollution, disturbance of soil microbe activity, release of poisonous chemicals thereby harming the human health and the entire ecosystem.

These adverse impacts therefore alarm the society to ensure proper disposal of plastic. Going ahead recycling & reuse of plastics could be a foremost step towards fostering innovation and sustainability. If plastics can be collected and disposed of or recycled as per laid down guidelines/rules then the issue of plastic waste can be suitably addressed. Also increased awareness through help of industry groups and Government could help address some of these challenges.

(Source: FICCI – 2nd National Conference Plastic Packaging – The Sustainable Choice Report – January 2016)



OUR BUSINESS

Prakash Pipes Limited ("PPL") was incorporated on June 29, 2017 as a wholly owned subsidiary of Prakash Industries Limited. With a view to support the PVC Pipes Business to capitalize on its growth opportunities, led by a dedicated management team, the Board of Directors of Prakash Pipes Limited at its meeting held on August 24, 2017, approved a Scheme of Arrangement u/s 230-232 read with Section 66 of the Companies Act, 2013, between Prakash Industries Limited and Prakash Pipes Limited and their respective shareholders and creditors for demerger of PVC Pipes Undertaking and transfer and vesting thereof to and in PPL, as a 'going concern'. The Scheme was sanctioned by NCLT vide order dated March 14, 2019 (certified copy received on April 01, 2019) and is effective with the appointed date being April 01, 2018.

Our plastic business operations are broadly divided into two segments viz., poly vinyl chloride (PVC) pipes & fittings and flexible laminates. The manufacturing facilities are located at Kashipur, Uttarakhand.

The revenue from operations of our Company was Rs. 34,096 lakhs and the profit after tax excluding Other Comprehensive Income was Rs. 2,855 lakhs for the financial year ended March 31, 2019.

PVC Products

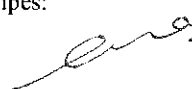
Our Company manufactures PVC Products at Kashipur, Uttarakhand with an installed capacity of 55,000 tonnes per annum. The PVC Products are used in irrigation, sewerage and other construction purposes. We are one of the largest manufacturer and supplier of PVC Products in the northern part of India, where the PVC Products are sold under the brand name "Prakash".

We have developed brand recognition for our PVC Products in the domestic market. We sell our PVC Products in the open market through our dealers. We have a strong dealer and distributor network across Uttar Pradesh, Uttarakhand, Delhi NCR, Haryana and Punjab.

PVC Products of the Company

Our Company manufactures the following types of PVC Products:

1. **Unplasticised Poly Vinyl Chloride (UPVC) pipes**
 - uPVC Pipes have been accorded IS – 4985-2000
 - The Company produces wide range of pipes from 20 mm to 315 mm in diameter
2. **Soil, Waste and Rain (SWR) pipes**
 - The company Pipes has been accorded IS – 13592 - 1992
 - The company produces wide range from 75 mm to 160 mm
 - Prakash Soil Waste Rain (SWR) Pipes are Selfit & Ringfit.
 - These pipes are suitable for drainage systems and sanitation purposes
 - These pipes are better than Ashesto Cement and CI pipes
3. **Plumbing uPVC pipes**
 - The company Pipes has been accorded IS – 4985 - 2000
 - The company produces wide range from 20mm to 40mm
 - Domestic & Industrial Usage:
 - Housing complexes, offices, hotels, hospitals and public places
 - Water distribution in Villages & colonies through tube wells and overhead tanks
 - Transport of Chemical and gases in industries
 - Transport of Milk in dairies
4. **Casing pipes**
 - The company Pipes has been accorded IS – 12818-1002
 - The pipes are specially designed to ensure clean and clear water from bore well
 - The pipes design is suitable for both shallow and deep bore wells
 - The Company Produces mainly three ranges of Casing pipes:



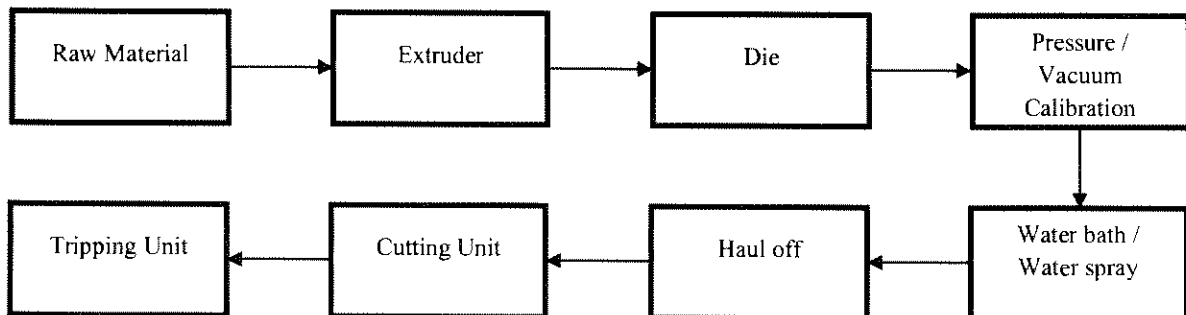
- Casing Shallow Pipes - for upto 80 meters depth
- Casing Medium Pipes – for 80 - 250 meters depth
- Casing Screen Pipes with RIBS for 250 meters depth

5. UPVC fittings

- Our company produces more than 150 types of fittings of various sizes and shapes such as coupler, elbow, reducing elbow, Tee, Bend, End cap, P-Trap, Nani Trap, amongst many others
- The company UPVC fittings has been accorded IS – 7834 – 1987

Manufacturing Process

Set out below is a brief chart setting out the process involved in manufacturing of 'PVC Pipe':



Raw Material

PVC resin is the primary raw material used by our Company in the manufacturing of PVC Products. Other raw materials include stabilizers, lubricants, fillers and pigments.

PVC Compounds

The PVC Compound primarily comprises of PVC resin and other ingredients like stabilizers, lubricants, fillers, pigments, etc. The expertise comes in processing these ingredients optimally, to produce the desired finished compound

Extrusion

PVC compound is extruded into PVC-U pipes using the latest sophisticated equipment. Automatic in-line machines complete the fully automatic process by cutting the pipe into standard lengths and stacking them to prevent warping.

PVC Fittings

The process for the manufacture of PVC fittings is similar to that for the manufacture of PVC Pipes. The only difference is that after the PVC resin is compounded, the material is injection moulded through modern automatic screw type injection moulding machines. It then 'flows' into specially designed moulds, which have high locking pressures ranging in hundreds of tons and where specified temperatures are accurately attained. This is followed by a cooling process for a predetermined time after which the pipe fitting is ejected and made ready for testing. Fittings are also manufactured by fabrication from PVC-U pipes.

Infrastructure

The Company's Kashipur plant is spread over 60 acres, out of which 50% is utilized as plant area and balance 50% is the green belt having hundreds of regional flora & fauna. The plant area has the Office Buildings, Plant Sheds, Labour & Staff Accommodation, Storage & Warehouse spaces, Utility Sheds, Vehicle Repair & Maintenance and Parking Spaces.

Raw Materials

The main raw material in manufacture of PVC Pipe is PVC Resin. Vinyl, after going through a process of cracking and polymerization, forms PVC Resin which has high commercial value. It constitutes approx. 95% of the total raw material cost.



The Company sources its requirement of Resin from the key PVC Resin manufacturers in India with long term supply agreements.

In addition, other additives like lubricants, stabilizers, antioxidants and colorants are also used in manufacture of PVC Pipe, which are also locally available. In view of the existing long term relationship with the vendors, the company does not envisage any problem in sourcing of raw materials for its operations.

Utilities

The Plant has approved and operational electricity load from the State Electricity Board and water line from the State Water Board.

Capacity & Capacity Utilisation

The Current Capacity of PVC Pipes & Fittings is 55,000 TPA against which the unit produced 41,990 tonnes during the FY 2019, thereby registering the capacity utilization of 76%.

Sales and Distribution

Our sales and distribution network of PVC products is concentrated in the northern part of India through a network of around 100 dealers.

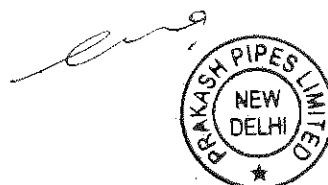
Flexible Packaging Business

Packaging film and laminates / composites are engineered to enhance print quality, aesthetic appeal and better shelf-life of the product being packed and to enhance information legibility, brand presentation and sustainability. Our Company provides technologically superior and sustainable packaging solutions such as high performance barrier films and laminates by rotogravure printing, extrusion lamination / coating, solvent base / solvent less lamination that find application in packaging of FMCG, Food, Beverages, Infrastructure, and Pharmaceutical products.

Our Company manufactures Flexible Laminates at Kashipur, Uttarakhand with an installed capacity of 5,400 tonnes per annum. Packaging unit at Kashipur (Uttarakhand) is a blend of art, science and technology. It is well equipped with all tools & tackles with state-of-the-art plant & machinery and technologically advanced QA/Qc lab. Our plant is ISO 22000 : 2005, ISO 9001 : 2015 & BRC IoP Standards Certified.

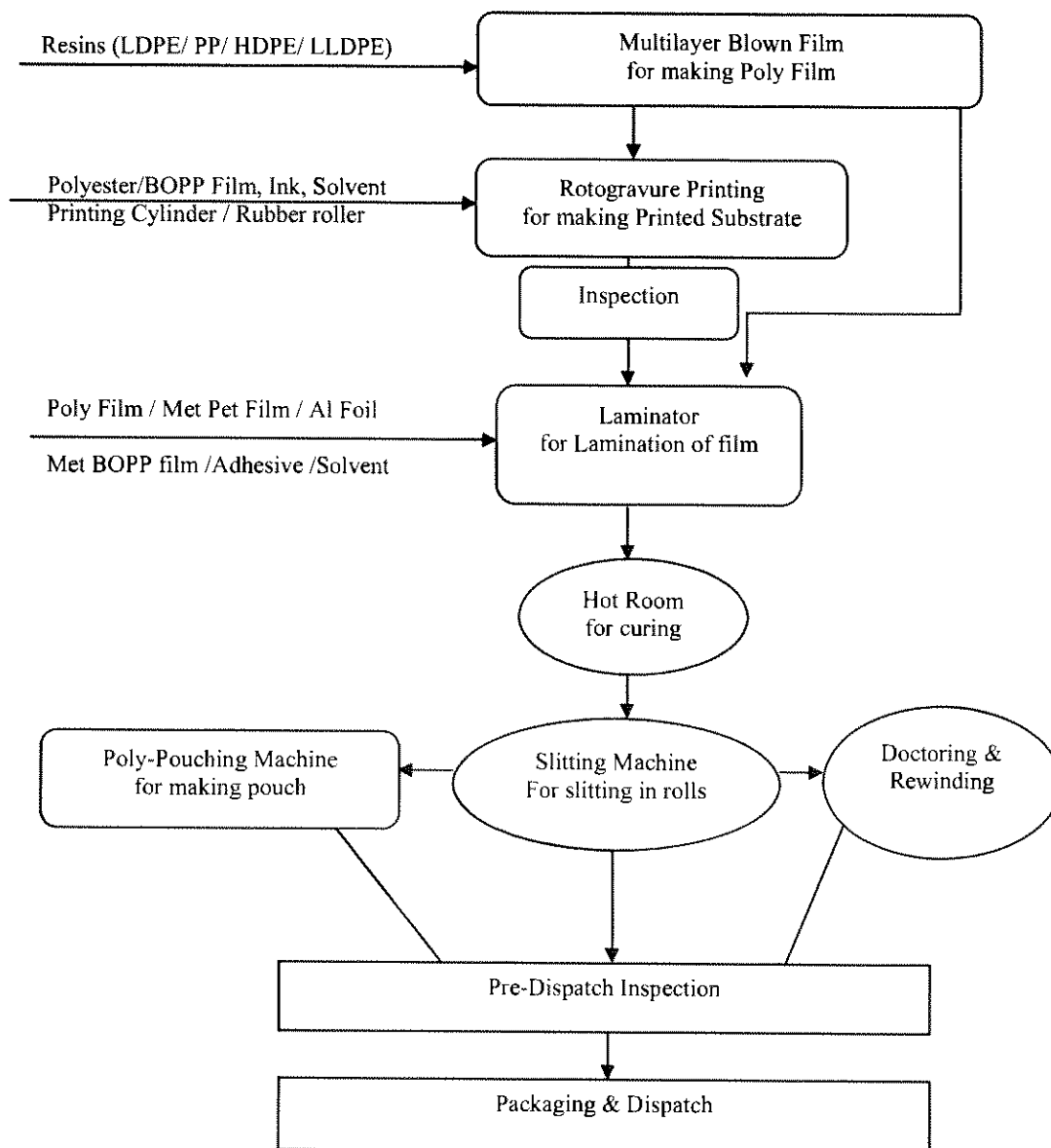
Applications of our Flexible Packaging:

FMCG <ul style="list-style-type: none"> • Shampoo & Conditioners • Candy & Confectionaries • Soaps & Detergents • Aromatic Oils • Oils • Essential oils • Vegetative Oils 	Infrastructure <ul style="list-style-type: none"> • Cement • Paints • Printing Inks • Petroleum Oil • Automotive & Eng. Components • Motor Oils and Lubricant • Garden Fertilizers • Plants Nutrients and Manures
Food <ul style="list-style-type: none"> • Snack- Foods • Sugar • Wheat • Flour • Rice and all other Cereals • Noodles • Spices • Green Vegetables & Fruits • Sea Foods • Cheese & Dairy Products • Frozen Foods & More 	Beverages and Others <ul style="list-style-type: none"> • Tea and Coffee • Fruit Juices • Synthetic Juices & Drinks • Anti-Fog • Anti-Static • Anti-Skid • Pharmaceuticals • Contraceptives



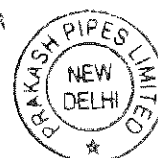
Manufacturing Process

Set out below is a brief chart setting out the process involved in manufacturing of Flexible laminates:



- **Multilayer Blown Film**

Multilayer blown film extrusion (also known as blow film co-extrusion) is a process of simultaneously extruding in molten stage three / seven / nine polymers which adhere to each other through a common die to form an integral film of unique strength and barrier properties. The selection of layers depends upon end properties required as well as items to be packed. Some combinations of layers are LL/LD/LL for heavy duty bags; LL/HD/LL and HD/LD/LD for Industrial base food oil, backed confectionery, dry vegetables, dry fruits, hydrogenated oil, lube oil.



- **Printing Machine**

The substrates are printed as per the designs and specifications of customers. Printing activity is a tailor made activity and is strictly carried out as per customer's desire. The substrates are loaded on one end of the printing machine having various color stations and are automatically rotated through these stations in a synchronized manner. Different cylinders are loaded on printing machine for different design & colors, which collectively emerges as a complete set. The printing and drying process are carried out simultaneously in the plant through automatic process.

- **Inspection Machine**

Because of the various variables like ink, features of Machine, registration system, drying, foreign particles there are bound to be certain printing defects. If they are allowed to pass through the first stage of printing then we are only increasing the value of rejection.

Hence inspection becomes important aspect after printing, which is carried out on a rewinding machine equipped with a backup light and a stroboscope through which printed laminate is rewound. This facilitates the operator to view the substrate as stationary image in spite of high speed and removes the defective portion of the substrate. Once inspection is carried out the substrate is ready for the next step of converting process, which is lamination.

- **Lamination**

Lamination is a process of joining two or more than two substrates together in order to achieve optimum barrier properties. The printed substrates without lamination process are not strong enough for packaging use, as the same does not possess all required barrier properties. Lamination process involves lifting of adhesive on one film and after drying second film with the help of pressure is joined with first surface. Thus making a combination of two different substrates.

To avoid solvent retention a trend of lamination is moving in the direction of solvent less adhesive. Technology has emerged to help achieve this with the help of special lamination process in which two parts adhesive, which is mixed just prior to the application, is applied. The product so laminated has huge potential in the food industry.

- **Slitting**

Slitting is a process of cutting the width of laminated substrates to the desired width so as to use it further for processing. This process is required to economize the total converting operations, as multi-width printing suiting to the maximum width of the printing machine is a norm.

- **Pouching**

This is a process of value addition. Many end-users want to catch shelf-space by innovative way. This can be made possible by making pouch of desired shape and size on a pouching machine. These pre-formed pouches are used on various automatic and semi-automatic packing machines with suitable filling arrangement to get the desired result.

- **Dispatch**

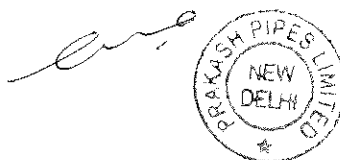
The final product after above processes is inspected and dispatched to the customers.

Infrastructure

The plant is being set up using existing surplus infrastructure such as existing sheds, buildings, storage areas, and panel rooms with certain modifications to the civil & structural infrastructure. The green belt of over 50% of total land area is not being disturbed at all. The green belt is having hundreds of different kinds of plants and trees, and the Company is committed to preserve its green belt.

Raw Materials

The main raw materials in manufacture of Flexible laminates are polyester film, metalised polyester, poly film, aluminum foil, ink and adhesive, which all are locally available. The company does not envisage any problem in sourcing of raw materials for its operations.



Utilities

The Plant has approved and operational electricity load from the State Electricity Board and water line from the State Water Board.

Capacity & Capacity Utilisation

The commercial production in the Flexible packaging division commenced from August 2018. The Current Capacity of Flexible packaging is 5,400 TPA in laminates against which the unit produced 406 tonnes during the FY 2019, thereby registers the capacity utilization of 8%.

OUR COMPETITIVE STRENGTHS

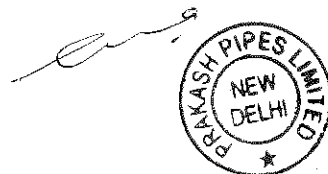
We are well positioned to sustain and strengthen our position in the markets in which we compete as well as to exploit growth opportunities that exist. The following are our core competitive strengths:

- **PRAKASH Brand**
Our Company sells its PVC Products under the brand name “Prakash”, which is an established, accepted and well trusted brand in North India.
- **State of Art Technology**
Our Company has established manufacturing facilities based on state of art technology to achieve competitive advantage over our peers in the industry.
- **Strong and experienced Promoter**
Shri. V.P. Agarwal, our promoter is experienced and possesses expertise in the segments in which our Company operates. Shri. Ved Prakash Agarwal is an entrepreneur having more than 39 years of experience in the manufacturing industry. He started his career in 1975 as the Executive Director of Surya Roshni Limited. In 1980, he promoted Prakash Industries Limited and oversaw the growth of the Company.
- **Experienced and professional management team**
We have a strong management team led by persons with significant experience and expertise in the segments in which our Company operates. Our Board comprises Directors who have extensive experience in the PVC industry. In addition, we also have a management and operations team comprising qualified professionals, who have technical expertise and experience in the industry in which we operate. Our management team comprises skilled and capable professionals, who assist the Board in implementing our business strategies and identifying new opportunities for furthering the growth of our Company.
- **Established distribution network**
The PVC Products are marketed through a strong dealer and distributor network across Uttar Pradesh, Uttarakhand, Delhi NCR, Haryana and Punjab.
- **In-house Logistic advantage**
Our Company has its own fleet of commercial vehicles, which not only results in significant cost savings, but also ensures timely and uninterrupted supplies of products to our customers across Uttar Pradesh, Uttarakhand, Delhi NCR, Haryana and Punjab.

OUR GROWTH STRATEGIES

- **Enhance our presence pan India**
The company has a strong brand presence in North India for its PVC products. The company is extending its brand “Prakash” by penetrating into new territories and enhancing the product mix by adding new products in the PVC pipe fittings segment.

The commercial production of the newly ventured flexible packaging business has started during the FY2019 and is getting favourable response from the user industry due to utmost focus on quality and timely delivery to the customers.



- **Maintain Our Focus on Long-term Relationships**

We, as a Company, follow a policy whereby we focus on building long term sustainable relationships with all the stakeholders, be it suppliers or customers, since we firmly believe that the company's growth is intertwined with the growth of all connected entities.

- **Enhancing manufacturing capacities**

We are focused towards optimal utilization of our existing capacities and further setting up of additional capacities to cater the increased demand of our ever growing customer base.

- **Brand Promotion**

We are increasing our Brand presence by advertisements and by giving incentives to the dealers.

- **Continue to invest in human resources and IT infrastructure**

We believe that we have managed growth on the back of our strong infrastructure, which ensured quality and timely deliveries of our products. We will continue to invest in infrastructure, including human resources, to meet our growing needs. We plan to maintain the quality of our human resources and to continuously upgrade and benchmark our HR practices. We also plan to further strengthen IT support by installing latest software to integrate and keep track of our growing business.

Collaborations

We have not entered into any collaboration with respect to our business, including our marketing activities.

HUMAN RESOURCES AND HR POLICIES

We focus on hiring and retaining the best talent in the industry. We believe that the success of our company is driven primarily by our employees through their skills, their commitment and their constructive cooperation. We give our employees feedback and support and ensure that good performance is appropriately recognized. We determine the employees' compensation by the specifications of the position, competencies and performance. Wherever possible, we use success and performance driven compensation systems that include special increments.

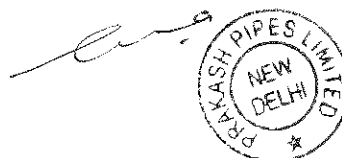
We have in-house HR Manual containing service conditions for the employees, the expected code of conduct, and discipline. Further, the manual also aims at improving the awareness of employee's vis-à-vis health and safety measures and unlawful activities/behavior such as sexual harassment. Our employees are also entitled to all benefits as are required by law including Provident Fund, ESI and Gratuity. To ensure employee health and safety, we conduct health and safety training on regular intervals for all our employees. We are committed to provide a work environment that is free from all form of discrimination and conduct that can be considered harassing, coercive or disruptive. We maintain good working relationship with our employees.

As of March 31, 2019, post effectiveness of the Scheme, we have 237 permanent employees as per details given below:

Functions	Number of Employees			
	UNIT - I		UNIT- II	HEAD OFFICE
	Factory	Packaging		
Management	1	1	0	3
Business Development / Marketing	0	4	0	4
Service & maintenance	13	6	23	-
Manufacturing (staff at factory)	28	41	57	-
Administration, Finance, HR & Legal	20	3	8	1
Commercial / Purchase / Store	5	3	10	3
Information Technology	2	0	1	-
Total	69	58	99	11

INSURANCE

Our operations are subject to risk inherent in the PVC industry such as mechanical failure of equipments, work accidents, fire, theft and natural disasters, act of terrorism and explosions including hazards that may cause injury and







loss of life, severe damage to and destruction of our property and equipment, the properties of others and risk associated with adverse working environmental conditions and may affect our operations.

We have taken comprehensive insurance policies covering our units and office premises. Our insurance policies include Standard Fire and Special Perils Policy, Burglary Policy, Marine Cargo Open Policy and other policies to insure vehicles owned by us.

INTELLECTUAL PROPERTY RIGHTS

Our brand logo and trademark "Prakash" is registered under the Trademark Act 1999 in the name of Prakash Industries Limited. In terms of the Scheme, the intellectual property rights being used by the PVC Pipes Undertaking shall be assigned in the name of our Company. The following is the list of trademarks / logos registered or for which application for registration of trademark has been applied for:

Trademark No. / Class	Trade Mark	Goods	Status
562627-17	PRAKASH	P. V. C. Pipes And Fittings Included In Class-17 For Sale In The State Of Delhi And Uttar Pradesh.	Renewed upto 2025
783208-17	 PRAKASH PVC PIPES PRAKASH PVC PIPES PRAKASH PVC PIPES PRAKASH PVC PIPES PRAKASH PVC PIPES PRAKASH PVC PIPES	P.V.C. PIPES & FITTINGS	Renewed upto 2027
796026-17	PRAKASH	P.V.C. PIPES AND FITTINGS	Renewed upto 2028
812431-17	PRAKASH GOLD	P.V.C. PIPES AND FITTINGS	Renewed upto 2028
812432-17	SURYA	P.V.C PIPES & FITTINGS	Renewed upto 2028
1071895-17	PRAYAG	P.V.C. PIPES AND FITTINGS	Renewed upto 2022
1071894-17	S A N G A M	PVC PIPES AND FITTINGS	Renewed upto 2022
1071893-17	BEAS [DEVICE]	PVC PIPES AND FITTINGS	Renewed upto 2022
2692893-17		pvc water storage tanks and containers pvc pipes, tubes and fittings, rubber and other pvc products.	Accepted for publication in Trade Mark Journal
2850864-35		trading, retail, wholesale, import, export, marketing, distribution, advertisement related to pvc water storage tanks and containers pvc pipes and fittings pvc pipes and tubes and fittings etc	Examination report has been issued by TMR Registry, New Delhi reply has been filed awaited for hearing.
2850865-20		pvc water storage tanks, made of plastic	Renewed upto 2024.

Apart from above, there is one copyright in the name of "Prakash Pipes" with registration number as A-55155/98.

Pursuant to the effectiveness of the Scheme, Prakash Industries Limited will sign an assignment deed in favor of our Company for transfer of the ownership and title for the said trademarks and copyrights used for PVC business.

PROPERTIES

Our Company owns the following freehold immovable properties which are used as factory premises:

Address of Property	Location of Land	Names of seller	Consideration (in lakhs) *	Area (in Acres)
5km stone Moradabad Road, Kashipur, Udham Singh	Khasra No.732, Village Server Kheda, Kashipur	Sukhinder Singh	2.74	3.00
	Khasra No.725, Village Server Kheda, Kashipur	Harmendra Singh	5.49	6.00



Address of Property	Location of Land	Names of seller	Consideration (in lakhs) *	Area (in Acres)
Nagar, Uttarakhand	Khasra No.725, Village Server Kheda, Kashipur	Harmendra Singh	3.98	2.55
	Khasra No.725, Village Server Kheda, Kashipur	Bhagwant Singh	3.82	2.45
	Khasra No.732,733,725 Village Server Kheda, Kashipur	Damyant Kaur	3.58	4.00
	Khasra No.732, Village Server Kheda, Kashipur	Daljeet Kaur	3.12	2.00
	Khasra No.732, Village Server Kheda, Kashipur	Sukhinder Singh	1.56	1.00
	Khasra No.725, Village Server Kheda, Kashipur	Virpal Singh	0.91	1.00
	Khasra No.1,MTR, 4MTR, Village Gangapurkhava, Th., Kashipur	Sukhinder Singh, Jatender Singh	4.97	4.00
	Khasra No.4,MTR, 4MTR, Village Gangapurkhava, Th., Kashipur	Singara Singh	7.61	10.00
	Khasra No.96,99,100,97,98 Village Kudriowala, Th., Kashipur	Ajit Singh & Mangal Singh	8.60	10.16
	Khasra No.96,98,99,100 Village Kudriowala, Th., Kashipur	Ajit Singh & Mangal Singh	8.06	10.00
	Khasra No.108, 109 Village Kudriowala, Th., Kashipur	Damyant Kaur	0.29	0.50
	Khasra No.106 Village Kudriowala, Th., Kashipur	Ajit Singh & Arvinder Singh	1.57	2.00
	Khasra No.106, 107 Village Kudriowala, Th., Kashipur	Ajit Singh & Arvinder Singh	1.44	1.84

* Does not include cost of development aggregating to Rs. 2.93 lakhs.

The above mentioned properties are mortgaged with the lenders of Prakash Industries Limited. Pursuant to the Scheme, our Company will make an application for vacation of charge on the abovementioned immovable property.

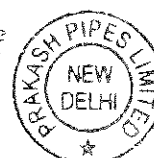
The following is the list of immovable leasehold properties:

Location of Land	Names of seller	Consideration (in lakhs) *	Area (in Acres)
Industrial Area No.3, Pithampur, Dhar (M.P.)	MP Udyogik Kendra Vikas Nigam	45	28.50

* As on March 31, 2019 and does not include present value of minimum lease payments.

The following premises have been taken on lease by our Company

Location	Activity	Date of Lease Term	Term of lease
Tailor Street, Rayya, Tehsil Baba Bakala, Diss. Amritsar	Registered Office	April 01, 2019 to March 31, 2021	2 years
House No. KH No – 75/19/26/4/20/32, 'Sriwan', Najafgarh- Bijwasan Road, New Delhi – 110 061	Corporate Office	January 01, 2019 to November 30, 2019	11 months



KEY INDUSTRY REGULATIONS

The following description is a summary of the relevant regulations and policies applicable to the Company as prescribed by the central and state governments in India.

- **Factories Act, 1948**

As per the applicable provisions of the Factories Act, 1948 ("Factories Act"), read along-with the Rules framed there under, no person can operate a factory till such time it has obtained a license from the designated authorities under the Factories Act. Generally, registration/license under the said Factories Act is issued on yearly basis and is required to be renewed annually. Factories Act, is a central law which primarily regulates working conditions of workers in factories and to ensure that basic minimum requirements for the safety, health and welfare of factory workers is provided. The Act also regulates the working hours, leave, holidays, overtime, employment of children, women and young person, etc. The Factories Act is applicable to all 'factories'.

- **Compliances under the provisions of various Pollution Control Laws**

India has a comprehensive environmental protection legal framework comprising three major statutes viz:

- The Water (Prevention and Control of Pollution) Act, 1974;
- The Air (Prevention and Control of Pollution) Act, 1981; and
- The Environment Protection Act, 1986

In order to achieve the objectives of control, and to abate and prevent pollution, Pollution Control Boards ("PCBs") vested with diverse powers have been set up in each state.

Any establishment intending to operate a factory or manufacturing facility in India is required to obtain prior permission/consent from the appropriate State Pollution Control Board before operating any such unit or factory.

The approvals /permissions as obtained from the State Pollution Control Board are for the specified period and are required to be renewed from time to time.

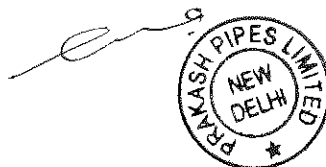
- **Industries (Development and Regulation) Act, 1951**

The Industries (Development and Regulation) Act, 1951 (the "IDRA Act") provides for the development and regulation of certain scheduled industries, which are controlled and monitored by the Central Government. The IDRA Act was amended by way of a notification dated July 25, 1991 pursuant to which, all industrial undertakings, except for certain industries specifically mentioned therein, have been exempted from procuring a license to carry on their business activities. In terms of this notification, the cement industry has been exempted by the Central Government from obtaining an industrial license. However, the exempted industrial undertaking is required to file an Industrial Entrepreneurs Memorandum with the Secretariat of Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India.

- **Registration under Contract Labour (Regulation & Abolition) Act, 1970**

The Contract Labour (Regulation and Abolition) Act, 1970 ("CLA Act") is applicable to every establishment in which twenty or more workmen are employed directly or indirectly, on any day in the preceding twelve months as contract labour. The CLA Act aims to abolish the system of contract labour wherever possible and practicable and in other cases to regulate the working conditions of the contract labour so as to ensure timely payment of wages and provision of essential amenities.

Every establishment covered by CLA Act, if it wants to engage twenty or more persons through a contractor has to get itself registered. CLA Act lays down that every principal employer of an establishment to which CLA Act applies shall make an application to the registering officer in the prescribed manner for registration of the establishment. Likewise, every contractor, to whom the CLA Act applies, is also required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. To ensure the welfare and health of the contract labour, the CLA Act imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including



both fines and imprisonment, may be levied for contravention of the provisions of the CLA Act. It is also important to note that in case the contractor fails to pay statutory dues to its contract labour, the company may then be held responsible to clear such dues in the capacity as principal employer.

- **Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008 ("Hazardous Wastes Rules")**

The Hazardous Wastes Rules impose an obligation on every occupier of an establishment generating hazardous waste to recycle or reprocess or reuse such waste in a registered recycler or to dispose of such hazardous wastes in an authorized disposal facility. Every person engaged, *inter alia*, in the generation, processing, treatment, package, storage and destruction of hazardous waste is required to obtain an authorization from the relevant state PCB for collecting, recycling, reprocessing, disposing, storing and treating the hazardous waste.

- **Tax Legislations**

The tax related laws that are applicable to our Company include the Central Goods and Service Tax Act, 2017, the Income Tax Act, the Income Tax Rules, the Customs Act, 1962, Wealth Tax Act, 1957, Customs Tariff Act, 1975, local body tax in respective states and Finance Act, 1994 and various applicable service tax notifications and circulars.

- **Indian Boiler Act, 1923**

The Indian Boilers Act, 1923 was enacted with the objective to provide mainly for the safety of life and property of persons from the danger of explosions of steam boilers and for achieving uniformity in registration and inspection during operation and maintenance of boilers in India. "Steam Boiler" means any closed vessel exceeding 22.75 litres which is used exclusively for generating steam under pressure and includes any mountings and other fittings attached to such vessel which is wholly or partly under pressure when steam is shut off. Every boiler owner is required to make an application to the Chief Inspector of Boilers for the inspection of the boiler along with the treasury challan of the requisite fees as per requirements of Indian Boilers Act, 1923.

- **Standard of Weights and Measures Act, 1976**

The Standard of Weights and Measures Act, 1976 was enacted to establish standards of weights and measures, to regulate inter-state trade or commerce in weights, measures and other goods which are sold or distributed by weight, measure or number, and to provide for matters connected therewith or incidental thereto. Under the provisions of this Act, Central Government has enacted The Standards of Weights and Measures (Packaged Commodities) Rules, 1977. The said Rules prescribe norms for packaging of the commodities meant for retail sales, declaration to be made on all the packages, manner of declarations as quantity of the products in the packages, name and address of the manufacturer, etc.

- **Permission for Operation of Diesel Generator Sets under The Indian Electricity Rules, 1956**

Under the Indian Electricity Rules, 1956, an approval has to be taken for installing diesel generator sets above 10 KW.12.5 KVA.

- **Registration State Shops and Establishment Act**

The respective State Governments have the power to make laws on the subject matter. In exercise of these powers, various State Governments have enacted the shops and establishments act which is applicable to the shops and commercial establishments within the respective states as may be specified by the Government.

Each state has its own legislation on shops and establishments which lays down *inter alia*, guidelines for regulating the hours of work, payment of wages, leave holidays, terms of service, overtime and other conditions of work of persons employed in shops, commercial establishments etc. and to discourage the malpractices by employers towards their employees.

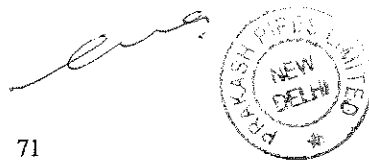
Shops or/and establishment irrespective of the number of employees is required to be compulsorily registered under such state acts.

- **State Tax on Professions, Trade, Callings and Employment**



Profession tax is levied on every person engaged in any profession, trade, calling or employment and falling under the category described in the Schedule to such Acts, and is payable to the State Government at the rate prescribed from time to time. Profession tax is payable by a company. It is also payable by an employee; however, such a payment is deducted by the employer from the salary of the employee and is paid to the Government.

- **Other Employee Welfare related acts:**
 - Employees' Provident Fund and Miscellaneous Provisions Act, 1952
 - Registration under the Employees' State Insurance Act, 1948
 - Payment of Bonus Act, 1965
 - Payment of Gratuity Act, 1972



HISTORY AND CERTAIN CORPORATE STRUCTURE

Our Company was incorporated as Prakash Pipes Limited on June 29, 2017, under the Companies Act, 2013 with the Registrar of Companies Punjab, Chandigarh and Himachal Pradesh. The Corporate Identification Number of our Company is U25209PB2017PLC046660

Registered Office	Corporate Office
Darjiyan Wali Gali, RayyaTeh - Baba Bakala Amritsar - 143 112 Tel.: +91 +91 1853 500435	'Srivan', Najafgarh - Bijwasan Road Bijwasan, New Delhi - 110 061 Tel.: +91 11 2530 5800; Fax: +91 11 2806 2119

There has been no change in the registered office of the Company since incorporation.

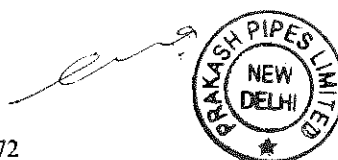
Major events in the history of Company

Year	Event
2017	Incorporation as wholly owned subsidiary of Prakash Industries Limited
2019	Receipt of Order from Hon'ble National Company Law Tribunal, Chandigarh Bench, approving the Scheme of Arrangement

Main Objects of the Company

The main objects of the Company as per Clause III(A) of the Memorandum of Association is as under:

- To establish, own, run, manage and to carry on the business as manufacturers, producers, developers, traders, buyers, sellers, exporters, importers, operators, engineers, fabricators, contractors, sub contractors, brokers, assemblers, packers, re-packers, jobbers, designers, laminators, merchants, resellers, dealers, distributors, converters, recyclers of all kinds of goods used for the purpose of irrigation, water transportation, sanitary systems, drainage system, cable ducting, or for any other purpose wherein it can be used conveniently such as pipes, tubes, hoses, sprinklers, polyethylene pipes for sprinkler irrigation system, drippers, accessories, fittings HDPE, PP, LLDPE, plastic resins, plastic granules, polymers, monomers, polypropylene, thermoplastics, foam, adhesive, synthetic resins, emulsions, fibre glass, PVC compound, PVC Dry blend, PVC premix and the like whatever name called or their derivatives/ mixtures and to do all incidental acts and things necessary for the attainment of the above project.
- To construct, build, develop, maintain, operate, own, and transfer, infrastructure facilities including water supply projects, irrigation projects, inland waterways and inland ports, water treatment system, solid waste management system, sanitation and sewerage system, or any other public facilities of a similar nature; any projects for providing telecommunications services.
- To manufacturing, spinning, processing, weaving, selling, buying, importing, exporting or otherwise to deal in low and high density polythene, polypropylene high molecular, high density polythene films, sacks, Woven sacks, bags, HDPE bags, sheeting, laying off flat tubing and to convert, any of the polythene polypropylene HM/HDPE products into any size or shape for use in packing and wrapping of all varieties of goods and to print all plastics, high density/ low density polythene, polypropylene HM/HDPE products whether rigid or flexible for packing, wrapping, and for use as stationary articles, publicity and display and for daily domestics or commercial/industrial use.
- To carry on the business as manufacturers, imports, exporters, dealers, (both wholesaler and retailer) processors, stockists, agents, distributors, traders, in all kind of PVC, HDPE, LLDPE, PLB, Cable, Duct pipe, Hose pipe, PVC pipe fittings, sanitary items, tiles made from granite, marbles, ceramics, partition, panel rods, plywood doors, windows made from aluminium, PVC wood, rails, grills, door closures, mirrors, fitting glasses, sanitary fittings, basin, shower, commode, pipe fittings, tap fittings, geysers, water filters, electric fittings and accessories, fans, lamps, security items, and sanitary items.



Changes in the activities of our Company since incorporation

There have been no changes in the activities of our Company since incorporation, which may have a material adverse effect on our profits or loss, including discontinuance of our lines of business, loss of agencies or markets and similar factors except of the Scheme of Arrangement with Prakash Industries Limited, material details of which are disclosed on page 46 of the Information Memorandum.

Subsidiary / Associate Company

We do not have any subsidiary or associate company as on the date of this Information Memorandum.

Strategic Partners


As on the date of the Information Memorandum, we do not have any Strategic Partners.

Financial Partners

As on the date of the Information Memorandum, we do not have any other financial partners.

Scheme of Arrangement

The Hon'ble National Company Law Tribunal, Chandigarh bench, vide its Order dated March 14, 2019 (certified copy received by the Company on April 01, 2019) has approved the Scheme of Arrangement among Prakash Industries Limited and Prakash Pipes Limited and their respective Shareholders and Creditors for demerger and transfer of the "PVC Pipes Undertaking" of Prakash Industries Limited (Demerged Company) into Prakash Pipes Limited (Resulting Company) under sections 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013. For more details relating to the scheme of arrangement and demerger, refer to the Section titled "Scheme of Arrangement" on page 46 of this Information Memorandum.


73



OUR MANAGEMENT

As per the Articles of Association of our Company, we shall not have less than three or more than fifteen Directors on our Board of Directors. The following table sets forth certain details regarding the Board of Directors as on the date of the Information Memorandum:

Sr. No.	Name, Designation, Father's Name, Address, occupation	Nationality	Age (Yrs)	Directorships in other entities
1.	Shri Ved Prakash Agarwal Chairman S/o Shri Basudev Agarwal 36/78, Road No. 78, Punjabi Bagh West, Delhi-110 026 DIN: 00048907 Occupation: Business Date of appointment: June 29, 2017 Term: Liable to retire by rotation	Indian	63	<ul style="list-style-type: none"> • Goel Containers Private Limited • Stable Holdings Private Limited • Jindal Industries Private Limited • Vision Mercantile Private Limited • Rourkela Steel Private Limited • Hi-Tech Mercantile (India) Private Limited • Prakash Industries Limited
2.	Shri Vikram Agarwal Managing Director & Chief Executive Officer S/o Shri Ved Prakash Agarwal 36/78, Road No. 78, Punjabi Bagh West, Delhi-110 026 DIN: 00054125 Occupation: Business Date of appointment: June 29, 2017 Term: May 22, 2019 to May 21, 2022	Indian	41	<ul style="list-style-type: none"> • Fatehpur Coal Mining Company Private Limited • Hi-Tech Mercantile (India) Private Limited • Rourkela Steel Private Limited • Vision Mercantile Private Limited • Stable Holdings Private Limited • Goel Containers Private Ltd • Prakash Industries Limited
3.	Dr. Satram Lokumal Keswani Director S/o Late Shri L. F. Keswani E-44, Sector-40, Noida- 201 303 DIN: 00190790 Occupation: Business Date of appointment: March 16, 2019 Term: March 16, 2019 to March 15, 2024	Indian	87	<ul style="list-style-type: none"> • Chemproject Consulting Private Limited • Aen Associates Private Limited • Fuelco Ispat (India) Limited • Fuelco Washeries (India) Limited • Fuelco Power And Mining Limited • Fuelco Coal India Limited
4.	Dr. Satish Chander Gosain Director S/o Shri Desh Raj Gosain B-29-30; Ghanta Ghar, Hari Nagar, New Delhi-110064 DIN: 08202130 Occupation: Profession Date of appointment: March 16, 2019 Term: March 16, 2019 to March 15, 2024	Indian	68	<ul style="list-style-type: none"> • Prakash Industries Limited
5.	Smt. Parveen Gupta Director D/o Shri Manohar Lal Gupta A-402, First Floor, Defence Colony, New Delhi-110 024 DIN: 00180678 Occupation: Profession Date of appointment: March 16, 2019 Term: March 16, 2019 to March 15, 2024	Indian	48	<ul style="list-style-type: none"> • Advance Steel Tubes Limited • Sophia Exports Limited

Brief Profile of Directors

Shri Ved Prakash Agarwal, aged 63 years, is an Industrialist having an experience of more than four decades. He started his career in 1975 as Executive Director of Surya Roshni Limited. In 1980, he along with his father Shri B. D. Agarwal promoted Prakash Industries Limited and was appointed as Managing Director and presently he is holding the position of the Chairman of the Company.



He has also been actively associated with various social, charitable and educational institutions. He has adopted 500 villages around the steel plant to provide social and literacy education and currently a major driving force to the Mid Day meal Project for providing food to children under the aegis of "Food for Life" Project of ISKCON.

Shri Vikram Agarwal, aged 41 years holds a graduate degree from the University of Delhi and has over 16 years of experience in manufacturing and information technology industry. He has overseen Prakash Industries Limited's expansion and under his guidance established the manufacturing units for wire rod, TMT bars, steel, ferro alloys and power generation of Prakash Industries Limited. He is the recipient of "Emerging India Business Baron Award" conferred by IES in the year 2012.

Dr. Satram Lokumal Keswani, aged 87 years, is a Doctorate (Ph.D) in Chemical Technology from Germany. He is a technocrat and has assisted in setting-up a number of projects as a consultant. He has an experience of more than 50 years and is presently associated with the Company. Currently he heads M/s. Chemprojects Consulting Pvt. Ltd. a consulting Company.

Dr. Satish Chander Gosain, aged 68 years, has an experience of over forty years in the field of family medicine, administrative and social sectors. For the last 38 years he has been managing various clinics across Delhi NCR. He is a focused disciplinary.

Smt. Parveen Gupta, aged 48 years, holds the degree of Chartered Accountant from Institute of Chartered Accountants of India. She is in practice as a chartered accountant since last 23 years and has experience in the field of finance and taxation.

Relationship between the Directors

There is no relationship among the directors except for Shri Ved Prakash Agarwal and Shri Vikram Agarwal. Shri Ved Prakash Agarwal is the father of Shri Vikram Agarwal:

None of our Directors, have held or are holding directorships in any listed companies whose shares have been or were suspended from being traded on the BSE and / or the NSE or whose shares have been or were delisted from the stock exchange(s). We also confirm that:

- we have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which our Director were selected as Director or member of Senior Management.
- the service contracts entered into with our Managing Director / Whole Time Director does not provide for any benefit upon termination of employment except the retirement benefits payable to them as Provident Fund, Superannuation and Gratuity as per the policies of our Company.

Remuneration of our Directors

Our Company is not paying any remuneration to the Directors of the Company including the Managing Director. However non-executive directors are entitled to a sitting fees of Rs. 12,500/- for every Board or Committee meeting and Rs. 2,500/- as out of pocket expenses.

Corporate Governance

1. Audit Committee

The Audit Committee was constituted by our Board in their meeting held on March 16, 2019 in accordance with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI LODR Regulations. The Audit Committee presently comprises of:

Sr. No.	Name of Member	Designation	Remarks
1.	Dr. Satram Lokumal Keswani	Chairman	Independent Director
2.	Smt. Parveen Gupta	Member	Independent Director
3.	Shri Vikram Agarwal	Member	Managing Director & CEO



Our Company Secretary is the Secretary to the Committee.

2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by our Board in their meeting held on April 24, 2019 in accordance with the requirements of Section 177 of the Companies Act, 2013 and Regulation 19 of the SEBI LODR Regulations. The Nomination and Remuneration Committee presently comprises of:

Sr. No.	Name of Member	Designation	Remarks
1.	Dr. Satram Lokumal Keswan	Chairman	Independent Director
2.	Shri. Vikram Agarwal	Member	Managing Director & CEO
3.	Dr. Satish Chander Gosain	Member	Independent Director

Our Company Secretary is the Secretary to the Committee.

3. Stakeholder Relationship Committee

The Stakeholder Relationship Committee was constituted by our Board in their meeting held on April 24, 2019 in accordance with the requirements of Section 177 of the Companies Act, 2013 and Regulation 20 of the SEBI LODR Regulations. The Stakeholder Relationship Committee presently comprises of:

Sr. No.	Name of Member	Designation	Remarks
1.	Dr. Satish Chander Gosain	Chairman	Independent Director
2.	Dr. Satram Lokumal Keswani	Member	Independent Director
3.	Shri. Vikram Agarwal	Member	Managing Director & CEO

Our Company Secretary is the Secretary to the Committee.

4. Corporate Social Responsibility Committee

Corporate Social Responsibility Committee was constituted by our Board in their meeting held on April 24, 2019. The Corporate Social Responsibility Committee presently comprises of:

Sr. No.	Name of Member	Designation	Remarks
1.	Shri. Vikram Agarwal	Chairman	Managing Director & CEO
2.	Dr. Satram Lokumal Keswani	Member	Independent Director
3.	Dr. Satish Chander Gosain	Member	Independent Director

5. Share Allotment and Transfer Committee

Share Allotment and Transfer Committee was constituted by our Board in their meeting held on March 16, 2019. The Share Allotment and Transfer Committee presently comprises of:

Sr. No.	Name of Member	Designation	Remarks
1.	Shri. Vikram Agarwal	Chairman	Managing Director & CEO
2.	Dr. Satram Lokumal Keswani	Member	Independent Director
3.	Dr. Satish Chander Gosain	Member	Independent Director

Interests of Directors

All of our directors may be deemed to be interested to the extent of remuneration or fees, if any, payable to them, for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and / or reimbursement of expenses and / or commission, if any, payable to them and to the extent of related party transactions.



Shareholding of our Directors

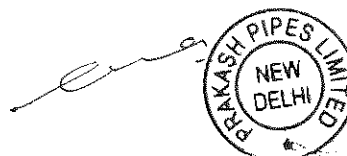
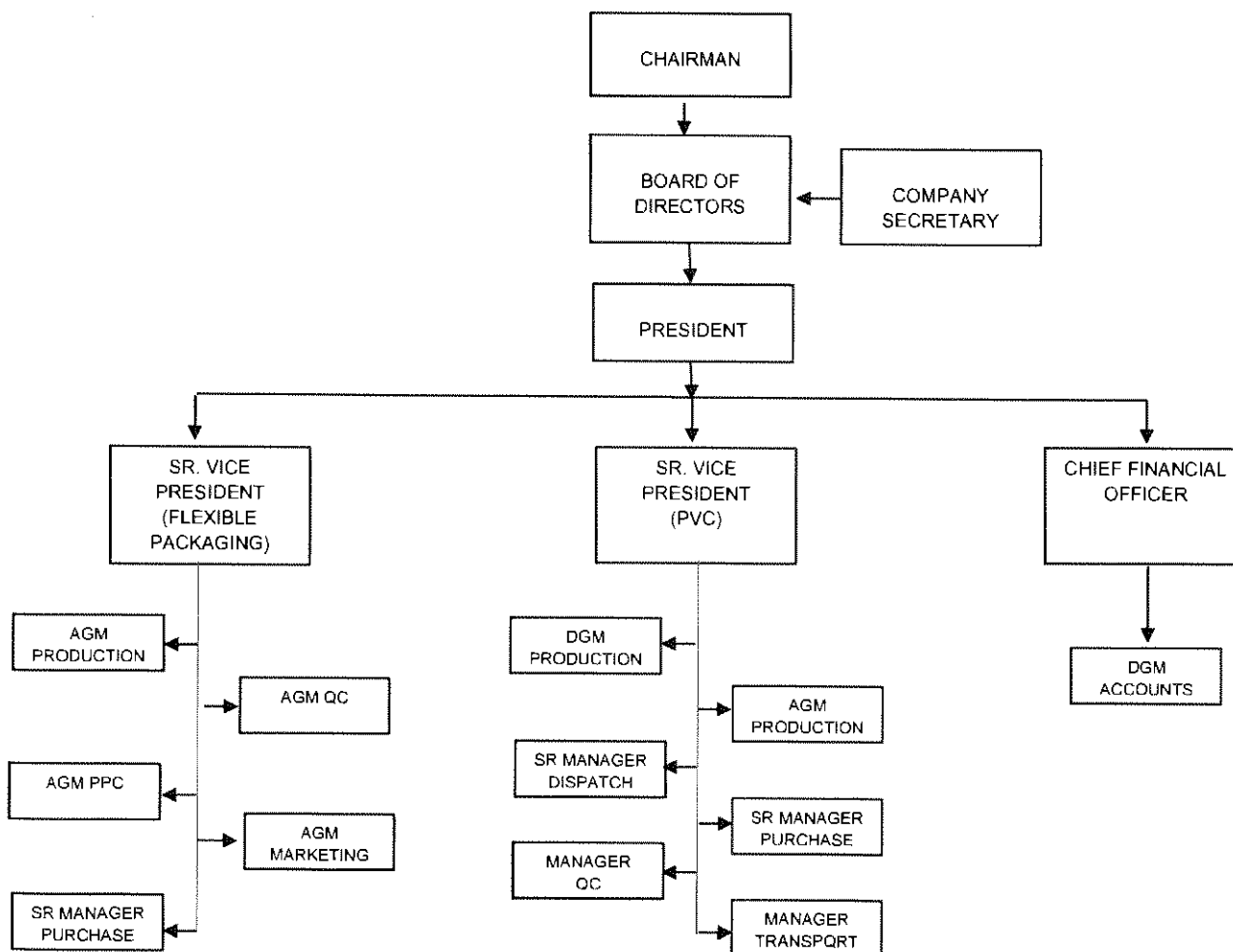
Sr. No.	Name of the Shareholders	No. of Equity Shares	% of holding
1.	Shri Ved Prakash Agarwal	65,860	0.32
2.	Shri Vikram Agarwal	50,812	0.25
3.	Dr. Satram Lokumal Keswani	3,162	0.02
4.	Dr. Satish Chander Gosain	Nil	-
5.	Smt. Parveen Gupta	Nil	-

Changes in the Board of Directors in the last 3 years

Except the following, there has been no change in the Board of Directors of our Company during the last three years:

Name of Director	Date of appointment	Date of cessation	Reason for change
Dr. Satram Lokumal Keswani	March 16, 2019	-	To broadbase the Board
Dr. Satish Chander Gosain	March 16, 2019	-	To broadbase the Board
Smt. Parveen Gupta	March 16, 2019	-	To broadbase the Board
Shri Kanha Agarwal	-	May 22, 2019	Resignation from the Board

Organization Chart



Key Managerial Personnel

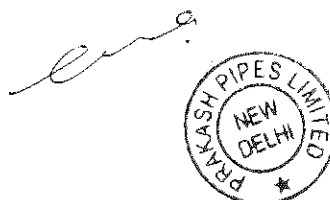
Besides Shri Vikram Agarwal, Managing Director and CEO of our Company, the following are Key Managerial Personnel of our Company.

Name	Designation	Age (years)	Qualification	Experience (years)	Date of Joining	Previous Employment
Shri Pawan Kumar	Company Secretary	48	Company Secretary	15	16.03.2019	H.G. Infratech Private Limited
Shri Dalip Kumar Sharma	Chief Financial Officer	24	Chartered Accountant	1	16.03.2019	-

Shri Pawan Kumar, aged 48 years, is a Company Secretary having experience of 15 years in complying with legal, secretarial and SEBI Compliances. He was previously associated with H.G. Infratech Private Limited, LSC Infratech Limited etc.

Shri Dalip Kumar Sharma, aged 24 years, is a Chartered Accountant by profession and joined our Company on March 16, 2019.

All our Key Managerial Personnel are permanent employees of our Company.



OUR PROMOTERS

The Promoters of our Company are Shri. Ved Prakash Agarwal, Smt. Mohini Agarwal, Shri Vikram Agarwal, Shri Kanha Agarwal and Ved Prakash Agarwal HUF.

1. Shri Ved Prakash Agarwal



Date of Birth : March 24, 1956
Address : 36/78, Road No. 78, Punjabi Bagh
West, Delhi-110 026

Shri Ved Prakash Agarwal, aged 63 years, is an Industrialist having work experience of more than four decades. He started his career in 1975 as Executive Director of Surya Roshni Limited. In 1980, he along with his father Shri B. D. Agarwal promoted Prakash Industries Limited and was appointed as Managing Director and presently he is holding the position of the Chairman of the Company.

He has also been actively associated with various social, charitable and educational institutions. He has adopted 500 villages around the steel plant to provide social and literacy education and currently a major driving force to the Mid Day meal Project for providing food to children under the aegis of "Food for Life" Project of ISKCON.

2. Smt. Mohini Agarwal



Date of Birth : August 30, 1960
Address : 36/78, Road No. 78, Punjabi Bagh
West, Delhi-110 026

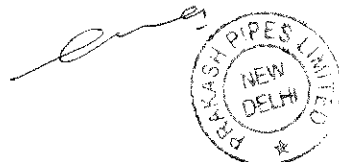
Smt. Mohini Aggarwal, aged 58 years, wife of Shri. Ved Prakash Agarwal is a homemaker and is actively involved in social welfare and religious activities with prestigious institutions like ISKCON.

3. Shri Vikram Agarwal



Date of Birth : April 12, 1978
Address : 36/78, Road No. 78, Punjabi Bagh
West, Delhi-110 026

Shri Vikram Agarwal, aged 41 years, holds a graduate degree from the University of Delhi and has over 16 years of experience in manufacturing and information technology industry. He has overseen Prakash Industries Limited's expansion and under his guidance established the manufacturing units for wire rod, TMT bars, steel, ferro alloys and power generation of Prakash Industries Limited. He is the recipient of "Emerging India Business Baron Award" conferred by IES in the year 2012.



4. Shri Kanha Agarwal



Date of Birth	: October 22, 1991
Address	: 36/78, Road No. 78, Punjabi Bagh West, Delhi-110 026

Shri Kanha Agarwal, aged 27 years, holds a graduate degree from the University of Delhi and has worked with Ernst & Young before joining the Company. He holds a post graduate degree in Management of Family Business from Indian School of Business, Hyderabad. He has experience in the field of financial audit, mergers and acquisitions and has aided the expansion of the manufacturing operations of the Company.

5. Ved Prakash Agarwal HUF

Ved Prakash Agarwal, HUF was formed on December 04, 1978. The Registered address of HUF is 36/78, West Punjabi Bagh, New Delhi – 110 026. The Karta of Ved Prakash Agarwal HUF is Shri Ved Prakash Agarwal and the co-parceners are Smt. Mohini Agarwal, Shri Vikram Agarwal, Smt. Gunjan Agarwal, Shri Kanha Agarwal, Mstr. Krishay Agarwal and Mstr. Sarvashay Agarwal. The HUF is holding investments in Promoter Companies.

Other confirmation

Our Promoters has not been declared as willful defaulters by the RBI or any other Governmental authority and there are no violations of securities laws committed by him in the past or are pending against him.

Our Promoters and Promoter Group entities have not been debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. Our Promoter is not and has never been a promoter, director or person in control of any other company which is debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Interest of Promoters

Our Promoters shall be deemed as interested to the extent of Equity Shares held by him or by the companies / firms / ventures promoted by him, if any and dividend or other distributions payable to him in respect of the said Equity Shares. Except as stated above and in the section titled "Financial Statements" on page 86 of the Information Memorandum, and to the extent of shareholding in our Company, our Promoter does not have any other interest in our business.

Related party transactions

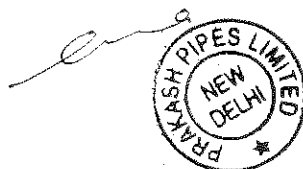
For details of related party transactions refer to "Financial Statements" on page 86 of the Information Memorandum.

Promoter Group

Persons constituting the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

Bodies Corporate / Limited Liability Partnerships

1. Aircon Systems (India) Private Limited
2. Ambrosia Commerce Private Limited
3. Chaibasa Steel LLP (converted from Chaibasa Steel Private Limited to Chaibasa Steel LLP)
4. Dhruv Commerce LLP (converted from Dhruv Commerce Private Limited to Dhruv Commerce LLP)
5. Essential Electronics LLP (converted from Essential Electronics Private Limited to Essential Electronics LLP)
6. Evershine Mercantile LLP (converted from Evershine Mercantile Private Limited to Evershine Mercantile LLP)
7. Excel Fincap LLP (converted from Excel Fincap Private Limited to Excel Fincap LLP)
8. Focus Securities and Credits Private Limited

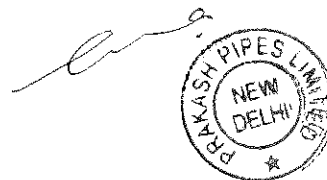


9. Four Wings Marketing LLP (converted from Four Wings Marketing Private Limited to Four Wings Marketing LLP)
10. GMK Builder Private Limited
11. Goel Containers Private Limited
12. Hisar Tubes LLP (converted from Hisar Tubes Private Limited to Hisar Tubes LLP)
13. Hi-tech Mercantile (India) Private Limited
14. New Era Commerce & Securities Private Limited
15. Ocean Ispat Private Limited
16. Pareek Overseas Private Limited
17. Prakash Capital Services Limited
18. Prakash Industrial Finance Limited
19. Premier Fincap LLP (converted from Premier Fincap Private Limited to Premier Fincap LLP)
20. Primenet Global Limited
21. Prime Mercantile Private Limited
22. Prosperoo Securities Private Limited
23. Rourkela Steel Private Limited
24. Samyak Securities LLP (converted from Samyak Securities Private Limited to Samyak Securities LLP)
25. Shikha Mercantile LLP (converted from Shikha Mercantile Private Limited to Shikha Mercantile LLP)
26. Shree Labh Lakshmi Capital Services Private Limited
27. Spring Mercantile LLP (converted from Spring Mercantile Private Limited to Spring Mercantile LLP)
28. Style Leasing and Finance Private Limited
29. Sunvin Trading and Investment LLP (converted from Sunvin Trading and Investment Private Limited to Sunvin Trading and Investment LLP)
30. Suvarna Marketing LLP (converted from Suvarna Marketing Private Limited to Suvarna Marketing LLP)
31. Techdrive Software Limited
32. Tools India Private Limited
33. Unity Mercantile Private Limited
34. Vanshi Farms Private Limited
35. Vision Mercantile Private Limited
36. Welter Securities Limited

Individuals / Hindu Undivided Family:

1. Shri Ved Prakash Agarwal
2. Smt. Mohini Agarwal
3. Shri Vikram Agarwal
4. Shri Kanha Agarwal
5. Ved Prakash Agarwal HUF

None of the Promoter Group Companies have made any public issue in the preceding three years. None of the Promoter Group Company has become a sick company nor is not under winding up or liquidation. For details on litigations and disputes pending against the Promoter Group Entities please refer to the section titled "Outstanding Litigations and Material Developments" on page 89 of the Information Memorandum.



GROUP COMPANIES

Given below is the list of entities which are Group Companies of our Company as per Regulation 2(1)(t) of the SEBI ICDR Regulations. None of the Group Companies have made any public issue in the preceding three years. None of the Group Company has become a sick company and is not under winding up or liquidation. For details on litigations and disputes pending against the Group Companies, please refer to the section titled "Outstanding Litigations and Material Developments" on page 89 of the Information Memorandum.

Definition: "group companies", shall include such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board of the issuer

1. Prakash Industries Limited

Prakash Industries Limited was incorporated as Prakash Pipes and Industries Limited on July 31, 1980 under Companies Act 1956 with the Registrar of Companies, Delhi and Haryana. The Company received the Certificate of Commencement of Business on August 18, 1980. Subsequently the name of Company was changed to Prakash Industries Limited and received the fresh certificate of incorporation on November 01, 1990. The registered office of the Company is situated at 15 KM Stone Delhi Road Hissar Haryana - 125 044. The Corporate Identification Number of the Company is L27109HR1980PLC010724. The Company is integrated manufacturers of finished steel products using the direct reduction iron (DRI) route and offer a broad range of steel products including wire rods, thermo mechanically treated (TMT) bars, and ferro alloys. The equity shares of the company are listed on BSE and NSE.

Board of Directors

- Shri Ved Prakash Agarwal
- Shri Vikram Agarwal
- Shri Kanha Agarwal
- Shri Pancham Lal Gupta
- Shri Mamraj Agarwal
- Shri Mangi Lal Pareek
- Shri Yoginder Nath Chugh
- Smt. Purnima Gupta
- Shri Sunil Kumar
- Dr. Satish Chander Gosain

Shareholding pattern as on March 31, 2019

Category	Category of shareholders	No. of shareholders	No. of fully paid up Equity Shares held	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957) (as a % of (A+B+C))	No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	No. of locked in shares		No. of shares pledged		No. of Equity Shares held in dematerialised form
								No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	Promoter & Promoter Group	47	6,41,91,645	6,41,91,645	39.30	79,17,023	40.31	27,35,528	4.26	4,14,77,818	64.62	5,80,37,045
(B)	Public	93,430	9,91,55,185	9,91,55,185	60.70	76,07,204	59.69	-	-	-	-	9,65,37,833
(C)	Non promoter non public	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee trust	-	-	-	-	-	-	-	-	-	-	-
	Total	93,476	16,33,46,830	16,33,46,830	100.00	1,55,24,227	100.00	27,35,528	1.67	4,14,77,818	25.39	15,45,74,878



BSE

The high and low closing prices and associated volumes of securities traded during last three years is as follows:

Period	High (in Rs.)	Date of High	Volume on date of high (no. of shares)	Low (in Rs.)	Date of Low	Volume on date of low (no. of shares)	Weighted Average Price (in Rs.)
2018	276.00	16.01.2018	27,02,922	70.70	10.12.2018	142994	187.56
2017	198.70	29.12.2017	10,10,234	44.05	02.01.2017	92,376	112.75
2016	63.40	18.10.2016	2,46,594	23.05	12.02.2016	77,211	46.09

The high and low closing prices and associated volume of securities traded during the last six months is as follows:

Period	High (in Rs.)	Date of High	Volume on date of high (no. of shares)	Low (in Rs.)	Date of Low	Volume on date of low (no. of shares)	Weighted Average Price (in Rs.)
March 2019	96.00	07.03.2019	1,55,234	87.20	25.03.2019	1,92,846	91.20
February 2019	97.00	25.02.2019	2,53,910	80.30	04.02.2019	74,067	88.26
January 2019	99.00	14.01.2019	5,12,732	67.00	02.01.2019	1,32,090	89.80
December 2018	97.00	03.12.2018	2,39,865	70.70	10.12.2018	1,42,994	83.14
November 2018	117.50	12.11.2018	64,475	84.65	28.11.2018	2,94,329	101.57
October 2018	121.00	16.10.2018	93,642	104.45	19.10.2018	95,179	109.05

NSE

The high and low closing prices and associated volumes of securities traded during last three years is as follows:

Period	High (in Rs.)	Date of High	Volume on date of high (no. of shares)	Low (in Rs.)	Date of Low	Volume on date of low (no. of shares)	Weighted Average Price (in Rs.)
2018	276.00	16.01.2018	161,36,233	70.50	10.12.2018	816,229	187.98
2017	198.90	29.12.2017	45,70,185	44.10	02.01.2017	551,904	112.45
2016	63.50	18.10.2016	10,07,053	22.80	12.02.2016	2,67,730	47.09

The high and low closing prices and associated volume of securities traded during the last six months is as follows:

Period	High (in Rs.)	Date of High	Volume on date of high (no. of shares)	Low (in Rs.)	Date of Low	Volume on date of low (no. of shares)	Weighted Average Price (in Rs.)
March 2019	95.60	12.03.2019	17,45,044	86.90	14.03.2019	827,091	91.98
February 2019	96.20	25.02.2019	10,96,612	80.10	04.02.2019	516,130	88.18
January 2019	99.10	14.01.2019	31,02,331	76.30	03.01.2019	490,753	90.53
December 2018	96.95	03.12.2018	14,95,156	70.50	10.12.2018	816,299	83.14
November 2018	117.70	12.11.2018	454,350	84.60	28.11.2018	17,19,407	102.24
October 2018	121.00	16.10.2018	624,539	100.20	26.10.2018	495,246	109.05

For the purpose of aforesaid tables:

- Year is a calendar year ending on December 31.
- Weighted Average Price (Total Turnover / Total Traded Quantity) for all trading days during the said period



- High price is the maximum of the daily high prices and Low price is the minimum of the daily low prices of the Equity Shares of our Company for the year, or the month, as the case may be
- In case of two days with the same high / low, the date with higher volume has been considered

Financial performance

The audited financial results of Prakash Industries Limited for the financial years ended March 31, 2018, 2017 and 2016 are set forth below:

Particulars	(Rs. In lakhs)		
	March 31, 2019	March 31, 2018	March 31, 2017
Total Revenue	3,59,508	3,02,148	2,41,812
Net profit / (loss) after tax (before Other Comprehensive Income)	53,922	38,625	8,100
Equity Share Capital	16,335	15,688	13,905
Reserves & Surplus	2,69,025	2,57,917	2,08,191
Net Worth	2,85,360	2,73,605	2,22,096
Book Value (in Rs.) of face value Rs. 10/- each	174.69	174.40	159.67
Basic EPS (in Rs.) of face value Rs. 10/- each (after exceptional items)	33.41	25.58	5.97
Diluted ESP (in Rs.) of face value Rs. 10/- each (after exceptional items)	28.80	23.05	5.40



DIVIDEND POLICY

The declaration and payment of dividend on the Equity Shares will be recommended by our Board and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by the Board. Further, the Board may also declare interim dividend in accordance with the provisions of the Act.

Our Company has recommended a dividend of Rs. 1.20 (Rupees One and Paise Twenty only) per equity share of Rs. 10/- each in its meeting held on April 24, 2019 for the financial year ended March 31, 2019. The same will be paid subject to approval of shareholders in their ensuing Annual General Meeting.



FINANCIAL STATEMENTS

Index to Financial Statements

Sr. No.	Financial Statements	Page No.
1	Audited Financial Statements for the financial year ended March 31, 2019	F-1 to F-39



CHATURVEDI & CO.

Chartered Accountants

203 KUSAL BAZAR, 32-33 NEHRU PLACE, NEW DELHI-110019

Phone: 011-41048438

E-mail: delhi@chaturvedico.com * Website: www.chaturvedico.com

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PRAKASH PIPES LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Prakash Pipes Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in

Other Offices: * Kolkata * Mumbai * Chennai * Kanpur * Lucknow

accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

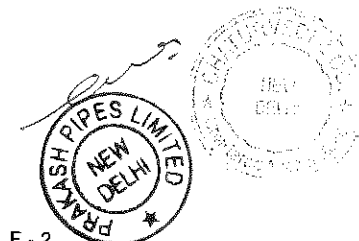
The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial.
- ii. The Company has made provision, as required under the applicable law or accounting standards. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses



iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

New Delhi
April 24, 2019



For **CHATURVEDI & CO.**
Chartered Accountants
Firm Registration No. 302137E

A handwritten signature in black ink, appearing to be "Pankaj Chaturvedi".

PANKAJ CHATURVEDI
Partner
Membership No. 091239

A handwritten signature in black ink, appearing to be "Pankaj Chaturvedi".



ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Prakash Pipes Limited of even date)

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets have been physically verified during the year by the management in accordance with a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the registered sale deed and lease agreement provided to us, we report that, the title deeds, comprising all freehold immovable properties of land and buildings and leasehold land which were transferred in pursuant to the scheme of demerger, are yet to be transferred in the name of the Demerged as at the balance sheet date.
- ii. According to the information and explanation given to us, the management has conducted physical verification of inventory at reasonable intervals during the year. The discrepancies noticed on verification between physical inventory and book records were not material and have been properly dealt with in the book of account.
- iii. According to the information and explanations given to us, the Company has granted unsecured loans to a body corporate, covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:

(a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.

(b) The schedule of repayment of principal and payment of interest has been stipulated and repayments of principal amounts and interest have been regular as per stipulations.

(c) There is no overdue amount remaining outstanding as at the year-end.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the rules framed there under during the year. Accordingly, the provisions of Para 3 (v) of the Order are not applicable to the Company.
- vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Rules made by the Central Government under sub-section (1) of Section 148 of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of these records with a view to determining whether they are accurate or complete.
- vii. (a) According to information and explanations given to us and the records of the Company examined by us, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund, employee's state insurance, income tax, goods and service tax, duty of customs, cess and any other material statutory dues applicable to it with the appropriate authorities except advance income tax of Rs.373 lakhs is pending to be deposited since more than six months..



- (b) According to the information and explanations given to us and the records of the Company examined by us, there were no outstanding dues in respect of income tax, duty of customs and other material statutory dues which as at March 31, 2019 have not been deposited on account of any dispute.
- viii. According to the information and explanations given to us, there is no loan or borrowing taken from Government or has not been issued debenture during the year. The Company has not defaulted in repayment of loans or borrowing to bank.
- ix. According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans have been applied for the purposes for which raised.
- x. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees have been noticed or reported during the year.
- xi. According to the information and explanations given to us and based on the audit procedures conducted by us, no the managerial remuneration has been paid or provided during the year. Accordingly, the provisions of Para 3 (xi) of the Order are not applicable to the Company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of Para 3 (xii) of the Order are not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of Para 3 (xii) of the Order are not applicable to the Company.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, the provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

New Delhi
April 24, 2019



For CHATURVEDI & CO.
Chartered Accountants
Firm Registration No. 302137E

PANKAJ CHATURVEDI
Partner
Membership No. 091239



Annexure B referred to in Independent Auditor's Report of even date to the members of Prakash Pipes Limited ("the Company") on the financial statements for the year ended March 31, 2019

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Prakash Pipes Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing issued, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India and applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are



[Handwritten signature]



being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.


Opinion

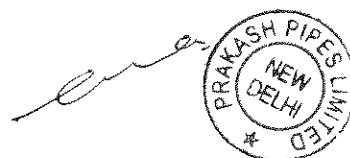
In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

New Delhi
April 24, 2019



For CHATURVEDI & CO.
Chartered Accountant
Firm Registration No. 302137E


PANKAJ CHATURVEDI
Partner
Membership No. 091239



Prakash Pipes Limited

Balance Sheet as at 31st March, 2019

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
I. ASSETS			
(1) Non Current Assets			
(a) Property, Plant and Equipment	4	4,326	-
(b) Capital Work-in-progress	4	38	-
(c) Financial Assets			
(i) Other Financial Assets	5	82	-
(d) Other Non Current Assets	6	77	-
(e) Deferred Tax Assets (Net)	7	2,109	-
		<u>6,632</u>	<u>-</u>
(2) Current Assets			
(a) Inventories	8	1,738	-
(b) Financial Assets			
(i) Trade Receivables	9	3,163	-
(ii) Cash and Cash Equivalents	10	71	1
(iii) Loan	11	1,020	-
(iii) Other Financial Assets	12	398	-
(c) Other Current Assets	13	1,031	-
		<u>7,421</u>	<u>1</u>
TOTAL ASSETS		<u>14,053</u>	<u>1</u>
II. EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	14	2,042	1
(b) Other Equity	15	8,875	-
		<u>10,917</u>	<u>1</u>
LIABILITIES			
(1) Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	13	-
(ii) Non Current Liabilities	17	14	-
(b) Provisions	18	206	-
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables	19		
-Total outstanding dues of Micro Enterprises and Small Enterprises		463	-
-Total outstanding due of creditors other than Micro Enterprises and Small Enterprises		1,146	-
(ii) Other Financial liabilities	20	213	-
(b) Other current Liabilities	21	188	-
(c) Provisions	22	65	-
(d) Current tax Liabilities (Net)	23	828	-
TOTAL LIABILITIES		<u>3,136</u>	<u>-</u>
TOTAL EQUITY AND LIABILITIES		<u>14,053</u>	<u>1</u>

* Figure is less than one lakh

The accompanying notes are an integral part of these financial statements
As per our report of even date attached

For Chaturvedi & Co.
Chartered Accountants
Firm Registration No. 302137E

Pankaj Chaturvedi
Partner
M.No. 091239
New Delhi
24th April, 2019



For and on behalf of the Board

V. P. Agarwal
Chairman
DIN: 00048607

Pawan Kumar
Company Secretary
M.No. FCS 7851

Vikram Agarwal
Director
DIN: 00054125

Dalip Kumar Sharma
CFO



Prakash Pipes Limited

Statement of Profit and loss for the year ended 31st March, 2019

Particulars	Note No.	For the year ended 31st March, 2019	For the period ended 31st March, 2018
INCOME			
Revenue from operations	24	34,096	-
Other Income	25	459	-
Total Income		34,555	-
EXPENSES			
Cost of material consumed		26,075	-
Changes in inventories of finished goods and work-in-progress	26	140	-
Employee benefits expense	27	1,292	-
Finance costs	28	20	-
Depreciation expense	29	472	-
Other expenses	30	2,729	*
Total expenses		30,728	-
Profit before exceptional items and tax		3,827	*
Exceptional Items		-	-
Profit before tax		3,827	*
Tax expenses:			
Current tax		829	-
Deferred Tax		143	-
Total tax expense		972	-
Profit for the year		2,855	*
Other Comprehensive Income			
a) Items that will not be reclassified to Profit or Loss			
-Remeasurement of defined benefit plans		(27)	-
b) Income tax relating to items that will not be reclassified to profit or loss			
-Remeasurement of defined benefit plans		9	-
Total other comprehensive Income		(18)	*
Total Comprehensive Income for the year		2,837	*
Earning per equity share:			
(Face Value of ₹ 10/- each) (refer note 38)			
Basic ₹		13.98	(3.26)
Diluted ₹		13.36	(3.26)

* Figure is less than one lakh

The accompanying notes are an integral part of these financial statements

As per our report of even date attached



For Chaturvedi & Co.
Chartered Accountants
Firm Registration No.302137E

Pankaj Chaturvedi
Partner
M.No.091239
New Delhi
24th April, 2019



For and on behalf of the Board

V. P. Agarwal

V. P. Agarwal
Chairman
DIN:00048907

Vikram Agarwal
Director
DIN:00054125

Pawan Kumar
Company Secretary
M.No.FCS 7851

Dalip Kumar Sharma
CFO



Prakash Pipes Limited

Statement of Changes in Equity for the year ended 31st March, 2019

Equity Shares of ₹10 each Issued, subscribed and fully paid up

	Number of Shares	Amount
Balance as at 29th June, 2017	-	-
Addition during the year	10,000	1
Balance as at 31st March, 2018	10,000	1
Cancelled in pursuant to the scheme of demerger (refer note 14)	(10,000)	(1)
Equity Share Suspense account	204,18,354	2,042
Balance as at 31st March, 2019	204,18,354	2,042

B. Other Equity

Particulars	Reserves and Surplus				Other Comprehensive Income	Total
	Capital Reserve	Contingent Consideration (refer note 33)	General Reserve	Retained Earnings		
Balance as at 29th June, 2017	-	-	-	-	-	-
Addition During the Year	-	-	-	-	-	-
Balance as at 31st March, 2018	-	-	-	-	-	-
Addition During the Year	5,943	95	-	-	-	6,038
Profit for the year	-	-	-	1,864	(27)	1,837
Transferred to General Reserve	-	-	1,000	-	-	1,000
Balance as at 31st March, 2019	5,943	95	1,000	1,864	(27)	8,875

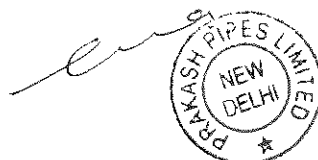
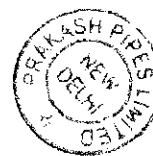
* Figure is less than one lakh

Nature and purpose of Reserve

1. Capital Reserve :- The capital reserve is recognised in pursuant to the scheme of arrangement and demerger ("the scheme") between Prakash Industries limited (PIL) ("the demerged company") and Prakash Pipes Limited (PPL) ("the resulting company") as approved by the National Company Law Tribunal (NCLT) Chandigarh on March 14, 2019. This reserve is not freely available for distribution to the shareholders. In respect of cancellation of shares held by PIL, PPL has debited to its Equity Share Capital Account and corresponding credited to Capital Reserve to PPL.

2. Retained earning :- Retained earning comprise of the profits of the company earned till date net of distributions and other adjustments.

3. General Reserve: General Reserve is the portion of the net profit transferred by the Company during the year.



Prakash Pipes Limited

Statement of Cash Flow for the year ended 31st March'2019

(₹ in lakhs)

CASH FLOW STATEMENT

For the year ended
31st March,2019

For the period ended
31st March,2018

A. Cash Flow From Operating Activities :

Profit before tax		3,827	-
Adjustments for			
Provision for employee benefit	27	-	-
Allowance for doubtful debts and advances	5	-	-
Depreciation expenses	472	-	-
Interest & Other Income	(15)	-	-
Loss/(Profit) on sale of fixed assets	(18)	-	-
Financial Costs	20	491	-
Operating Profit before working Capital changes		4,318	-
Adjustments for			
Increase in Trade receivables	(331)	-	-
Increase in Other financial assets	(1,390)	-	-
Increase in Other current assets	(693)	-	-
Decrease in Inventories	238	-	-
Increase in Trade payable and other financial liabilities	589	-	-
Increase in Other current liabilities	59	(1,528)	-
Cash generated from operations		2,790	-
Direct Taxes Paid(Net of refund)		767	-
Net Cash from operating activities		2,023	-

B. Cash Flow From Investing Activities:

Proceeds from Sale of fixed assets		19	-
Payment for Property, Plant and Equipment including CWIP and capital advances		(2,031)	-
Interest received		17	-
Net cash used in investing activities		(1,995)	-

C. Cash Flow From Financing Activities :

Proceeds from issue of Share Capital		-	1
Proceeds/(Repayments) from borrowings (Net)		9	-
Interest paid		(1)	-
Net Cash from financing activities		8	1

Net Changes in Cash & Cash equivalents (A+B+C) 36 1

Opening balance of Cash & Cash equivalents 1 -

Add: In pursuant of Demerger 34

Closing balance of Cash & Cash equivalents 71 1

* Figures is less than one lakh

The accompanying notes are an integral part of these financial statements

As per our report of even date attached

For Chaturvedi & Co.
Chartered Accountants

Pankaj Chaturvedi
Partner
M.No.091239
New Delhi
24th April,2019



For and on behalf of the Board

V. P. Agarwal
Chairman
DIN:00048807

Vikram Agarwal
Director
DIN:00054125

Pawan Kumar
Company Secretary
M.No.FCS 7951

Dalip Kumar Sharma
CFO



Prakash Pipes Limited

Notes on Financial Statements

1. Company Overview

Prakash Pipes Limited (the "Company") is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India and company is incorporated on June 29, 2017 as subsidiary of Prakash Industries Limited. The Company is formed for the manufacturing of PVC pipes & fittings and packaging products. Pursuant to the National Company Law Tribunal (NCLT) order, PVC pipe and Packaging segment of Prakash Industries Limited has been demerged into Prakash Pipes Limited (Resulting Company) w.e.f April 1st, 2018, being appointed date and pursuant to NCLT order Prakash Pipes Limited ceased to be a Subsidiary of Prakash Industries Limited from appointed date. (Demerged Company). The Company has its manufacturing facilities in India and sells products in India.

2. Recent accounting pronouncements

Ind AS 116 Leases: On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019. The standard permits two possible methods of transition:

- Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application.

Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:

- Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or
- An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application

Certain practical expedients are available under both the methods.

On completion of evaluation of the effect of adoption of Ind AS 116, the Company is proposing to use the 'Modified Retrospective Approach' for transitioning to Ind AS 116, and take the cumulative adjustment to retained earnings, on the date of initial application (April 1, 2019). Accordingly, comparatives for the year ending or ended March 31, 2019 will not be retrospectively adjusted. The Company has elected certain available practical expedients on transition.



Prakash Pipes Limited

Notes on Financial Statements

Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments: On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition - i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives.

The effect on adoption of Ind AS 12 Appendix C would be insignificant in the standalone financial statements.

Amendment to Ind AS 12 – Income taxes : On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the standalone financial statements.

Amendment to Ind AS 19 – plan amendment, curtailment or settlement- On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not have any impact on account of this amendment



Prakash Pipes Limited

Notes on Financial Statements

3. Significant Accounting policies

3.1 Basis of preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended, and presentation requirements of Schedule III to the Act under the historical cost convention on accrual basis except for certain financial instruments which are measured at fair value.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

3.2 Critical accounting judgements and key sources of estimation uncertainty

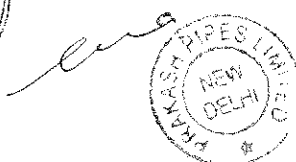
The preparation of the financial statements in conformity with the Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates under different assumptions and conditions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Critical Judgements In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

Discount rate used to determine the carrying amount of the Company's defined benefit obligation: In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

Contingences and commitments: In the normal course of business, contingent liabilities may arise from litigations and other claims against the Company. Where the potential liabilities have a low probability of crystallizing or are very difficult to quantify reliably, company treat them as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings, company do not expect them to have a materially adverse impact on the financial position or profitability.



Prakash Pipes Limited

Notes on Financial Statements

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Income taxes: The Company's tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions.

Useful lives of property, plant and equipment: As described in note 3.7, the Company reviews the estimated useful lives and residual values of property, plant and equipment at the end of each reporting period. During the current financial year, the management determined that there were no changes to the useful lives and residual values of the property, plant and equipment.

3.3 Operating Cycle and Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification in accordance with Part-I of Division- II of Schedule III of the Companies Act, 2013. The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its normal operating cycle.

3.4 Revenue recognition

Revenue is recognized when control of a good or service transfers to a customer.

Five-step processes are applied before revenue can be recognized:

- Identify contracts with customers
- Identify the separate performance obligation
- Determine the transaction price of the contract
- Allocate the transaction price to each of the separate performance obligations, and
- Recognize the revenue as each performance obligation is satisfied.

Interest income Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Dividends Dividend income from investments is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

3.5 Segment Reporting

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on a



[Handwritten signature]



Prakash Pipes Limited

Notes on Financial Statements

reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities.

3.6 Government grants

Grants from the government are recognized where there is a reasonable assurance that the grant will be received and the company will comply with all attached conditions.

Government grants relating to income are deferred and recognized in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight line basis over the expected life of the related assets and presented within other income.

3.7 Property, plant and equipment

Property, plant and equipment (PPE) are initially recognised at cost. The initial cost of PPE comprises its purchase price, including non-refundable duties and taxes net of any trade discounts and rebates. The cost of PPE includes interest on borrowings (borrowing cost) directly attributable to acquisition, construction or production of qualifying assets subsequent to initial recognition, PPE are stated at cost less accumulated depreciation (other than freehold land, which are stated at cost) and impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and useful lives.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work in progress) less their residual values over the useful lives, using the straight-line method ("SLM") in the manner prescribed in Schedule II of the Act. Management believes based on a technical evaluation (which is based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.) that the useful lives of the assets as considered by the company reflect the periods over which these assets are expected to be used.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates



Prakash Pipes Limited

Notes on Financial Statements

and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in profit or loss. Fully depreciated assets still in use are retained in financial statements.

3.8 Capital work-in-progress

Capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost.

3.9 Income tax

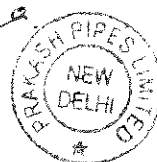
Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current tax: Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax: Deferred income tax is recognized using the Balance Sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of a deferred tax asset is reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realized or the deferred tax liability is settled. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.



Prakash Pipes Limited

Notes on Financial Statements

3.10 Leases

Leases are classified as finance leases whenever the terms of lease transfer substantially all the risks and rewards of ownership to the lessee. Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

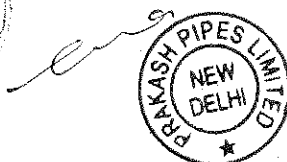
Operating Lease: Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of the time pattern in which economic benefits from leased assets are consumed. The aggregate benefit of incentives (excluding in inflationary increases where rentals are structured solely to increase in line with the expected general inflation to compensate for the lessor's inflationary cost increases, such increases are recognised in the year in which the benefits accrue) provided by the lessor is recognized as a reduction of rental expense over the lease term on a straight-line basis.

Finance Lease: Assets held under finance leases are initially recognized as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation. Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease. Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on borrowing costs. Contingent rentals are recognized as expenses in the periods in which they are incurred.

3.11 Impairment of assets

Financial assets : The Company assesses on a forward-looking basis the expected credit losses associated with its financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

PPE and intangibles assets: Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash-generating unit (CGU) to which the asset belongs.



Prakash Pipes Limited

Notes on Financial Statements

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the Statement of Profit and Loss.

3.12 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.13 Provisions and Contingent Liabilities:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

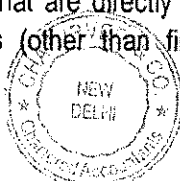
Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

3.14 Inventories

Inventories are valued at lower of cost on FIFO basis and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

3.15 Non-derivative financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value



Prakash Pipes Limited

Notes on Financial Statements

through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

a. **Financial assets – Subsequent measurement**

Financial assets at amortised cost: Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI): Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

Financial assets at fair value through profit or loss (FVTPL): Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

b. **Financial liabilities - Subsequent measurement**

Financial liabilities are measured at amortised cost using the effective interest method. The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings: After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost on accrual basis.

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

c. **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in financial statements if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

3.16 **Employee Benefits**

Employee benefits consist of contribution to employees state insurance, provident fund, gratuity fund and compensated absences.

Post-employment benefit plans



Prakash Pipes Limited

Notes on Financial Statements

Defined Contribution plans

Contributions to defined contribution schemes such as employees' state insurance, labour welfare fund, employee pension scheme etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

Defined benefit plans

The Company operates defined benefit plan in the form of gratuity and compensated absence. The liability or asset recognised in the balance sheet in respect of its defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the said obligation is determined by discounting the estimated future cash out flows, using market yields of government bonds that have tenure approximating the tenures of the related liability.

The interest expenses are calculated by applying the discount rate to the net defined benefit liability or asset. The net interest expense on the net defined benefit liability or asset is recognised in the Statement of Profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

The classification of the company's net obligation into current and non- current is as per the actuarial valuation report.

3.17 Business combination – common control transaction

Business combinations involving entities that are controlled by the group are accounted for using the pooling of interests method as follows

- The assets and liabilities of the resulting entity are reflected at their carrying amounts.
- No adjustments are made to reflect fair values, or recognize any new assets or liabilities. Adjustments are only made to harmonise accounting policies.
- The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, where the business combination had occurred after that date, the prior period information is restated only from that date.



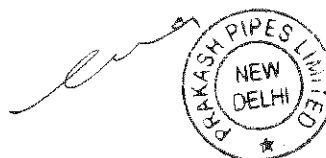
Prakash Pipes Limited

Notes on Financial Statements

- The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and net assets transferred to capital reserve and is presented separately from other capital reserves.

3.18 Earnings per share (EPS)

Basic EPS is computed by dividing the profit or loss attributable to the equity shareholders of the Company by the weighted average number of Ordinary shares outstanding during the year. Diluted EPS is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of ordinary equity shares, for the effects of all dilutive potential Ordinary shares.



Prakash Pipes Limited

4 Statement of property, plant and equipment, Capital Work-in-Progress, Intangible Assets and Intangible Assets under Development as at 31st March, 2019

PARTICULARS	Property, Plant and Equipment										Capital Work-in-Progress
	Land (Lease Hold)	Land (Free Hold)	Buildings	Plant and Equipment	Furniture and fixtures	Vehicles	Office Equipments	Mould & Dies	Total		
Gross carrying value as at 1st April, 2018	-	-	-	-	-	-	-	-	-	-	
Assets transferred in pursuant of Demerger	73	61	1,299	3,386	43	613	40	355	5,870	173	
Additions	-	-	148	1,939	18	-	13	237	2,355	1,873	
Disposals	-	-	-	16	-	-	-	-	16	-	
Capitalisation During the year	-	-	-	-	-	-	-	-	-	-	
Gross carrying value as at 31st March, 2019	73	61	1,447	5,309	61	613	53	592	8,209	2,008	
Accumulated depreciation as at 1st April, 2018	-	-	-	-	-	-	-	-	-	-	
Accumulated Depreciation transferred in pursuant of Demerger	20	-	941	1,935	37	262	38	173	3,426	-	
Depreciation	1	-	22	268	2	60	3	116	472	-	
Depreciation charged to Capital Work in Progress	-	-	-	15	-	-	-	-	15	-	
Accumulated depreciation on disposals	-	-	-	-	-	-	-	-	-	-	
Accumulated depreciation as at 31st March, 2019	21	-	963	2,188	39	342	41	289	3,883	-	
Carrying value as at 1st April, 2018	-	-	-	-	-	-	-	-	-	-	
Carrying value as at 31st March, 2019	52	61	484	3,121	22	271	12	303	4,326	38	

4.1 Lease hold land is taken by the Company on long term agreement with the government/government agency.



Prakash Pipes Limited

Notes on Financial Statements

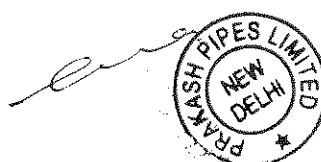
₹ in lakhs

6 Other Financial Assets	As at 31st March, 2019	As at 31st March, 2018
Non current financial assets		
(unsecured, considered good, unless otherwise stated)		
Security Deposits	82	-
	<u>82</u>	<u>-</u>

6 Other Non Current Assets	As at 31st March, 2019	As at 31st March, 2018
(unsecured, considered good, unless otherwise stated)		
Capital Advances	77	-
	<u>77</u>	<u>-</u>

7 Deferred Tax Assets(Net)	As at 31st March, 2019	As at 31st March, 2018
MAT Credit Entitlement	2,163	-
Less: Deferred Tax Liabilities(Net)	<u>54</u>	<u>-</u>
(refer note no.36)	2,109	-
	<u>2,109</u>	<u>-</u>

8 Inventories	As at 31st March, 2019	As at 31st March, 2018
Current assets		
(As taken, valued and certified by the Management)		
Raw Materials	739	-
Finished Goods	739	-
Work In Progress	49	-
Stores, Spares & Fuels	204	-
Scrap & Waste	7	-
	<u>1,738</u>	<u>-</u>



Prakash Pipes Limited

Notes on Financial Statements

₹ in lakhs

9 Trade Receivables Current financial assets

As at 31st March, 2019 As at 31st March, 2018

Trade Receivable considered good-unsecured	2,966	-
Trade Receivable which have significant increase in credit risk	208	-
	<u>3,174</u>	-
Less: Trade Receivable-credit impaired	11	-
	<u>3,163</u>	-
The movement in allowance for bad and doubtful debts:		
Balance as at beginning of the year	-	-
In pursuant to scheme of demerger	6	-
Allowance for bad and doubtful debts during the year	5	-
Trade receivables written off during the year	-	-
	<u>11</u>	-

10 Cash And Cash Equivalents

As at 31st March, 2019 As at 31st March, 2018

Balances with banks:		
On Current Accounts	69	1
Cash on hand	2	-
	<u>71</u>	<u>1</u>

11 Loan

As at 31st March, 2019 As at 31st March, 2018

Loan Receivable considered good-unsecured (refer note 37)	1,020	-
Loan Receivable which have significant increase in credit risk	-	-
	<u>1,020</u>	-
Less: Loan Receivable-credit impaired	-	-
	<u>1,020</u>	-

12 Other Financial Assets Current financial assets

As at 31st March, 2019 As at 31st March, 2018

(Unsecured considered good, unless otherwise stated)

Interest accrued	4	-
Claims Recoverable	397	-
	<u>401</u>	-
Less: Allowance for Claim Recoverable	(3)	-
	<u>398</u>	-
The movement in allowance for bad and doubtful Claims:		
Balance as at beginning of the year	-	-
In pursuant to scheme of demerger	3	-
Allowance for bad and doubtful debts during the year	-	-
Claim receivables written off during the year	-	-
	<u>3</u>	-

13 Other Current Assets

As at 31st March, 2019 As at 31st March, 2018

(Unsecured considered good, unless otherwise stated)

Balances with Customs, Central Excise, VAT etc.	448	-
Advances to vendors	552	-
Other advances (including prepaid expenses etc.)	31	-
	<u>1,031</u>	-



Prakash Pipes Limited

Notes on Financial Statements

₹ in lakhs

14 Equity Share Capital

As at 31st March, 2019 As at 31st March, 2018

Authorised

2,50,00,000 (31st March, 2018: 10,000) Equity Shares Of ₹ 10 each	2,500	1
	<u>2,500</u>	<u>1</u>

Issued, Subscribed and Paid Up

Equity		
Nil (31 st March, 2018, 10,000) Equity Shares of Rs 10 each	-	1
Equity Share Suspense account (refer note below)	2,042	-
	<u>2,042</u>	<u>1</u>

a) Reconciliation of equity shares outstanding at the beginning and end of the reporting period.

Equity Shares	As at 31st March, 2019 Nos.	₹ in lakhs	As at 31st March, 2018 Nos.	₹ in lakhs
Balance at the beginning of the year	10000	1	10000	1
Cancelled pursuant to the scheme of demerger (refer note c)	(10000)	(1)	-	-
Balance at the end of the year	-	-	10000	1

Notes:

a) As consideration for the value of net assets transferred, the Company shall issue 2,04,18,354 equity shares of Rs 10/- each as fully paid-up aggregating to Rs. 20,41,83,540 to the existing shareholders of PIL as on the record date in the ratio of 8:1. Pending the allotment, this amount has been considered as equity share suspense account under Share Capital.

b) Terms/ rights attached to equity shares

The Company has one class of equity shares having a par value of ₹10 per share. Each shareholder is entitled to one vote per share. All equity Share holders are having right to get dividend in proportion to paid up value at each equity shares as and when declared. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all the preferential amounts, in proportion to their shareholding.

c) With the issue and allotment of the new equity shares by PPL to the equity shareholders of PIL, in accordance with demerger to the scheme, in the books of PPL, all the equity shares issued by PPL to PIL and held by PIL as on 01st April, 2018 stand cancelled, extinguished and annulled on and from the effective date.

15 Other Equity

As at 31st March, 2019 As at 31st March, 2018

Capital Reserve on demerger	5,943	-
Retained Earnings	1,864	-
General Reserve	1,000	-
Other Comprehensive Income	(27)	-
Contingent consideration (refer note 33)	95	-
	<u>8,875</u>	<u>-</u>

16 Borrowings

As at 31st March, 2019 As at 31st March, 2018

Non current financial liabilities

Secured

Term Loan

From Bank

Finance Lease Obligation (refer note 44)

7

6

13

Terms and Conditions

-Term loan financed by Axis Bank @9% repayable in 60 equal instalments ending on 1st April, 2023 and the loan is secured against vehicle financed.

Prakash Pipes Limited

Notes on Financial Statements

₹ in lakhs

17 Non Current Liabilities

As at 31st March,2019 As at 31st March,2018

Deferred Income

14

14

17.1 Deferred income represent capital investment subsidy which were granted on investment in plant and machinery under special package-II for industrial unit in the states of Uttarakhand and to be recognised in remaining useful life of respective plant and machinery

18 Provisions

As at 31st March,2019 As at 31st March,2018

For Employee Benefits (refer note 34)

206

206

19 Trade Payables

Current financial liabilities

As at 31st March,2019 As at 31st March,2018

-Total outstanding dues of Micro Enterprises and Small Enterprises

463

-Total outstanding due of creditors other than Micro Enterprises and Small Enterprises

1,146

1,609

20 Other Financial Liabilities

As at 31st March,2019 As at 31st March,2018

Current Maturity of long term debts

2

Current Maturity of Finance lease obligations

1

Others

Salary, wages and benefits payable

96

Other expenses payables

114

213

21 Other Current Liabilities

As at 31st March,2019 As at 31st March,2018

Statutory dues payable

158

Advances from Customers

27

Deferred Income (refer note 17.1)

3

188

22 Provisions

As at 31st March,2019 As at 31st March,2018

For Employee Benefits (refer note 34)

65

65

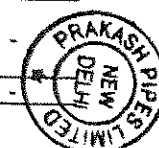
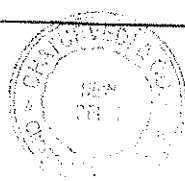
23 Current Tax Liabilities (Net)

As at 31st March,2019 As at 31st March,2018

Provision for Income Tax (Net)

828

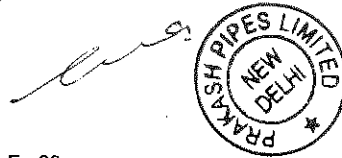
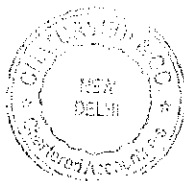
828



Prakash Pipes Limited

Notes on Financial Statements

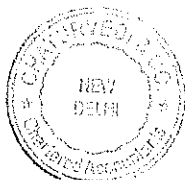
	₹ in lakhs	
24 Revenue From Operations	For the year ended 31st March, 2019	For the period ended 31st March, 2018
Sale of products	34,096	-
	<u>34,096</u>	<u>-</u>
25 Other Income	For the year ended 31st March, 2019	For the period ended 31st March, 2018
Interest Income	15	-
Miscellaneous income	426	-
Profit on Sale of Fixed Assets	18	-
	<u>459</u>	<u>-</u>
26 Change In Inventories Of Finished Goods And Work In Progress	For the year ended 31st March, 2019	For the period ended 31st March, 2018
Closing Inventories		
Finished products	739	-
Work in process	49	-
Scrap and waste	<u>7</u>	<u>-</u>
	795	-
Opening Inventories		
Finished products	891	-
Work in process	37	-
Scrap and waste	<u>7</u>	<u>-</u>
	935	-
	<u>140</u>	<u>-</u>
27 Employee Benefits Expenses	For the year ended 31st March, 2019	For the period ended 31st March, 2018
Salaries, wages and other benefits	1,218	-
Contribution to provident & other funds	60	-
Employee's welfare expenses	14	-
	<u>1,292</u>	<u>-</u>
28 Finance Costs	For the year ended 31st March, 2019	For the period ended 31st March, 2018
Interest	20	-
	<u>20</u>	<u>-</u>



Prakash Pipes Limited

Notes on Financial Statements

	₹ in lakhs	
29 Depreciation expense	For the year ended 31st March, 2019	For the period ended 31st March, 2018
Depreciation on tangible assets	472	-
	<u>472</u>	<u>-</u>
30 Other Expenses	For the year ended 31st March, 2019	For the period ended 31st March, 2018
Power and fuel	972	-
Processing Charges	22	-
Stores and spares	159	-
Repairs to:		
Machinery	172	-
Building	30	-
Others	<u>1</u>	<u>-</u>
	203	-
Insurance	3	-
Rates and taxes	12	-
Travelling and Conveyance	26	-
Vehicle maintenance	18	-
Auditor's remuneration:		
- Statutory Audit fees	10	-
Legal & professional charges	85	-
Miscellaneous expenses	40	-
Allowance for doubtful Debts & Advances	5	-
Bank Charges	1	-
Advertisement	32	-
Packing & forwarding charges	1,071	-
Sales promotion	70	-
	<u>2,729</u>	<u>-</u>



[Signature]



Prakash Pipes Limited

Notes on Financial Statements

31. Contingent Liabilities and other Commitments not provided for as at March 31, 2019 are as under.

₹ in lakhs		
Commitments	As at 31 st March, 2019	As at 31 st March, 2018
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances)	325	-

32. Due to Micro and Small Enterprises:

The disclosures regarding dues to the suppliers registered under Micro and Small Enterprises Development Act, 2006 (MSMED Act) are follows.

₹ in lakhs			
	Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2019
(a)	Dues remaining unpaid as at Balance Sheet date -Principal amount -Interest amount	463	-
(b)	Interest paid in terms of section 16 of the Act, along with the amount of payment made to the supplier and service providers beyond the appointed day during the period	-	-
(c)	Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during period) but without adding the interest specified under the act	-	-
(d)	Further interest remaining due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises.	-	-
(e)	Interest accrued and remaining unpaid as at Balance Sheet date	-	-

The above information is as complied with the Management and relied upon by the Auditors.

33. Demerger

a) Pursuant to the order of National Company Law Tribunal (NCLT), Chandigarh, PVC pipes undertaking of Prakash Industries Limited has been demerged into Prakash Pipes Limited (Resulting Company) w.e.f April 1st, 2018, being appointed date and pursuant to NCLT order Prakash Pipes Limited ceased to be Subsidiary of Prakash Industries Limited from appointed date

b) Pursuant to the Scheme of Arrangement and Demerger ("the Scheme") under Section 230 to 232 of the Companies Act, 2013 between Prakash Industries Limited (PIL) ("the demerged company") and Prakash Pipes Limited (PPL) ("the resulting company") as approved by the National Company Law Tribunal (NCLT), Chandigarh on March 14, 2019.

- i. The business, undertaking, activities, properties and liabilities, whatsoever nature and kind and whosoever situated, of PIL pertaining to PVC pipes business as on the appointed date (April 1, 2018) have been transferred to the PPL at their respective book values.



Prakash Pipes Limited

Notes on Financial Statements

- II. Summary of assets and Liabilities transferred from PIL to PPL as on 1st April' 2018 as under:

Particulars	₹ in lakhs	₹ in lakhs
Assets		
Property Plant and Equipment including CWIP	2,617	
Financial Asset	3,244	
Other Assets	353	
Deferred Tax Assets (net)	2,243	
Inventories	1,976	10,433
Liabilities		
Financial Liabilities	1,246	
Other liabilities	121	
Current tax liabilities (net)	766	
Provisions	221	2,354
Net Assets Transferred		8,079

- III. (a) As consideration for the value of net assets transferred, the Company shall issue 2,04,18,354 equity shares of Rs 10/- each fully paid-up aggregating to Rs. 20,41,83,540 to the existing shareholders of PIL as on the record date in the ratio of 8:1. Pending the allotment, this amount has been considered as equity share suspense account under Share Capital.

(b) The present FCCB holders of PIL that exercise the option of conversion (Converting FCCB holders) after record date, PPL shall issue corresponding number of equity shares as per the share entitlement ratio mentioned in the Scheme to such FCCB Holders upon allotment of equity shares of PIL. Pending the allotment, this amount has been considered as contingent consideration under other equity.

- IV. The difference between net assets transferred and aggregate face value of the new equity shares to be issued by the PPL to member of PIL is recorded as Capital Reserve.
- V. The assets of the PVC Pipes undertaking are concerned, the security, pledge, existing charges and mortgages, over such assets, to the extent that they relate to any loans or borrowings of the Remaining Business of PIL shall, without any further act, instrument or deed be released and discharged from the same and shall no longer be available as security, pledge, charges and mortgages in relation to those liabilities of PIL which are not transferred to PPL.

34. Details of Employees Benefits as required by the Ins AS 19 "Employee Benefits" are given below:-

A) Defined Contribution Plans:

Details of Employees Benefits as required by the Ind AS 19 "Employee Benefits" are given below:-

₹ in lakhs

A) Defined Contribution Plans:		
During the year, the company has recognised the following amounts in the Statement of Profit & Loss (included in Contribution to Provident & Other Funds):-		
Particulars	For the year ended 31 st March, 2019	For the period ended 31 st March, 2018
Contribution to Provident Fund	45	-
Contribution to Employees' State Insurance	15	-

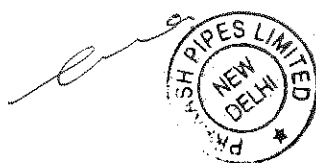
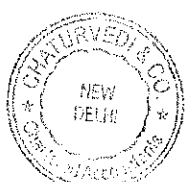


Prakash Pipes Limited

Notes on Financial Statements

B) Defined Benefit Plan:						
Reconciliation of opening and closing balances of Defined Benefit obligation						
Particulars	For the year ended 31 st March, 2019			For the period ended 31 st March, 2018		
	(Unfunded)			(Unfunded)		
	Gratuity	Leave	Sick	Gratuity	Leave	Sick
Defined Benefits obligation at the beginning of the year	148	62	11	-	-	-
Current Service Cost	17	9	2	-	-	-
Interest Cost	11	5	1	-	-	-
Actuarial (gain)/loss	17	12	(1)	-	-	-
Benefit paid	(14)	(10)	-	-	-	-
Defined Benefit obligation at the year end	179	78	13	-	-	-
Reconciliation of fair value of assets and obligations						
Present value of obligation at year end	179	78	13	-	-	-
Amount recognized in Balance Sheet	179	78	13	-	-	-
Expenses recognized during the year						
Current Service Cost	17	9	2	-	-	-
Interest Cost	11	5	1	-	-	-
Actuarial gain/(loss)	(17)	(11)	1	-	-	-
Total Cost recognized in the Profit & Loss A/c	11	3	3	-	-	-
Actuarial assumption						
Mortality Table (Ultimate)	IALM 2006-08 (Ultimate)	IALM 2006-08 (Ultimate)	IALM 2006-08 (Ultimate)	IALM 2006-08 (Ultimate)	IALM 2006-08 (Ultimate)	IALM 2006-08 (Ultimate)
Discount rate (per annum)	7.75%	7.75%	7.75%	-	-	-
Rate of escalation in salary (per annum)	5%	5%	5%	-	-	-

The estimate of rate of escalation is salary considered in actuarial valuation, taken into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as certified by the actuary.



Prakash Pipes Limited

Notes on Financial Statements

35. Income tax expense:

₹ in lakhs

(A)	Components of Income Tax Expenses	For the year ended 31 st March, 2019	For the period ended 31 st March, 2018
	Current Tax	829	-
	Deferred Tax on account of temporary differences	134	-
	Tax expense recognized in the statement of Profit and Loss	963	-

₹ in lakhs

(B)	Reconciliation of income tax expense to the accounting profit for the year	For the year ended 31 st March, 2019	For the period ended 31 st March, 2018
	Profit before tax	3827	-
	Income tax expense at normal rate	1337 34.94%	-
	Effect of income exempt from income tax	(452) (11.81%)	-
	Effect of temporary difference	(56) (1.46%)	-
	Tax expense recognized in the statement of Profit and Loss	829 21.66%	-

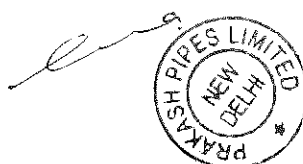
₹ in lakhs

(C)	Tax Assets and Liabilities	As at 31st March, 2019	As at 31st March, 2018
	Non-current tax assets	-	-
	Current tax liabilities (net)	828	-

36. Movement in Deferred Tax Assets and Liabilities.

₹ in lakhs

	For the year ended 31 st March, 2019			
	As at 1 st April, 2018	Transferred in pursuant to the scheme of demerger	Addition during the year	As at 31 st March, 2019
Provision for employee benefits	-	77	26	103
Provision for doubtful debts and advances	-	3	2	5
Unused Tax credits	-	2163	-	2163
Deferred tax assets	-	2243	28	2271
Depreciation-Property, Plant and Equipment	-	-	(162)	(162)
Deferred tax assets/ liabilities (net)	-	2243	(134)	2109



Prakash Pipes Limited

Notes on Financial Statements

37. Related party disclosure as required by Ind As -24 Issued by Ministry of Corporate Affairs (MCA) are as under:-

(A) Enterprise on which key management personnel and/or their relative exercise significant influence

1. Prakash Industries Limited

(B) Key Management Personnel :

1. Shri V.P. Agarwal, Director
2. Shri Vikram Agarwal, Director
3. Shri Kanha Agarwal, Director
4. Shri Pawan Kumar, Company Secretary
5. Shri Dalip Kumar Sharma, CFO

(C) Transactions with the related parties.

₹ in lakhs

	For the year ended 31 st March, 2019	For the period ended 31 st March, 2018
Key Management personnel		-
Remuneration	3	-
Enterprises		-
Interest Received	13	-
Loan Given (Net of repayment)	1020	-
Loan as on 31 st March, 2019	1020	-

Related party relationships are as identified by the management and relied upon by the Auditor. No amount due from/to any related party is/has been written off/back or considered doubtful.

38. Earning per share (EPS)

₹ in lakhs

	For the year ended 31 st March, 2019	For the period ended 31 st March, 2018
Net Profit for the period (before OCI)	2855	-
Weighted average no. of Equity Shares	204	-
Diluted average no. of Equity Shares	214	-
Basic Earning per Share (₹)*	13.98	(3.26)
Diluted Earning per Share (₹)*	13.36	(3.26)
Face Value of each Share (₹)	10	10

*Basic earning per share has been computed considering the equity shares under equity share suspense account.

* Diluted earning per share has been computed considering the equity shares under equity share suspense account and contingent consideration

39. The Board of Directors have recommended dividend of Rs. 1.2 per equity share of Rs. 10 each for the year 2018-19 subject to the approval of members at the Annual General meeting.



[Handwritten signature]



Prakash Pipes Limited

Notes on Financial Statements

40. Segment Information:

Operating Segments

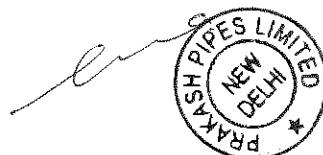
The Company has determined following reporting segments based on the operating results of its business segments reviewed by the Company's Chief Operating Decision Maker for the purpose of making decision about resource allocation and performance assessment.

- a) PVC Pipe and fitting
- b) Flexible Packaging

Particulars	(₹ in lakhs)	
	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Segment Revenue		
a)PVC Pipe and fitting	33296	-
b)Flexible Packaging	800	-
Total	34096	-
Net Sales/Income from Operations		
Segment Results		
Profit before tax and interest		
a)PVC Pipe and fitting	4301	-
b)Flexible Packaging	(406)	-
c) Unallocated	(48)	-
Total	3847	-
Less : Financial Expenses	20	-
Exceptional Item	-	-
Total Profit before tax	3827	-
Segment Assets	As at 31 st March, 2019	As at 31 st March, 2018
a)PVC Pipe and fitting	9188	-
b)Flexible Packaging	2756	-
c) Unallocated	2109	-
Total	14053	-
Segment Liabilities	As at 31 st March, 2019	As at 31 st March, 2018
a)PVC Pipe and fitting	1791	-
b)Flexible Packaging	246	-
c) Unallocated	1100	-
Total	3137	-

41. (a) Fair value measurements

	31 st March 2019			31 st March 2018		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Non-Current assets						
Financial assets						
-Other financial assets	-	-	82	-	-	-
Current assets						
Financial assets						
Trade receivable	-	-	3163	-	-	-
Cash and cash equivalents	-	-	71	-	-	-
Current loan	-	-	1020	-	-	-
Other financial assets	-	-	398	-	-	-
Total financial assets	-	-	4734	-	-	-
Non-current liabilities						



Prakash Pipes Limited

Notes on Financial Statements

Financial liabilities						
Borrowings	6	-	7	-	-	-
Non-current liabilities	-	-	14	-	-	-
Current liabilities						
Financial liabilities						
Trade payable	-	-	1609	-	-	-
Other financial liabilities	-	-	213	-	-	-
Total financial liabilities	-	-	1843	-	-	-

(b) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair value of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standards. An explanation of each level follows underneath the table.

₹ in lakhs				
Assets and liabilities which are measured at amortized cost for which fair values are disclosed as at 31 st March 2019	Level 1	Level 2	Level 3	Total
Non-Current assets				
Financial assets				
-Other financial assets	-	-	82	82
Current assets				
Financial assets				
Trade receivable	-	-	3163	3163
Cash and cash equivalents	-	-	71	71
Current loan	-	-	1020	1020
Other financial assets	-	-	398	398
Total financial assets	-	-	4734	4734
Non-current liabilities				
Financial liabilities				
Borrowings	-	-	13	13
Non-current liabilities	-	-	14	14
Current liabilities				
Financial liabilities				
Trade payable	-	-	1609	1609
Other financial liabilities	-	-	213	213
Total financial liabilities	-	-	1843	1843

Level 1 : The fair value of financial instrument traded in active markets (such as publicly traded derivatives and equity securities) is based quoted market prices at the end of the reporting period.

Level 2 : The fair value of financial instrument that are not traded in active markets is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimate. If all significant input required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 : If one or more of the significant input is not based on observable data, the instrument is included in level 3.



Prakash Pipes Limited

Notes on Financial Statements

42. Maturities of financial liabilities

₹ in lakhs

Non derivative financial liabilities	Within 1 year	1-2 year	More than 2 year	Total
Borrowing	2	2	5	9
Finance lease obligation	1	1	5	7
Trade payables	1609	-	-	1609
Other	210	-	-	210
	1822	3	10	1835

43. Financial risk management and policies

Capital risk management

The Company manages its capital to ensure that the Company will be able to continue as going concern while maximizing the return to stakeholders through optimization of debt and equity balance. The Company is not subject to any externally imposed capital requirements.

The capital structure of the Company consists of total equity of the Company. Equity consists of equity capital and Retained Earning.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

Capital management

- (a) The company objectives when managing capital are to
- Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
 - Maintain an optimal capital structure to reduce the cost of capital.

The company strategy is to optimized gearing ratio. The gearing ratios were as follows:

	31 st March 2019	₹ in lakhs 31 st March 2019
Net debt	9	-
Total equity	2042	-
Net debt to equity ratio	0.44%	-

Financial risk management

The Company's principal financial liabilities and financial assets comprise of other payables and cash and cash equivalents respectively. Hence, the Company does not have exposure to various financial risks such as market risk, credit risk and liquidity risk.

Credit risk

Credit risk is the risk that counterparty will default on its contractual obligations resulting in financial loss to the company. The Company has adopted a policy of only dealing with creditworthy customers.

The credit limit is granted to a customer after assessing the Credit worthiness based on the information supplied by credit rating agencies, publicly available financial information or its own past trading records and trends.

At March 31, 2019, the company did not consider there to be any significant concentration of credit risk, which had not been adequately provided for. The carrying amount of the financial assets recorded in the financial statements, grossed up for any allowances for losses, represents the maximum exposure to credit risk.



Prakash Pipes Limited

Notes on Financial Statements

Expected credit loss for trade receivables under simplified approach

₹ in lakhs

Ageing	Not due	0-30 days	31-60 days	More than 60 days	Total
Gross carrying amount – trade receivable	2966	79	59	70	3174
Expected credit losses	-	(2)	(1)	(8)	(11)
Carrying amount of trade receivables (net of impairment)	2966	77	58	62	3163

44. Disclosure of Financial Lease hold land as per Ind As -17 -Leases

(₹ in lakhs)

Particulars	Carrying Value	Less than 1 year	1-5 years	> 5 years	Total payments
As at 31 st March,2019					
Lease hold land (Assets)	45	-	-	-	-
Minimum lease payment	37	1	3	33	37
Present value of minimum lease payments	7	1	3	3	7

The Company has taken land on lease for its plant from government/ government agency for 99 years, with condition of further renewal as per terms and condition mutually agreed by both the parties.

45. The previous figures are not comparable with the figures of current year, as the current year figures includes the figures of PVC pipes undertaking on account of demerger with effect from 1st April, 2018.

As per our report of even date attached
For Chaturvedi & Co.

Chartered Accountants

Firm Registration No.302137E

For and on behalf of the Board



Pankaj Chaturvedi

Partner
M.No.091239



Ved. Prakash Agarwal

Chairman

DIN:00048907

Vikram Agarwal

Director

DIN:00054125

New Delhi

24th April 2019

Pawan Kumar

Company Secretary

M. No FCS.7951

Dalip Kumar Shrama

CFO



FINANCIAL INDEBTEDNESS

The following are the details of the loans taken by our Company and outstanding as on March 31, 2019

Sr. No.	Particulars	Amount outstanding as on March 31, 2019	Terms and Conditions
1.	Axis Bank Limited	Rs. 7 lakhs	Vehicle loan financed by Axis Bank Limited carrying an interest rate of 9% p.a. repayable in 60 equal installments ending on April 01, 2023.



STATEMENT OF ACCOUNTING RATIOS

The following tables present certain accounting and other ratios derived from our Company's audited financial statements as at and for the year ended included in the "Financial Statements" on page 86 of the Information Memorandum.

Particulars	(Figures in Lakhs, except otherwise provided)	
	March 31, 2019*	March 31, 2018
Net Worth (A)	10,917	1
Earnings Attributable to Equity Share Holders (before Other Comprehensive Income) (B)	2,855	- **
Weighted average no. of Equity Shares (C)	204	- **
Diluted average no. of Equity Shares (D)	214	- **
Earnings Per Share (EPS) (Face value of Rs. 10/- Each)		
• Basic (B/C) (in Rs.)	13.98	(3.26)
• Diluted (B/D) (in Rs.)	13.36	(3.26)
Return on Net Worth (%) (B/A)	26.15	NA
Net Assets Value per share of Rs. 10/- each (A/C) (in Rs.)	53.51	6.74

*Above figures are after taking the effect of Scheme of Arrangement approved by Hon'ble National Company Law tribunal, Chandigarh Bench w.e.f. appointed date i.e. April 01, 2018.

** Figures are less than one lakh

Note:

1. Earning Per Share (Rs.) = Restated Earnings Attributable to Equity Share Holders / Weighted No. of Equity Shares
2. Return on Net Worth (%) = Restated Earnings Attributable to Equity Share Holders / Net Worth
3. Net Asset Value (Rs.) = Net Worth / No. of Equity Shares




OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as described below, there are no material outstanding litigations, suits or criminal or civil prosecutions, proceedings or tax liabilities against our Company (in the name of our Company and / or entities which were acquired by our Company), our Directors and our Promoter and there are no defaults, non-payment or overdue of statutory dues, institutional / bank dues and dues payable to holders of any debentures, bonds and fixed deposits, other unclaimed liabilities against our Company or Directors or Promoter. Further, no disciplinary action has been taken by SEBI or any stock exchanges against our Company, our Directors and our Promoter and Group Companies.

Except as stated under there are no:

- litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against the Promoter of our Company during the last five years immediately preceding the date of the Information Memorandum and no direction has been issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action.
- pending litigation involving our Company, Promoter, Directors or any other person, whose outcome could have material adverse effect on the position of our Company
- pending proceedings initiated against our Company for economic offences
- defaults and non-payment of statutory dues etc. by our Company.

Outstanding Litigation By / Against Prakash Pipes Limited prior to Scheme: Nil

Outstanding Litigation By / Against Prakash Industries Limited (litigations related to Demerged Undertaking now stands transferred in the name of Prakash Pipes Limited): Nil

Defaults and non-payment of statutory dues etc. by our Company

As a result of effectiveness of the Scheme, the liability to pay advance income tax by our Company is due. As of March 31, 2019, an advance income tax liability of Rs. 373 lakhs which is outstanding for more than six months is pending to be deposited by our Company.

Outstanding Litigations by / or against our Group Companies which may have material impact on Prakash Pipes Limited: NIL

Outstanding Litigations by / or against our Directors and / or Promoter: Except as under, there is no litigation pending against our Directors and / or Promoters

(a) Smt. Mohini Agarwal and Shri Kanha Agarwal, Promoters

Two of our Promoters, namely Smt. Mohini Agarwal and Shri Kanha Agarwal, were disqualified under Section 164(2) of the Companies Act, 2013 due to non filing of annual returns for the period of three years in one of the company of which they were director. Smt. Mohini Agarwal and Shri Kanha Agarwal have obtained stay order from the Hon'ble High Court of Delhi vide its order dated May 28, 2019. The next date of hearing for the said matter is August 19, 2019.

(b) Dr. Satram Lokumal Keswani, Director

Dr. Satram Lokumal Keswani was disqualified under Section 164(2) of the Companies Act, 2013 due to non filing of annual returns for the period of three years in one of the company of which he was a director. He has obtained stay order from the Hon'ble High Court of Delhi vide its order dated October 23, 2018 for revival of his DIN and digital signatures. The next date of hearing for the said matter is August 19, 2019.

MATERIAL DEVELOPMENT AFTER THE DATE OF LAST AUDITED FINANCIAL STATEMENTS AS ON MARCH 31, 2019

In the opinion of our Board, there have not arisen since the date of the last audited financial statements i.e. March 31, 2019, any circumstances that materially or adversely affect or are likely to affect our profitability taken as a whole or the value of our assets or our ability to pay our material liabilities within the next 12 months.



GOVERNMENT APPROVALS

Except as under, we do not require any other approvals to carry on our business activities.

Permanent Account Number : AAJCP2761K

Tax Deduction Account Number of : AMRP14069G (Registered Office)
M RTP07038D (Unit I)
M RTP07033F (Unit II)

Goods and Service Tax Registration Number : 07AAJCP2761K1Z3 (Corporate Office)
05AAJCP2761K1Z7 (Unit I)
05AAJCP2761K2Z6 (Unit II)

The other registrations obtained by Prakash Industries Limited, the Demerged Company for running the PVC Pipes Undertaking are as under:

Particulars	Department Name / Issuer	Registration Number	Validity
Unit I (PVC & Packaging Division)			
Registration With D.I.C.	District Industries Center	EM PART-II	Permanent (One Time)
Consolidated Consent & Authorisation	UEPPCB	AWH-38439	Valid upto 31.03.2019 (Applied for renewal)
Sanction Of Electricity Load	Uttarakhand Power Corp. Ltd.	1750 KVA LOAD	Permanent (One Time)
Certificate Of Registration ISO 9001:2015 (PVC Pipes & sockets)	BSI Assurance UK Limited	FM-521788	14.04.2017 to 13.04.2020
Certificate Of Registration ISO 9001:2015 (Packaging Division)	SGS United Kingdom Ltd.	IN19/05915	10.03.2019 to 10.03.2022
Certificate Of Registration ISO 22000:2005 (Flexible laminates used as food packaging)	SGS United Kingdom Ltd.	IN19/818843416	31.01.2019 to 29.06.2021
Certificate Of Registration Grade A (Flexible packaging materials)	SGS United Kingdom Ltd.	IN18/818843385	27.12.2018 to 02.01.2020
Certificate Of Licence From BIS	Bureau Of Indian Standards	CM/L-9457191	01.02.2019 to 31.01.2020
Registration And Licence To Work A Factory	Asstt. Director Factory & Boiler	USN-872	01.01.2019 to 31.12.2019
E.S.I.C. Registration	ESIC	21-20033-64	Permanent (One Time)
EPF Registration	Assistant Commissioner	UP-15196	Permanent (One Time)
Explosive Licence	Controller of Explosives	FORM XV	Valid upto 31.12.2020
DG Sets Inspection & Verification Certificate	Director, Electrical Security, Haldwani	1457/26-11-2018	14-11-2021
Transformer Inspection & Verification Certificate	Director, Electrical Security, Haldwani	1456/26-11-2018	14-11-2020
Verification Certificate	Weight & Measurement Department	003379/14.01.2019	13.01.2020
Fire NOC	UK Fire & Emergency Service	Applied for	Applied for
Registration In Plastic Waste Management Rule-2016	UEPPCB	FORM-I	Applied for



Particulars	Department Name / Issuer	Registration Number	Validity
Unit II (PVC Division)			
Registration With D.I.C.	District Industries Center	EM PART-II	Permanent (One Time)
Registration With S.I.A.	Ministry Of Commerce & Industry	331/SIA/IMO/2018	Permanent (One Time)
Consent To Establishment	UEPPCB	CTE-38498	Valid upto 27.04.2023
Consent To Operate	UEPPCB	AWH-39239	Valid upto 31.03.2019 (Applied for renewal)
Sanction Of Electricity Load	Uttarakhand Power Corp. Ltd.	1750 KVA LOAD	Permanent (One Time)
Registration And Licence To Work A Factory	Asstt. Director Factory & Boiler	USN-872	01.01.2019 TO 31.12.2019
E.S.I.C. Registration	ESIC	21-20033-64	Permanent (One Time)
EPF Registration	Assistant Commissioner	UP-15196	Permanent (One Time)
Explosive Licence	Controller of Explosives	FORM XV	Valid upto 31.12.2020
Fire NOC	UK FIRE & EMERGENCY SERVICE	DG/8/302/2018(DDT)24	07.08.2019
DG Sets Inspection & Verification Certificate	Director, Electrical Security, Haldwani	1457/26-11-2018	14-11-2021
Transformer Inspection & Verification Certificate	Director, Electrical Security, Haldwani	1456/26-11-2018	14-11-2020
Verification Certificate	Weight & Measurement Department	003379/14.01.2019	13.01.2020

In terms of Clause 5.7 of the Scheme all permits, licenses, permissions, right of way, approvals, clearances, consents, benefits, registrations, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, issued to or granted to or executed in favour of PIL, and the rights and benefits under the same, in so far as they relate to the PVC pipes undertaking and all quality certifications and approvals, trademarks, trade names, service marks, copy rights, domain names, designs, trade secrets, research and studies, technical knowhow and other intellectual properties (whether owned, licensed or otherwise, and whether registered or unregistered) and all other interests relating to the goods or services being dealt with by the PVC pipes undertaking and the benefit of all statutory and regulatory permissions, environmental approvals and consents, registration or other licenses, and consents acquired by PIL, in relation to the PVC pipes undertaking shall be transferred to and vested in PPL and the concerned licensors and granters of such approvals, clearances, permissions, etc., shall endorse, where necessary, and record, in accordance with law, the name of PPL on such approvals, clearances, permissions and facilitate the approval and vesting of the same as part of the PVC pipes undertaking and continuation of operations pertaining to the PVC pipes undertaking in PPL without hindrance and that such approvals, clearances and permissions shall remain in full force and effect in favour of or against PPL, as the case may be, and may be enforced as fully and effectually as if, instead of PIL, PPL had been a party or beneficiary or obligee thereto.



OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority of Listing

The Hon'ble National Company Law Tribunal, Chandigarh bench, vide its Order dated March 14, 2019 (certified copy received by the Company on April 01, 2019) has approved the Scheme of Arrangement among Prakash Industries Limited and Prakash Pipes Limited and their respective Shareholders and Creditors for demerger and transfer of the "PVC Pipes Undertaking" of Prakash Industries Limited (Demerged Company) into Prakash Pipes Limited (Resulting Company) under sections 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013. For more details relating to the scheme of arrangement and demerger please refer to the Section titled "Scheme of Arrangement" on page 46 of this Information Memorandum. In accordance with the said Scheme, the equity shares of our Company issued pursuant to the Scheme shall be listed and admitted to trading on the NSE and BSE. Such listing and admission for trading is not automatic and is subject to fulfillment by the Company of criteria of NSE and BSE and also subject to such other terms and conditions as may be prescribed by NSE and BSE at the time of application by our Company seeking listing. Our Company has received no objection from NSE and BSE in relation to listing of equity shares issued pursuant to the Scheme of Arrangement vide their letter no. NSE/LIST/13124 dated January 12, 2018 and DCS/AMAL/PB/R37/10289/2017-18 dated January 15, 2018 respectively.

The Company has received in-principle approval for listing of its Equity Shares on NSE and BSE vide their letter no. NSE/LIST/02 dated May 31, 2019 and DCS/AMAL/JR/IP/1484/2019-20 dated June 04, 2019 respectively. Further, the Company has also received the relaxation of Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 from Securities and Exchange Board of India ("SEBI") vide their letter no. CFD/DILII/ADM/RK/6753/2019 dated June 06, 2019 for listing of the Equity Shares of Prakash Pipes Limited on stock exchanges.

Prohibition by SEBI

The Company, its promoter, its promoter group, its directors, other companies promoted by the promoter has not been prohibited from accessing the capital market under any order or direction passed by SEBI.

Further, any of the directors of the Company are not associated with the securities market in any manner, and SEBI has not initiated any action against any entity, which whom the directors of the Company are associated.

Eligibility Criteria

There being no initial public offering or rights issue, the eligibility criteria in terms of Chapter II of the SEBI ICDR Regulations, as amended does not become applicable.

Willful defaulters by Reserve Bank of India

The Company, its promoter, its promoter group, the relatives (as per the Companies Act, 2013) of Promoter and other companies promoted by the Promoter are not identified as willful defaulters by Reserve Bank of India Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 or other authorities.

General Disclaimer from the Company

The Company accepts no responsibility for statements made otherwise than in the Information Memorandum or in the advertisements to be published in terms of SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 or any other material issued by or at the instance of the Company and that anyone placing reliance on any other source of information would be doing so at his own risk. All information shall be made available by our Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

Jurisdiction

Exclusive jurisdiction for the purpose of this Information Memorandum is with the competent courts / authorities in Amritsar, Punjab, India.

In Principle Approval from BSE and NSE

The Company has received in-principle approval under Regulation 37 of the SEBI LODR Regulations from NSE and BSE in relation to listing of equity shares issued pursuant to the Scheme of Arrangement vide their letter no. NSE/LIST/13124 dated January 12, 2018 and DCS/AMAL/PB/R37/10289/2017-18 dated January 15, 2018 respectively.



Disclaimer Clause - BSE

As required, a copy of Draft Scheme was submitted to BSE. BSE has *vide* its letter dated January 12, 2018 granted its observations on the Scheme of Arrangement under Regulation 37 of the SEBI LODR Regulations and by virtue of that approval, the BSE's name is included in this Information Memorandum as one of the Stock Exchanges on which the Company's securities are proposed to be listed.

Disclaimer Clause - NSE

As required, a copy of the Draft Scheme was submitted to NSE. NSE has *vide* its letter dated January 12, 2018 granted its observations on the Scheme of Arrangement under Regulation 37 of the SEBI LODR Regulations and by virtue of that approval, the NSE's name is included in this Information Memorandum as one of the Stock Exchanges on which the Company's securities are proposed to be listed.

Filing

Copy of this Information Memorandum has been filed with BSE and NSE.

Listing

Application has been made to BSE and NSE for permission for listing and trading in and for an official quotation of the Equity Shares of the Company. The Company has nominated NSE as the Designated Stock Exchange for the aforesaid listing of shares. The Company shall ensure that all steps for the completion of necessary formalities for listing and commencement of trading at all the Stock Exchanges mentioned above within such period as approved by SEBI.

Demat Credit

The Company has executed bi-partite Agreements with CDSL and NSDL dated February 26, 2019 and January 29, 2019, respectively, for admitting its securities in demat form. The ISIN allotted to the Company's Equity Shares is INE050001010. Shares have been allotted to those shareholders who have provided necessary details to the Company and/or who were holding their shares in Prakash Industries Limited in demat form as on the Record Date i.e. April 24, 2019. The demat shares have been credited to the demat accounts of the shareholders by CDSL and NSDL, both, on April 26, 2019.

Dispatch of share certificates

Pursuant to the Scheme, on April 25, 2019, our Company has issued and allotted its Shares to eligible shareholders of Prakash Industries Limited on the Record Date, i.e. April 24, 2019 and our Company has dispatched share certificates to those shareholders holding shares in Prakash Industries Limited in physical form by April 30, 2019.

Expert Opinions

Save as stated elsewhere in this Information Memorandum, we have not obtained an expert opinions.

Previous Public Issues

The Company has not made any public issue since incorporation.

Commission and Brokerage on previous issues

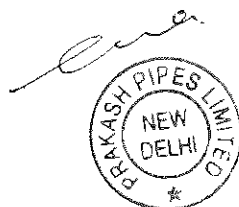
Since the Company has not issued shares to the public in the past, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since its inception.

Companies under the same management

There are no companies under the same management within the meaning of Section 370(1B) of the erstwhile Companies Act, 1956 other than the ones disclosed elsewhere in the Information Memorandum.

Promise vis-à-vis Performance

This is for the first time the Company is getting listed on the Stock Exchange.



Outstanding Debenture or Bonds and Redeemable Preference Shares and Other Instruments Issued by the Company

There are no outstanding debentures or bonds and redeemable preference shares and other instruments issued by the Company.

Stock Market Data for Equity Shares of the Company

Equity shares of the Company are not listed on any stock exchanges. The Company is seeking approval for listing of shares through this Information Memorandum.

Disposal of Investor Grievances

In House RTA of the Company to accept the documents/requests/complaints from the investors/shareholders of the Company. All documents are received at the inward department, where the same are classified based on the nature of the queries/actions to be taken and coded accordingly. The documents are then electronically captured before forwarding to the respective processing units. The documents are processed by professionally trained personnel. The Company has set up service standards for each of the various processors involved such as effecting the transfer/dematerialization of securities/change of address ranging from 3-7 days.

Shri Pawan Kumar, the Company Secretary of the Company is vested with responsibility of addressing the Investor Grievance in coordination with In House RTA.

Name and Contact Address of the Company Secretary and Compliance Officer:

Shri Pawan Kumar
Company Secretary
Prakash Pipes Limited
'Srivan', Near IOC Petrol Pump
Najafgarh Road, Bijwasan
New Delhi - 110 061
Tel.: +91 11 2530 5800
Fax: +91 11 2806 2119
Website: www.prakashplastics.in
Email: pplho@prakash.com
CDSL Registration No.: RTA ID-376 / NSDL Registration No.: BP ID IN100567

Change in auditors during last three years

Name of the Auditor	Date of Appointment	Date of Cessation
M/s G.R. Keswani & Co	First Auditor	July 21, 2018
M/s Chaturvedi & Co	July 21, 2018	N.A.

Except as above, there has been no change in the Statutory Auditors of the Company.

Capitalisation of reserves or profits

Our Company has not capitalised reserves or profits since incorporation.

Revaluation of assets

Our Company has not revalued its assets since incorporation.



MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

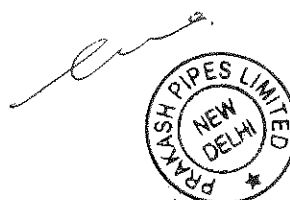
(1) Applicability:-

- (a) The regulations contained in table "F" of schedule I to the Companies Act, 2013 shall apply only in so far as the same are not provided for or are not inconsistent with these Articles.
- (b) The regulations for the management of the company and for the observance of the members thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers of the company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by special resolution as prescribed by the Companies Act, 2013.

(2) Definitions:-

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the meaning assigned to them respectively hereunder, namely:

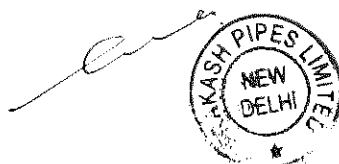
- a) **"Act"** means the Companies Act, 2013 including rules made thereunder and every statutory modification or re-enactment thereof and to the limited extent the Companies Act, 2013 is not enforced, and consequentially the Companies Act 1956 applies, means the Companies Act, 1956;
- b) **"ADRs"** shall mean American Depository Receipts representing ADSs.
- c) **"Annual General Meeting"** shall mean the Annual General Meeting of the holders of Shares held in accordance with the applicable provisions of the Act.
- d) **"ADR Facility"** shall mean an ADR facility established by the company with a depository bank to hold any equity shares as established pursuant to a deposit agreement and subsequently as amended or replaced from time to time.
- e) **"ADSs"** shall mean American Depository Shares, each of which represents a certain number of Equity Shares.
- f) **"Articles"** means these Articles of Association, as amended from time to time;
- g) **"Auditor"** means and includes a person appointed as such for the time being of the Company in accordance with the provisions of these Articles and applicable Laws;
- h) **"Board of Directors"** or **"Board"** means the Board of Directors of the Company constituted from time to time consistent with the provisions of these Articles and applicable Laws;
- i) **"Beneficial Owner"** shall mean a Beneficial Owner as defined in Clause (a) of Sub-Section (1) of Section 2 of the Depositories Act, 1996.
- j) **"Chairperson"** means the Chairperson of the Board of Directors;
- k) **"Company"** or **"this company"** shall mean **PRAKASH PIPES LIMITED**;
- l) **"Committee"** means a Committee of the Board;
- m) **"Debenture"** shall include debenture stock, bonds, and any other securities of the Company, whether constituting a charge on the assets of the Company or not.
- n) **"Depositories Act"** shall mean The Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof.



- o) **"Depository"** Depository shall have the meaning as ascribed under the Depositories Act, 1996;
- p) **"Director"** means a Director of the company appointed from time to time;
- q) **"Dividend"** shall include interim dividends.
- r) **"Equity Share Capital"** shall mean the total issued and paid-up equity share capital of the Company, calculated on a Fully Diluted Basis.
- s) **"Equity Shares"** shall mean fully paid-up equity shares of the Company having a par value as per Memorandum of Association of the Company or any other issued Share Capital of the Company that is reclassified, reorganized, reconstituted or converted into equity shares.
- t) **"Executor" or "Administrator"** shall mean a person who has obtained probate or letters of administration, as the case may be, from a court of competent jurisdiction and shall include the holder of a succession certificate authorizing the holder thereof to negotiate or transfer the Equity Share or Equity Shares of the deceased Shareholder and shall also include the holder of a certificate granted by the Administrator-General appointed under the Administrator Generals Act, 1963.
- u) **"Extra-ordinary General Meeting"** means a General Meeting other than Annual General Meeting of the Members;
- v) **"Financial Year"** means the period ending on March 31 every year or any other period as allowed under the Act;
- w) **"Fully Diluted Basis"** shall mean, in reference to any calculation, that the calculation should be made in relation to the equity share capital of any Person, assuming that all outstanding convertible preference shares or debentures, options, warrants and other equity securities convertible into or exercisable or exchangeable for equity shares of that Person (whether or not by their terms then currently convertible, exercisable or exchangeable), have been so converted, exercised or exchanged to the maximum number of equity shares possible under the terms thereof.
- x) **"FCCBs/ECBs"** shall mean the Foreign Currency Convertible Bonds / Euro-Convertible Bonds
- y) **"General Meeting"** means a meeting of the Members.
- z) **"GDRs"** shall mean the registered Global Depository Receipts, representing GDSs.
- aa) **"GDSs"** shall mean the Global Depository Shares, each of which represents a certain number of Equity Shares.
- bb) **"Independent Director"** shall mean an independent director as defined under the Act and other applicable provisions.
- cc) **"India"** shall mean the Republic of India.
- dd) **"Law"** includes all statutes, enactments, acts of legislature or parliament, Laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any government, statutory authority, tribunal board, court or recognized stock exchange;
- ee) **"Listing Regulations"** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- ff) **"Manager"** means a Manager of the Company as defined in the Act;
- gg) **"MCA"** shall mean the Ministry of Corporate Affairs, Government of India.




- hh) **"Member"** means in relation to the Company a Member as defined in the Act
- ii) **"Memorandum of Association"** or **"Memorandum"** means the Memorandum of Association, of the Company registered with the Registrar of Companies as amended from time to time.
- jj) **"Office"** shall mean the registered office for the time being of the Company.
- kk) **"Officer"** shall have the meaning assigned thereto by Section 2(59) of the Act.
- ll) **"Ordinary Resolution"** shall have the meaning assigned thereto by Section 114 of the Act.
- mm) **"Paid up"** shall include the amount credited as paid up.
- nn) **"Postal Ballot"** means voting by post, or electronic mode or through any other mode permissible by Law from time to time;
- oo) **"Person"** shall mean any natural person, sole proprietorship, partnership, company, body corporate, governmental authority, joint venture, trust, association or other entity (whether registered or not and whether or not having separate legal personality).
- pp) **"Promoter"** shall mean promoter of the Company in terms of the Act, applicable SEBI regulations and other applicable provisions.
- qq) **"Proxy"** means any person who is duly appointed as such under the Act;
- rr) **"Registrar"** shall mean the Registrar of Companies, from time to time having jurisdiction over the Company.
- ss) **"Register of Charges"** means the Register of Charges maintained by the Company pursuant to the Act;
- tt) **"Register of Members"** means the Register of Members maintained by the Company pursuant to the Act and also includes records of the Depository maintained in any media as may be permitted by applicable Law including electronic media;
- uu) **"Rules"** shall mean the rules made under the Act and notified from time to time.
- vv) **"Seal"** means the common Seal of the Company.
- ww) **"SEBI"** shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992.
- xx) **"SEBI Listing Regulations"** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015.
- yy) **"Secretary"** means the Company Secretary of the Company as defined under Section 2(24) of the Act;
- zz) **"Securities"** shall mean any Equity Shares or any other securities, debentures warrants or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for Equity Shares.
- aaa) **"Share"** means a Share in the share capital of the Company and includes stock.
- bbb) **"Share Equivalents"** shall mean any Debentures, preference shares, foreign currency convertible bonds(FCCB),euro-convertible bonds (ECB), ADRs, GDRs, ADSSs, GDSSs, floating rate notes,



options (including options to be approved by the Board (whether or not issued) pursuant to an employee stock option plan) or warrants or other Securities or rights which are by their terms convertible or exchangeable into Equity Shares.

- ccc) **"Shareholder"** shall mean any shareholder of the Company, from time to time.
- ddd) **"Shareholders' Meeting"** shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings of the Shareholders of the Company, convened from time to time in accordance with Law and the provisions of these Articles.
- eee) **"Special Resolution"** shall have the meaning assigned to it under Section 114 of the Act.
- fff) **"Transfer"** shall mean (i) any, direct or indirect, transfer or other disposition of any Shares, securities (including convertible securities), or voting interests or any interest therein, including, without limitation, by operation of Law, by court order, by judicial process, or by foreclosure, levy or attachment; (ii) any, direct or indirect, sale, assignment, gift, donation, redemption, conversion or other disposition of such Shares, securities (including convertible securities) or voting interests or any interest therein, pursuant to an agreement, arrangement, instrument or understanding by which legal title to or beneficial ownership of such Shares, securities (including convertible securities) or voting interests or any interest therein passes from one Person to another Person or to the same Person in a different legal capacity, whether or not for value; (iii) the granting of any security interest or encumbrance in, or extending or attaching to, such Shares, securities (including convertible securities) or voting interests or any interest therein, and the word "Transferred" shall be construed accordingly.
- ggg) **"Tribunal"** shall mean the National Company Law Tribunal constitutes under section 408 of the Act.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

(3) Interpretation of words:-

(3.1) In these Articles, unless the context requires otherwise:

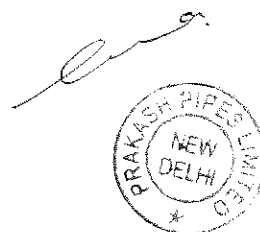
- i). reference to the singular includes a reference to the plural and vice versa;
 - ii). reference to any gender includes a reference to all other genders;
 - iii). reference to an individual shall include his legal representative, successor, legal heir, executor and administrator;
 - iv). reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment (whether before or after the date of these Articles) for the time being in force and to all statutory instruments or orders made pursuant to statutory provisions;
 - v). references to any statute or regulation made using a commonly used abbreviation, shall be construed as a reference to the title of the statute or regulation;
 - vi). references to any Article, shall be deemed to be a reference to an Article of these Articles.
 - vii). Words and expressions used, and not defined in these Articles, but defined under the applicable provisions of the Act, shall have the meanings respectively assigned to them in the Act.
- (4) Any word or phrase defined in the body of these Articles as opposed to being defined in Article I(1) above shall have the meaning assigned to it in such definition throughout these Articles, unless the contrary is expressly stated or the contrary clearly appears from the context.
- (5) The use of the word "including" followed by a specific example/s in these Articles shall not be construed as limiting the meaning of the general wording preceding it.



- (6) Reference to a "person" includes (as the context requires) an individual, proprietorship, partnership firm, company, body of corporate, co-operative society, entity, authority or any body, association or organization of individuals or persons whether incorporated or not.

I. SHARE CAPITAL AND VARIATION OF RIGHTS

1. (i) Subject to the provisions of the Act and these Articles, the shares shall be under the control of the Board, who may, subject to these Articles, issue, allot or otherwise dispose off the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the provisions of Section 54 and other applicable provisions of the Act) and at such times as they may from time to time think fit and proper and with the sanction of the Members in General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit and may issue and allot shares in the capital of the Company on payment in full or in part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may be allotted may be issued as fully paid-up shares and if so issued shall be deemed to be fully paid shares. Provided that option or right to call any shares shall not be given to any person or persons without the sanction of the Members in General Meeting.
- (ii) The authorized share capital of the Company shall be as prescribed in the Memorandum of Association.
- (iii) **Terms of Issue of Shares:** New shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the Board/General Meeting, as applicable, resolving upon the creation whereof shall direct. The rights to exercise a call on shares of the Company cannot be given to any person except with the sanction of the Board/ General Meeting as applicable.
- (iv) **Terms of Issue of Debentures:** Any debentures, debenture-stock or other securities may be issued by the Company with or without an option to convert into shares either wholly or partly, in terms of the applicable provisions of the Act.
- (v) **Further issue of Shares:** - Whenever it is proposed to increase the subscribed capital of the Company by issue of further Shares either out of the unissued capital or out of the increased share capital then:
 - a) such further Shares shall be offered to the persons who at the date of the offer, are holders of the equity shares of the Company, in proportion as near as circumstances admit, to the capital paid up on these Shares at the date;
 - b) such offer shall be made by a notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to have been declined;
 - c) the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in Sub-Clause (b) hereof in favour of any person and the notice shall contain a statement of this right. Provided that the Directors may decline, without assigning any reason to allot any shares to any person in whose favour any Member may renounce the shares offered to him;
 - d) after expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose off them in such manner and to such person(s) as they may think fit, in their sole discretion.
- (vi) Notwithstanding anything contained in the above clause hereof, the further shares aforesaid may be offered to any person (including to employees under a scheme of employee's stock option, and whether or not those persons include the persons referred to in Clause I.1.(v) (a) hereof) in any manner whatsoever:
 - a) if a special resolution to that effect is passed by the Company in General Meeting, or
 - b) where no such special resolution is passed, if the votes cast (whether on a show of hands or on a poll, as the case may be) in favour of the proposal contained in the resolution moved in the General Meeting (including the casting vote, if any of the Chairperson) by the Members who, being entitled to do so, vote in person, or where Proxies are allowed, by Proxy, exceed the votes, if any, cast against the proposal by Members, so entitled and voting and the Central Government/any other



designated authority/body is satisfied on an application made by the Board of Directors in this behalf that the proposal be approved.

(vii) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.

(viii) Nothing in Sub-Clause (c) of I.1.(v) hereof shall be deemed:

- a) to extend the time within which the offer should be accepted; or
- b) to authorise any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

(ix) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debenture issued or loans raised by the Company:

- i). to convert such debentures or loans into shares in the Company; or
- ii). to subscribe for shares in the Company (whether such option is conferred in these Articles or otherwise).

Provided that the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:

- a) either has been approved by the Central Government before the issue of the debentures or the raising of the loans or is in conformity with rules, if any, made by that Government in this behalf; and
- b) in the case of debentures or loans or other than debentures issued to or loans obtained from Government in this behalf, has also been approved by a special resolution passed by the Company in General Meeting before the issue of the debentures or raising of the loans.

(x) Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, transfer and transmission, forfeiture, lien, surrender, voting and otherwise.

(xi) Subject to these Articles, the applicable provisions of the Act and other applicable Laws, the Company may, with the necessary approval of the shareholders, issue sweat equity Shares, on such terms and conditions and in the manner provided in the resolution authorizing such issue, and in absence of any specific condition of their issue in that behalf, in such manner as the Board may deem fit.

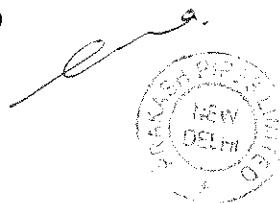
(xii) The Company may issue Share warrants subject to, and in accordance with, the terms and conditions as may be prescribed pursuant to the provisions of the Act or as may be permissible under applicable Law from time to time. Accordingly the Board may in its discretion, and subject to the Act, prescribe applicable procedure, charges and requirements from time to time that will apply in that regard

(xiii) The Company shall be entitled to dematerialize or rematerialize any or all of its shares, debentures and other marketable securities pursuant to the Depositories Act, 1996 and, subject to these presents, to offer its shares, debentures and other securities for subscription in a dematerialized form.

(xiv) Every person subscribing to securities offered by the Company shall have the option either to receive the security certificates or to hold the securities with a Depository. If a person opts to hold the securities with a Depository, the Company shall intimate such Depository the details of allotment of the security. On receipt of such information, the Depository shall enter in its records the name of the allottee as the Beneficial Owner of the security.

(xv) Every person who is the Beneficial Owner of the securities can at any time opt out of a Depository, in the manner provided by the Depositories Act, 1996. The Company shall, in the manner and within the time prescribed, issue to the Beneficial Owner the required certificates of securities.

(xvi) All securities held by a Depository shall be dematerialized and be in fungible form.



(xvii) Notwithstanding anything to the contrary contained in the Act or the Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the Beneficial Owner.

(xviii) Save as otherwise provided in the above article, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

(xix) Every person holding securities of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Member of the Company. The Beneficial Owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a Depository.

(xx) Subject to applicable provisions of SEBI Regulations, the Company may at its option get its all or any class of shares or shares equivalents listed on stock exchange(s).

2. (i) Every Member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fees as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within two months from the date of allotment unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares, as the case may be. Every certificate of shares shall be under the Seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve.
- (ii) Every certificate shall be authenticated by (a) two Directors duly authorized by the Board for the purpose or the Committee of the Board, if so authorized by the Board; and (b) Company Secretary or any other person as may be authorized by the Board for the purpose.

Provided that in respect of Share(s) held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several right holders shall be sufficient delivery to all such holder.

3. If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under the Articles shall be issued without payment of fees or if the Directors so decide, on payment of such fees (not exceeding Rs. 50/- for each certificate or such higher fees as may be allowed to be charged pursuant to the Act) as the Directors shall prescribe. Provided that notwithstanding what is stated above, the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other Act or rules applicable in this behalf.
4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5. The Company may exercise the powers of paying commissions conferred by Section 40 of the Act and applicable rules, subject to such conditions as may be prescribed thereunder. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way or partly in other. The Company may also, on any issue of shares, pay such brokerage as may be lawful.



6. Notwithstanding anything contained in any of these Articles, but subject to the applicable provisions of the Act and other applicable Laws, the Company may from time to time, issue to any person(s) as it may deem fit, Shares whether equity, preference or any other class(es) as well as Share Equivalents, by whatever name called, with differential rights as to voting, dividend or otherwise.
7. **ADR'S/GDR'S/ FCCB'S/ECB'S:** The Company shall, subject to the applicable provisions of the Act, compliance with all Laws and the consent of the Board, have the power to issue ADRs or GDRs or FCCBs or ECBs, on such terms and in such manner as the Board deems fit including their conversion and repayment. Such terms may include at the discretion of the Board, limitations on voting by holders of ADRs or GDRs or FCCBs or ECBs, including without limitation, exercise of voting rights in accordance with the directions of the Board.
8. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.
9. (i) Subject to these Articles, the applicable provisions of the Act and other applicable Laws, the Company, with the necessary approval of shareholders, if required, shall have the power to issue or re-issue preference shares of one or more classes, which are liable to be redeemed and/or converted into equity shares, on such terms and conditions, and in the manner provided in the resolution authorizing such issue, and in absence of any specific condition of their issue in that behalf, in such manner as the Board may deem fit.
(ii) Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

II. LIEN

10. The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures, and no equitable interest in any Share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed, the registration of a transfer or shares / debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may, at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this Clause.
11. The Company may sell, in such manner as the Board think fit, any share on which the Company has a lien provided that no sale shall be made :-
 - a) unless a sum in respect of which the lien exists is presently payable; or
 - b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
12. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
(ii) The purchaser shall be registered as the shareholder of the shares comprised in any such transfer.
(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the sale.
13. (i) The proceeds of the sale shall be received by the company and applied in payment of the whole or part of the amount in respect of which the lien exist as is presently payable.



(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares as the date of sale, be paid to the person entitled to the shares at the date of the sale.

III. CALLS ON SHARES

14. (i) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board make such call as it thinks fit upon the Members in respect of all moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the person or persons and at the time and place appointed by the Board. A call may be made payable by installments. The Directors may, from time to time, at their discretion, extend the time fixed for the payment of any call and may extend such time as to the payment of any call for any of the Members; but no Member shall be entitled to such extension save as a matter of right.
- (ii) The Board may, from time to time, make calls upon the Members in respect of any monies unpaid on their Shares (whether on account of the nominal value of the Shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call.
- (iii) Each Member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his Shares.
- (iv) A call may be revoked or postponed at the discretion of the Board.
15. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed and may be made payable by Members on such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Directors.
16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
17. (i) If any Member fails to pay any call due from him on the date appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall, from time to time be fixed by the Board or a Committee of the Board if so authorized in this regard.
- (ii) The Board / Committee shall be at liberty to waive payment of any such interest wholly or partly.
18. (i) Any sum, which by the terms of issue of a Share becomes payable on allotment or at any fixed date whether on account of the nominal value of the Share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable.
- (ii) In case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
19. (i) The Directors may if they think fit receive from any Member willing to advance the same all or any part of the money due upon the shares held by him beyond the sums actually called up, and upon the moneys so paid in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made the Company may pay interest at such rate not exceeding, unless the Company in General Meeting directs, twelve percent per annum, as may be agreed between the Board and the Member paying the sum in advance. However, such amounts paid in advance will not confer a right to dividend or participate in profits of dividend.



(ii) The directors may at any time repay the amount so advanced.

(iii) The members shall not be entitled to any voting right in respect of the money so paid by him until the same would but for such payment, becomes presently payable.

(iv) The provisions of these Articles with respect to the calls on shares shall mutatis mutandis apply to the calls on debentures of the company.

(v) Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member in respect of any shares either by way of principle or interest nor any indulgence granted by the Company in respect of payment of any money shall preclude the forfeiture of such shares as herein provided.

(vi) No Member shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every Share held by him whether alone or jointly with any person, together with interest and expenses, if any.

(vii) On the trial or hearing of any action or suit brought by the Company against any Member or his legal representatives for the recovery of any moneys claimed to be due to the Company in respect of his shares it shall be sufficient to prove that the name of the Member in respect of whose shares the moneys are sought to be recovered, is entered in the Register of Members as a Member/one of the Members at or any subsequent date on which the moneys sought to be recovered are alleged to have become due on the shares and that the resolution making the call is duly recorded in the Minute book and the notice of such call was duly given to the Member, holder or joint-holder or his legal representatives issued in pursuance of these presents. It shall not be necessary to prove the appointment of Directors who made such call nor that the quorum of Directors was present at the Board at which any such call was made nor that the Meeting at which any such call was made had been duly convened or constituted nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.

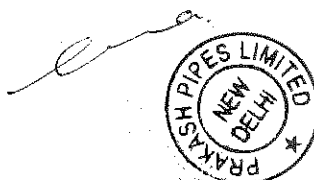
IV. TRANSFER OF SHARES

20. The instrument of transfer of any Shares shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

21. Subject to the provisions of Section 58, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of Law of the right to, any shares or interest of a Member in or debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal, provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.

22. (i) A common instrument of transfer shall be used which shall be in writing in case of shares/debentures held in physical form and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being, shall be duly complied with in respect of all transfer of shares and the registration thereof.

(ii) The instrument of transfer in case of shares/debentures held in physical form shall be in writing and all provisions of Section 56 of the Act, and statutory modification thereof, and rules prescribed under the Act for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.



(iii) Subject to the provisions of Law, in the event that the proper documents have been lodged, the Company shall register the transfer of securities in the name of the transferee except:

- a) when the transfer is, in exceptional circumstances, not approved by the Directors in accordance with the provisions contained herein;
- b) when any statutory prohibition or any attachment or prohibitory order of a competent authority restrains the Company from transferring the securities out of the name of the transferor;
- c) when the transferor object to the transfer, provided he serves on the Company within a reasonable time a prohibitory order of a court of competent jurisdiction;
- d) the transfer of a Share, not being a fully paid Share, to a person whom they do not approve;
- e) any transfer of Share(s) on which the Company has lien.

23. (i) On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine. Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

(ii) The Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any Share.

(iii) Subject to the provisions of Sections 56 and 72 of the Act, a transfer of the shares or other interest in the Company of a deceased Member thereof made by his legal representative shall although the legal representative is not himself a Member, be as valid as if he had been a Member at the time of the execution of the instrument of transfer.

(iv) The instrument of transfer shall, after registration, be retained by the Company and shall remain in its custody. All the instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as may be prescribed.

V. TRANSMISSION OF SHARES

24. Subject to the provisions of Section 72 of the Act and Clauses 26 (ii) and 26 (iv) of these Articles, the executors or administrators of a deceased Member or a holder of a succession certificate or other legal representative or nominee in respect of shares of a deceased Member where he was a sole or only surviving holder shall be the only person whom the Company will be bound to recognize as having any title to the shares registered in the name of such Member and the Company shall not be bound to recognize such executors, administrators or holder unless such executors or administrators shall have first obtained probate or letters of administration or such holder is the holder of a succession certificate or other legal representation, from a court of competent jurisdiction or in the case of nomination, on the production of such evidence as the Board may require, as the case may be.

Provided that in any case where the Directors, at their absolute discretion, think fit, the Directors may dispense with production of probate or letters of administration or succession certificate or other legal representation or other evidence and register the name of any person who claims to be absolutely entitled to the share standing in the name of a deceased Member as a Member, in accordance with the provisions of these Articles.

25. (i) Any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any Member or by any lawful means other than by a transfer in accordance with these presents, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of his title as the Directors shall require, either be registered as a Member in respect of such shares or may subject to the regulations as to transfer contained in these presents and applicable Law, transfer such shares to some other person. This Article, in these presents, is referred to as the "Transmission Clause".

(ii) The Directors shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.



(iii) Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.

(iv) Notwithstanding anything provided in these Articles, a nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either :

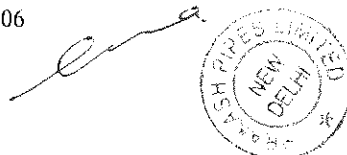
- a) to be registered himself as holder of the share/bond/debenture or deposits, as the case may be; or
- b) to make such transfer of the Share/bond/debenture or deposits, as the case may be, as deceased Share/bond/debenture holder or depositor could have made;
- c) if the nominee elects to be registered as holder of the Share/bond/debenture or deposits, himself, as the case may be, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased Share/bond/debenture holder or depositor, as the case may be;
- d) if the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share
- e) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
- f) The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.

26. A nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the share/bond/debenture or deposits except that he shall not, before being registered as a Member in respect of his Share/bond/debenture or deposits be entitled in respect of it to exercise any right conferred by membership in relation to meeting of the Company.

Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the Share/bond/debenture or deposits, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the Share/bond/debenture or deposits, until the requirements of the notice have been complied with.

VI. FORFEITURE OF SHARES

27. If a Member or debenture-holder fails to pay any call or the allotment money or installment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or allotment money or installment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part serve a notice on him requiring payment of so much call or installment as is unpaid, together with any interest which may have accrued.
28. The notice aforesaid shall:
- a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - b) state that, in the event of non-payment on or before the day so named, the shares or debentures in respect of which the call was made will be liable to be forfeited.
29. If the requirements of any such notice as aforesaid are not complied with, any Share or debenture in respect of which the notice has been given, may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
30. (i) A forfeited Share or debenture may be sold or otherwise disposed off on such terms and in such manner as the Board thinks fit.



(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

31. (i) A person whose shares or debentures have been forfeited shall cease to be Member or holder in respect of the forfeited shares or debentures, but shall notwithstanding the forfeiture remain liable to pay to the Company all moneys which, at the date of forfeiture, were presently payable by him to the Company in respect of the Share or debenture.

(ii) All such moneys payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realization. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the moneys due, without any allowance for the value of the shares or debentures at the time of forfeiture, or waive payment in whole or in part.

(iii) The liability of such person shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares or debentures.

32. (i) A duly verified declaration in writing that the declarant is a Director, Manager or the Company Secretary and that a Share or debenture in the Company has been duly forfeited on the date stated in the declaration, shall be conclusive evidence of the facts therein stated, as against all persons claiming to be entitled to the Share or debenture.

(ii) The Company may receive the consideration, if any, given for the Share or debenture on any sale or disposal thereof and may execute a transfer of the Share or debenture in favour of the persons to whom the Share or debenture is sold or disposed of.

(iii) The transferee shall thereupon be registered as the holder of the Share or debenture.

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share or debenture be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share or debenture.

33. (i) The provision of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the term of issue of a Share or debenture, becomes payable at a fixed time, whether on account of the nominal value of the Share or debenture or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

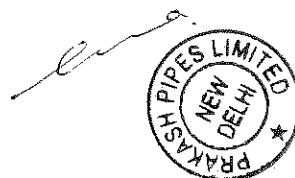
(ii) The Board may subject to the provisions of the act accept from any shareholder/debenture holder on such terms and conditions as shall be agreed, a surrender of all or any of his shares/debentures.

VII. ALTERATION OF CAPITAL

34. Subject to provisions of the Act, the Company in General Meeting, may increase the share capital by such sum to be divided into Shares of such amount as the resolution shall prescribe.

35. Subject to the provisions of the Act, the Company in a General Meeting, may from time to time sub-divide or consolidate its shares or any of them and exercise any of the other powers conferred by Section 61 of the Act or any other applicable provisions and shall file with the Registrar such notice in exercise of any such powers, if any, as may be required by the Act.

36. (i) The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law:-
a) its share capital;
b) any capital redemption reserve account or capital reserve account; or
c) any share premium account.



(ii) The Company may, from time to time, by special resolution and on compliance with the provisions of Section 66 of the Act, reduce its share capital.

VIII. CAPITALISATION OF PROFITS

37. (i) The Company in General Meeting may, upon the recommendation of the Board, resolve—
- that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the statement of profit and loss, or otherwise available for distribution; and
 - that such sum be accordingly set free for distribution in the manner specified in Clause 38(ii) amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, either in or towards:
- paying up any amounts for the time being unpaid on any shares held by such Members respectively;
 - paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such Members in the proportions aforesaid; or
 - partly in the way specified in Sub-Clause (a) and partly in that specified in Sub-Clause (b).
 - A securities premium account and a capital redemption reserve account may, for the purposes of this Article, be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus Shares.
 - The Board shall give effect to the resolution passed by the Company in pursuance of this Article. Provided however that such payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.
38. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall:
- make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, if any; and
 - generally do all acts and things required to give effect thereto.
- (ii) The Board shall have full power:
- to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares or debentures becoming distributable in fractions; and
 - to authorise any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares.
- (iii) Any agreement made under such authority shall be effective and binding on all such Members.

IX. BUY-BACK OF SHARES

39. Notwithstanding anything contained in these Articles, the Company shall be entitled to purchase its own shares and specified securities, as permitted by Law, and in connection thereto the Board may, when and if thought fit, buy back such of the Company's own shares or specified securities permitted by Law, as it may think fit, subject to such limits, upon such terms and conditions, and in such manner as may be prescribed by Law and subject to such approvals as may be necessary.

X. GENERAL MEETINGS

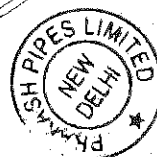
40. All General Meetings other than the Annual General Meeting shall be called Extra- ordinary General Meetings.



41. The General Meeting of the members may be called on shorter notice as per provisions contained in section 101 of the Companies Act, 2013.
42. The Board may, whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition in writing by any Member or Members holding in the aggregate not less than one-tenth of such of the paid-up capital as at that date carries the right of voting in regard to the matter in respect of which the requisition has been made. Such requisition shall state the reason for calling the meeting.

XI. PROCEEDINGS AT GENERAL MEETINGS

43. (i) No business shall be discussed at any General Meeting except the election of a Chairperson, whilst the Chair is vacant.
- (ii) Such minimum number of Members, as prescribed under Section 103 or any other applicable provisions of the Act, to be personally present for comprising quorum for meetings, and no business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business.
44. The Chairperson or in his/her absence the Vice Chairperson, if any, of the Board shall preside as Chairperson at every General Meeting of the Company.
45. (i) If there be no Chairperson or, if at any meeting he shall not be present within 15 minutes after the time appointed for holding such meeting, or is unwilling to act, Directors present shall elect one amongst them to be the Chairperson of the meeting.
- (ii) If at any meeting no Director is willing to act as Chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one amongst them to be Chairperson of the meeting.
- (iii) **Postal Ballot:** Notwithstanding anything contained in the Articles of the Company, the Company do adopt the mode of passing resolutions by the Members of the Company by means of Postal Ballot (which includes voting by electronic mode) and/or other ways as may be prescribed under the Act or Rules formed thereunder from time to time in respect of the matters specified in said Rules as modified from time to time instead of transacting such business in a General Meeting of the Company subject to compliances with the procedure for such Postal Ballot and/or other requirements prescribed in the rules in this regard.
- (iv) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.
- (v) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting -
- a) is, or could reasonably be regarded, as defamatory of any person; or
 - b) is irrelevant or immaterial to the proceedings; or
 - c) is detrimental to the interests of the Company.
- (vi) The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.
- (vii) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.



(viii) The books containing the minutes of the proceedings of any General Meeting or a resolution passed by Postal Ballot shall: (a) be kept at the registered office of the Company; and (b) be open to inspection of any Member without charge, during 10.00 a.m. to 1.00 p.m. on all working days other than Saturdays.

(ix) Subject to the provisions of the Act, any Member shall be entitled to be furnished within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred in the above clause.

XII. ADJOURNMENT OF MEETING

46. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting adjourn any meeting from time to time, and from place to place.

(ii) If within half an hour from the time appointed for the General Meeting, a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved and in any other case shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Board may determine. If at such adjourned meeting also a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum and may transact the business for which the meeting was called.

(iii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for more than 30 days, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of the adjournment or of the business to be transacted at an adjourned Meeting.

XIII. VOTING RIGHTS

47. (i) Subject to the provisions of the Act :
a) on a show of hands, every Member present in person shall have one vote; and
b) on a poll, the voting rights of Members shall be as provided in Section 47 of the Act.

(ii) At any General Meeting, a resolution put to vote at the meeting shall be decided on a show of hands unless the voting is carried out electronically, or a poll is ordered (before or on the declaration of the result on a show of hands) to be taken by the Chairperson of the meeting of his own motion or demanded by any Member or Members present in person or by Proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than five lakh rupees or such higher sum as may be prescribed under Section 109 of the Act has been paid up and unless a poll is so ordered to be taken or demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution. In case voting through electronic means is applicable pursuant to provisions of Section 108 of the Act, the manner prescribed pursuant thereto and other applicable provisions of the Act shall apply.

(iii) If a poll is demanded on the election of a Chairperson or on a question of adjournment, it shall be taken forthwith and without adjournment. A poll demanded on any other question shall be taken at such time not being later than forty eight hours from the time when the demand was made, as the Chairperson may direct.

(iv) On a poll taken at a meeting of the Company, a Member entitled to more than one vote or his Proxy or other person entitled to vote for him as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

(v) Where a poll is to be taken, the Chairperson of the meeting shall appoint one or more Scrutineer to scrutinize the votes given to the poll and to report thereon to him. The Chairperson shall have power, at any time before the result of the poll is declared, to remove a Scrutineer from office and to fill vacancies in the office of the Scrutineer arising from such removal or from any other cause. Scrutineers appointed under this



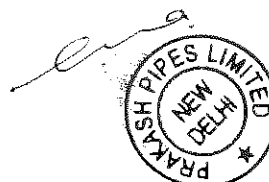
Article may be a Member present at the meeting (not being an officer or employee of the Company), provided that such a Member is available and willing to be appointed.

(vi) The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

(vii) In the case of any equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall, unless otherwise provided under the Act, be entitled to a casting vote in addition to his own votes to which he may be entitled as a Member.

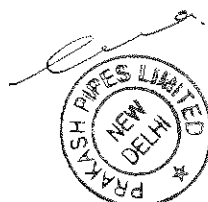
(viii) Notwithstanding anything contained in the provisions of these presents, the provisions of Section 110 of the Act and the rules made thereunder, shall apply in relation to passing of resolutions by Postal Ballot.

48. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
49. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of joint holders stand in the Register of members.
50. Any Member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction to lunacy, may vote whether on a show of hands or on a poll, by his committee or other legal guardian and any such committee or guardian may, on a poll, vote by Proxy.
51. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
52. (i) No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
- (ii) Any Member whose name is entered in the Register of Members, or who is a Beneficial Owner of the shares shall enjoy the same right and be subject to the same liabilities as all other Members of the same class. No Member shall exercise any voting rights in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the company has exercised any right of lien.
- (iii) A body corporate (whether a company within the meaning of the Act or not) may, if it is a Member, by resolution of its Board or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Company in accordance with the provisions of Section 113 of the Act. The production at the meeting of a copy of such resolution duly signed by one Director of such body corporate or by a Member of its governing body and certified by him as being a true copy of the resolution shall on production at the meeting be accepted by the Company as sufficient evidence of the validity of his appointment.
- (iv) Any person entitled under the Transmission Clause to transfer any shares may vote at General Meetings in respect thereof as if he was the registered holder of such shares provided that at least 48 hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Board of his right to transfer such shares unless the Board has previously admitted his right to vote at such meeting in respect thereof.
53. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.



XIV. PROXY

54. (i) Any Member who is entitled to attend and vote at a meeting of Company shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of himself. A Proxy so appointed shall not have any right to speak at the meeting.
- (ii) Votes may be given either personally or by attorney or by Proxy or in the case of a body corporate by a representative duly authorized as aforesaid.
- (iii) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
55. (i) An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105 of the Act.
- (ii) No person shall act as Proxy unless the instrument of his appointment and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall have been deposited at the registered office of the Company at least 48 hours before the time for holding the meeting at which the person named in the instrument of Proxy proposes to vote and in default the instrument appointing the Proxy shall not be treated as valid. No attorney shall be entitled to vote unless the power of attorney or other instrument appointing him as attorney or a notarially certified copy thereof has either been registered in the records of the Company at any time not less than 48 hours before the time of the meeting at which the attorney proposes to vote or is deposited at the registered office not less than 48 hours before the time of such meeting as aforesaid. Notwithstanding that a power of attorney of that authority has been registered in the records of the Company, the Company may by notice in writing addressed to the Members or the attorney at least seven days before the date of a meeting require him to produce the original power of attorney or authority and unless the same is thereupon deposited with the Company not less than 48 hours before the time fixed for the meeting, the attorney shall not be entitled to vote at such meeting unless the Board, at its absolute discretion, excuse such non-production and deposit. Every Member entitled to vote at a meeting of the Company or on any resolution to be moved thereat shall be entitled, during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days notice in writing of the intention to inspect is given to the Company.
- (iii) If any such instrument of appointment be confined to the object of appointing a Proxy or substitute for voting at meetings of the Company, it shall remain permanently or for such time as the Board may determine, in the custody of the Company and if embracing other objects a copy thereof, examined with the original, shall be delivered to the Company to remain in the custody of the Company.
56. (i) A vote given in accordance with the terms of an instrument of Proxy shall be valid notwithstanding the previous death of the principal or revocation of the Proxy or of any power of attorney under which such Proxy was signed or the transfer of Share in respect of which the vote is given, provided that no intimation in writing of the death, revocation or transfer shall have been received at the registered office before meeting.
- (ii) No objection shall be made to the validity of the vote except at the meeting or poll at which such vote shall be tendered and every vote whether given personally or by Proxy not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.
- (iii) The Chairperson of any meeting shall be the sole judge of the validity of every vote cast at such meeting. The Chairperson present at the taking of a poll shall be the sole judge of the validity of every vote cast at such poll.



XV. BOARD OF DIRECTORS

57. (i) The following shall be the first Directors of the Company: -

1. VED PRAKASH AGARWAL
2. VIKRAM AGARWAL
3. KANHA AGARWAL

(ii) Unless otherwise determined by the Company in General Meeting and subject to the provisions of the Act, the number of Directors of the Company shall not be less than three and not more than fifteen or any other number as the Act may prescribe. The composition of the Board shall comply with the terms of the Act and Listing Regulations.

(iii) Subject to provisions of the Act, and in particular Section 149 (13) of the Act, two-thirds (any fraction to be rounded off to the next number) of the Directors shall be persons whose period of office shall be liable to determination by rotation and save as otherwise expressly provided in the Act, be appointed by the Company in General Meeting.

(iv) In accordance with provisions of Section 152 of the Act, at every Annual General Meeting of the Company held next after the date of General Meeting in which first Directors are appointed, one-third of such Directors for the time being liable to retire by rotation (if their number is not three or a multiple of three, then the number nearest to one-third) shall retire from office.

(v) Directors to retire by rotation at every Annual General Meeting shall be those (other than the Chairperson if such Chairperson is a Managerial Personnel of the Company, and such other non-retiring Directors, if any) who have been longest in office since their last appointment but as between persons who become Directors on the same day, those who are to retire shall, unless otherwise agreed among themselves, be determined by lot.

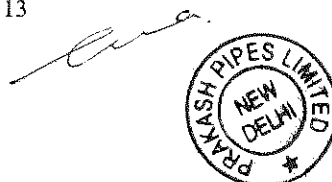
(vi) Subject to the provisions of the Act, a retiring Director shall be eligible for re-election. The Company at the Annual General Meeting in which Director retires, may fill-up the vacated office by appointing the retiring Director or some other person thereto.

(vii) If the place of retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a holiday, at the same time and place, and if at the adjourned meeting also, the place of retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting, unless :

- a) at that meeting or at the previous meeting, a resolution for the re-appointment of such Director has been put to the meeting and lost;
- b) the retiring Director has, by a notice in writing addressed to the Company or its Board, expressed his unwillingness to be so re-appointed;
- c) he is not qualified or is disqualified for appointment;
- d) a resolution, whether special or ordinary, is required for his appointment by virtue of any provisions of the Act;
- e) a resolution was moved and passed for appointment of another person in place of the retiring director, but is rendered void pursuant to Section 162(2) of the Act.

(viii) The Board shall have the power to appoint any person or persons as Director(s) nominated by any bank, financial institution or any other lender to the Company in pursuance of the provisions of any Law for the time being in force or any agreement.

58. (i) Subject to Sections 197 and other applicable provisions of the Act, the Directors shall be paid such remuneration, salary and/or allowances as may, from time to time, be approved and determined in accordance with the Act. The remuneration of Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day. In addition to the remuneration payable to the Directors under this Act, all



reasonable expenses of Directors, including the Nominee Directors, for attending meetings of the Board or any Committee thereof or General Meetings of the Company or otherwise in connection with the business may be borne by the Company.

(ii) The Directors shall not be required to hold any qualification shares.

59. The Board may pay all expenses incurred in getting up and registering the company.

60. (i) The Directors shall cause a proper register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to registration of mortgages and charges and in regard to inspection to be given to creditors or Members of the Register of Charges and of copies of instruments creating charges. Such sum as may be prescribed pursuant to the Act shall be payable by any person other than a Creditor or Member of the Company for each inspection of the Register of Charges.

(ii) Subject to the provisions of the Act, the Company shall keep and maintain at its registered office or such other place, statutory register(s) as required under the Act.

(iii) The statutory registers and copies of annual return shall be open for inspecting during 10.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at such place where the statutory registers are kept, by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed under the Act.

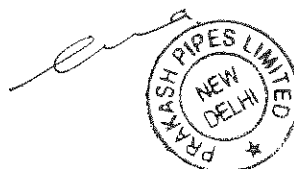
(iv) The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

(v) The foreign register shall be open for inspection and may be closed, and extracts may be taken there from and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the Register of Members.

61. (i) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

(ii) Borrowing Powers -

- a) Subject to the provisions of Section 73, 179 and 180 of the Act and these Articles, on behalf of the Company, the Board may, from time to time at its discretion, by means of a resolution, and, if statutorily required, passed at a General Meeting, accept deposits from Members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company. Provided, however where the moneys to be borrowed together with moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid-up capital of the Company and its free reserves (that is to say, reserves which are available for distribution as dividend) the Board shall not borrow such moneys without consent of the Company in General Meeting.
- b) The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board resolution, or Special Resolution, as the case may be, shall prescribe including by the issue of debentures or debenture stock of the Company, charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being; and debentures, debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
- c) Any bonds, debentures, debenture stock or other securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider being for the benefit of the Company.



- d) Subject to the provisions of the Act and applicable Law, any bonds, debentures, debenture stock or other securities may be issued at a discount, premium or at par and with any special privileges as to redemption, surrender, drawing, allotment of shares, appointment of Directors or otherwise.
- e) If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may authorize the person in whose favour such mortgage or security is executed or any other person in trust for him to make calls on the Members in respect of such uncalled capital and the provisions hereinbefore contained in regard to calls shall mutatis mutandis apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally and either presently or contingently and either to the exclusion of the Directors' power or otherwise and shall be assignable if expressed so to be.

(iii) The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things (directly or through a committee or through employees or authorized representatives), as the Company is by the memorandum of association or otherwise authorized to exercise and do.

(iv) The Board of Directors may, to the extent permissible in Law, have the Company take an insurance as the Board may deem appropriate on behalf of the Directors, including the Managing Director(s), Whole-time Director(s), Manager, Chief Executive Officer, Chief Financial Officer, Company Secretary or such other persons as the Board may deem fit for indemnifying any of them against liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company and the premium paid on such insurance shall, subject to proviso to Section 197(13), not be treated as a part of the remuneration payable to such personnel, if any. Further provided that to the extent such personnel are not directly responsible for such liability the Company shall, to the extent permissible in Law, shall keep them indemnified to the extent insurance is not available.

62. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

63. (i) Subject to the provisions of the Act, the Board shall have the power to appoint alternate and additional director(s).

(ii) The additional director(s) shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act

(iii) Whenever the Board enters into a contract with any lenders for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or enter into any other arrangement, the Board shall have, subject to the provisions of Section 152 of the Act the power to agree that such lenders shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the common loan agreement/ facility agreement. The nominee director representing lenders shall not be required to hold qualification Shares and not be liable to retire by rotation. The Directors may also agree that any such Director, or Directors may be removed from time to time by the lenders entitled to appoint or nominate them and such lenders may appoint another or other or others in his or their place and also fill in any vacancy which may occur as a result of any such Director, or Directors ceasing to hold that office for any reason whatsoever. The nominee director shall hold office only so long as any monies remain owed by the Company to such lenders. The nominee director shall be entitled to all the rights and privileges of other Directors including the sitting fees and expenses as payable to other Directors but, if any other fees, commission, monies or remuneration in any form are payable to the Directors, the fees, commission, monies and remuneration in relation to such nominee director shall accrue to the lenders and the same shall accordingly be paid by the Company directly to the lenders. Provided that if any such nominee director is an officer of any of the lenders, the sittings fees in relation to such nominee director shall also accrue to the lenders concerned and the same shall accordingly be paid by the Company directly to that lenders.




(iv) The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable.

(v) Managing Director & Whole-time Director-

- a) Subject to the provisions of the Act and these Articles, the Board shall have the power to appoint, remove, replace and dismiss at the same time more than one Managerial Personnel including Managing Director and Whole-time Director, upon such terms and conditions as the Board thinks fit and, the Board may by resolution vest in such Managerial Personnel powers, as it thinks fit, hereby vested in the Board generally, and such powers may be made exercisable for such period or periods and upon such condition and subject to such restrictions as the Board may determine.
- b) Subject to the provisions of Law and requisite permission/approvals of the shareholders and the Central Government, if required, the remuneration of the Managerial Personnel as per the above clause, shall be such as may be determined by the Board from time to time and may be by way of monthly payment, fee for each meeting or participation in profits or by any or all these modes or any other mode not expressly prohibited by the Act.
- c) The terms and period of appointment of the Managerial Personnel shall be determined by the Company from time to time.

64. **Special remuneration for extra services rendered by a director-** If any Director be called upon to perform extra services or special exertions or efforts (which expression shall include work done by a Director as a member of any Committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board. Such remuneration may either be in addition, to or in substitution for his remuneration otherwise provided, subject to the applicable provisions of the Act.

XVI. PROCEEDINGS OF THE BOARD

65. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) Subject to provisions of the Act and applicable Law, meetings of the Board shall be held in such manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board and at least four such meetings shall be held every year. Notice of every meeting of the Board of Directors shall be given in accordance with the Act and other applicable Laws. Provided however that the accidental omission to give notice of any meetings of the Board to any Director shall not invalidate any resolution passed at any meeting.

(iii) The quorum necessary for the transaction of business of the Directors shall be one-third of the total strength of Directors (any fraction contained in that one third being rounded off as one) or two Directors whichever is higher (participation of the Directors by video conferencing or by any other audio visual means shall also be counted for the purpose of quorum) as provided in Section 174 of the Act.

(iv) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

(v) Every Director present at any meeting of the Board or a committee thereof shall sign his name in a book to be kept for that purpose, to show his attendance thereat.

66. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

(iii) Each Director shall be entitled to exercise one vote.



67. (i) The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
- (ii) If the office of any Director appointed by the Company in a General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board in terms of applicable provisions of the Act.
68. (i) The Board shall from time to time, elect from amongst itself a Director to be the Chairperson of the Board, and to be the Vice Chairperson of the Board, and determine the periods for which the Chairperson and the Vice Chairperson shall hold such office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Vice Chairperson shall be the Chairperson for that meeting, and in the absence of both the Chairperson and the Vice Chairperson, the Directors present may choose one of their number to be the Chairperson of the meeting.
69. (i) The Board may, subject to the provision of Section 179 and other applicable provisions of the Act, delegate any of their powers to its committees ("Committees") consisting of such Member or Members of their body as they think fit and they may from time to time revoke such delegation. Any Committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board of Directors including with relation to sub-delegation of its powers or any other matter. The proceedings of such a Committee shall be placed before the Board at its next meeting or in a subsequent meeting of the Board held within a period of 120 days.
- (ii) The meeting and proceedings of any such Committee consisting of two or more Members shall, subject to applicable Law, be governed by the provisions of the Act, other applicable Laws and its charter of constitution for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto.
70. (i) A committee may elect a Chairperson of its meetings.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
71. (i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
72. All acts done by any meeting of the Board or a Committee thereof or by any person acting as a Director, shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be valid as if every such Director or such person had been duly appointed was qualified to be a Director.
73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.
74. **Passing of Resolution by Circulation:-** No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft form, together with the necessary papers, if any, to all the Directors, or members of the Committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or



through such electronic means as may be provided under the Companies (Meetings of Board and its Powers) Rules, 2014 and has been approved by majority of Directors or members, who are entitled to vote on the resolution. However, in case one-third of the total number of Directors for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board.

A resolution mentioned above shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such meeting.

XVII. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

75. Subject to the provisions of the Act:

(i) the Board of Directors may, from time to time, appoint for such term, at such remuneration and upon such conditions as it may think fit, and at its discretion, remove, a chief executive officer, manager, company secretary or chief financial officer. Such officers may be appointed to perform any functions, which by the Act are to be performed by the chief executive officer, manager, company secretary or chief financial officer respectively, and to execute any other managerial, ministerial or administrative duties or functions, which may, from time to time, be assigned to any of them by the Board of Directors.

(ii) the Board of Directors may appoint one or more chief executive officers for its multiple businesses.

(iii) a Director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

(iv) an individual can be the chairperson of the Company as well as the managing director and/or chief executive officer of the Company, at the same time.

76. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

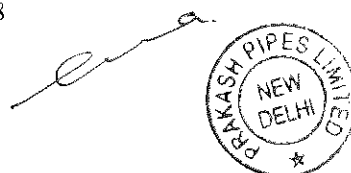
XVIII. THE SEAL

77. (i) The Board, may in its discretion, provide or continue with a common Seal for the purpose of the Company and shall have power from time to time to discontinue, destroy the same and substitute a new Seal in lieu thereof. The Board shall provide for the safe custody of the Seal, if the same is continued.

(ii) The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf and except in the presence of at least one Director and the Company Secretary of the Company or such other persons as the Board may appoint for the purpose; and that one Director and the Company Secretary or such other persons as aforesaid shall sign every instrument to which the Seal of the Company is so affixed, in their presence. Director may, however, sign a Share/debenture certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine equipment or other metal used for the purpose. In the absence of the Seal, the provisions of Section 22 and other applicable provisions of the Act shall apply for authorization in lieu thereof.

XIX. DIVIDENDS AND RESERVE

78. (i) The profits of the Company available for payment of dividend subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of the Act and these presents as to the reserve fund and amortisation of capital shall be divisible among the Members in proportion to the amount of capital paid-up by them respectively. Provided always that (subject as aforesaid) any capital paid-

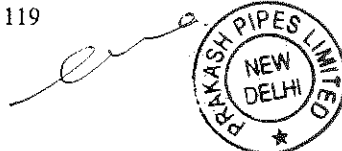


up on a Share during the period in respect of which a dividend is declared shall only entitle the holder of such Share to an apportioned amount of such dividend as from the date of payment.

(ii) The Company in a General Meeting may declare a dividend (other than interim dividend) to be paid to the Members according to their rights and interests in the profits and may fix the time for payment, but no dividend shall exceed the amount recommended by the directors, but a Company may declare a lesser dividend at the General Meeting.

(iii) No dividend shall be declared or paid by the Company for any Financial Year except out of profits of the Company for that year arrived after providing for the depreciation in accordance with the provisions of Section 123 of the Act or out of profits of the Company for any previous Financial Year or years arrived after providing for the depreciation in accordance with applicable Laws and remaining undistributed or out of both or out of moneys provided by the government for the payment of dividend in pursuance of a guarantee given by the government. No dividend shall carry interest against the Company. No dividend shall be declared unless carried over previous years losses and depreciation not provided in previous year(s) are set off against profit of the Company for the current year.

79. The Directors may, from time to time, and subject to the provisions of Section 123 of the Act, pay to the Members such interim dividends, as in their judgment the position of the Company justifies.
80. (i) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
- (ii) The Board may also carry forward any profits which it may think prudent not to divide, without setting them aside as a reserve.
81. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a Share in advance of calls shall be treated for the purposes of these Articles as paid on the Share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but, if any Share is issued on terms providing that it shall rank for dividend as from a particular date, such Share shall rank for dividend accordingly.
82. (i) The Board may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- (ii) Subject to the provisions of Section 123 of the Act, no dividend shall be payable except in cash.
- (iii) A transfer of shares shall not pass the right to any dividend declared thereon after transfer and before the registration of the transfer.
83. (i) Unless otherwise directed, any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic means or by cheque or demand draft or warrant or such other permissible means to the registered address of the Member or person entitled or in the case of joint holding, to the registered address of that one whose name stands first in the register in respect of joint holding and every cheque, demand draft



or warrant so sent shall be made payable to the Member or to such person and to such address as the shareholder or the joint shareholders in writing may direct.

(ii) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

84. Any one of the several persons who are registered as the joint holders of any Share, may give effectual receipts for all dividends and payments on accounts of dividends in respect of such shares.
85. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act
86. (i) No dividend shall bear interest against the company.

(ii) Where the Company has declared a dividend but which has not been paid or claimed or the dividend warrant in respect thereof has not been posted within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend, the Company shall, within 7 days from the date of expiry of the said period of 30 days, open a special account in that behalf in any scheduled bank called "Unpaid Dividend Account" of the Company and transfer to the said account, the total amount of dividend which remains unpaid/unclaimed or in relation to which no dividend warrant has been posted.

(iii) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company alongwith interest accrued to the fund established under Section 125 of the Act (viz. Investor Education and Protection Fund) in accordance with the provisions of Section 124(5) and other applicable provisions of the Act.

(iv) No unclaimed or unpaid dividend shall be forfeited by the Board and all unclaimed dividends shall be dealt with in accordance with the provisions of the Act.

(v) The Board may retain dividend payable upon Shares in respect of which any person is, under the Articles regarding transmission hereinbefore contained, entitled to become a Member, until such person shall become a Member in respect of such Shares.

XX. ACCOUNTS

87. (i) The Board shall cause proper books of accounts to be maintained under Sections 128 & 129 of the Act.
- (ii) Directors shall, from time to time, determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Law or authorised by the Board of Directors or by the Company in General Meeting.
- (iii) At least once in every year, the accounts of the Company shall be balanced and audited and the correctness of the statement of profit and loss and balance sheet ascertained by one or more Auditor or Auditors to be appointed as required by the Act.
- (iv) The Company, at the Annual General Meeting, shall appoint an Auditor or Auditors for a term as prescribed under the Act. The appointment and the removal of Auditors and the person who may be appointed as the Auditors shall be as provided in the Act.



(v) The Auditor of the branch office, if any, of the Company shall be appointed by and in the manner provided by Section 143 of the Act.

(vi) The remuneration of the Auditors of the Company shall be fixed and determined in accordance with the provisions of Section 142 of the Act. The powers and duties of the Auditor shall be the same as those provided in the Act.

XXI. WINDING UP

88. (i) Subject to the provisions of the Act:-

- a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the Members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.
- c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no Member shall be compelled to accept any Shares or other Securities whereon there is any liability.

(ii) **Reconstruction** – In the event of winding up, pursuant to any compromise or arrangement with Creditors and Members under Sections 391 and 394 of the Companies Act 1956, till the same are in force, or under the applicable provisions of the Act when enforced, the liquidator or sponsors of such scheme of arrangement, composition or re-construction may propose the sale of any undertaking thereunder and the Company may accept fully paid-up or partly paid-up shares, debentures or securities of any other Company, whether incorporated in India or not, either then existing or to be formed for the purchase in whole or in part of the property of the Company or for cash consideration. Such scheme shall be approved and passed by the requisite majority and if required by special majority, as required by the court/the Tribunal, as the case may be, monitoring the scheme. The liquidators (in a winding-up) may distribute such shares or securities, or any other property of the Company amongst the contributories without realisation, or vest the same in trustees for them, and may, if authorised by an appropriate resolution, including, if required by Special Resolution, provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the contributories of the Company, and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and the contributories shall be bound to accept and shall be bound by any valuation or distribution so authorised and may waive all rights in relation thereto, save such statutory rights (if any) under the Act as are incapable of being varied or excluded by these presents.

XXII. INDEMNITY

89. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

XXIII. OTHERS

90. (i) A notice (which expression for the purposes of these presents, shall be deemed to include and shall include any summon, notice, process, order, judgment or any other document in relation to or in the winding up of the Company) may be given by the Company to any Member either personally or by sending it by post to him to his registered address or electronic mode or such other mode as is permissible under applicable Law.
- (ii) Where a notice is sent by post, the service of such notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice.



Provided that where a Member has intimated to the Company in advance that documents should be sent to him under a certificate of posting or by registered post/speed post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so, and the same is duly accepted by the Company, the service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the Member.

(iii) If a Member has no registered address in India and has not supplied to the Company an address within India for giving of notices to him, a notice advertised in a newspaper circulating in the neighborhood of the registered office shall be deemed to be duly given to him on the day on which the advertisement appears.

(iv) A notice may be given by the Company to the persons entitled to a share in consequence of the death or insolvency of a Member by sending it through electronic mode or through the post in a pre-paid letter, addressed to them by name or by the title of representatives of the deceased or assignee of the insolvent by any like description, at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or insolvency had not occurred.

(v) Subject to the provisions of the Act and these presents, notice of every General Meeting shall be given in any manner hereinbefore authorized to:

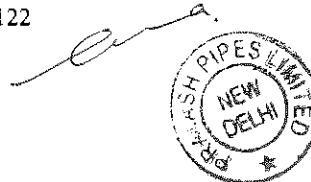
- a) every Member of the Company, legal representatives of any deceased Member or the assignee of an insolvent Member ;
- b) every Director of the Company
- c) the Auditor or Auditors of the Company;
- d) the Secretarial Auditor; and
- e) the debenture trustee, if any.

(vi) Any notice to be given by the Company shall be signed by or be given under the authority of anyone of the Company Secretary, Chief Executive Officer, Chief Financial Officer or such Director or Officer as the Board may appoint. Such signature may be written or printed or lithographed or affixed in electronic/digital mode or in such other mode as prescribed under the Act.

(vii) Every person who, by operation of Law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every notice in respect of such Share, which previously to his name and address and title to the Share being notified to the Company, shall have been duly given to the person from whom he derives his title to such Share.

(viii) Subject to the provisions of the Act and these presents, any notice given in pursuance of these presents or document delivered or sent by electronic mode or post to or left at the registered address of any Member or at the address given by him in pursuance of these presents, shall notwithstanding that such Member be then deceased and whether or not the Company have notice of his death, be deemed to have been duly served in respect of any registered Share, whether held solely or jointly by other persons, to such Member until some other person be registered in his stead as the holder or the joint holder thereof and such service shall, for all purposes of these presents, be deemed sufficient service of such notice or document on his or her heirs, executors or administrators and all persons, if any jointly interested with him or her in any such Share.

(ix) Ensuring compliance with applicable Law: Notwithstanding anything stated elsewhere in these Articles, the Directors shall be entitled to take all necessary steps to ensure compliance with applicable Law(s) including, without limitation, the applicable provisions of the Guidelines for Foreign Direct Investment in Indian Entities publishing Newspapers and Periodicals dealing with News and Current Affairs published by the Ministry of Information and Broadcasting, Government of India and subject to the provisions of Sections 58 and 59 of the Act, and the other provisions of applicable law, the Directors may, for contravention of the provisions of Securities and Exchange Board of India Act, 1992, or regulations made thereunder or the Sick Industrial Companies (Special Provisions) Act, 1985, or the Guidelines for Foreign Direct Investment in Indian Entities publishing Newspapers and Periodicals dealing with News and Current Affairs, or other applicable Law for the time being in force, and by giving reasons, decline to register or acknowledge any transfer or transmission of shares whether fully paid or not, and the Company shall within



one month from the date on which the instrument of transfer or intimation of transmission was given to it, send to the transferee a notice of the refusal to accept such transfer or transmission of its shares.

(x) Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

(xi) Confidentiality:-

- a) Every Director, Manager, Auditor, Secretarial Auditor, treasurer, trustee, member of a Committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
- b) No Member shall be entitled to visit or inspect any works of the Company without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process and which in the opinion of the Directors, would be inexpedient in the interest of the Company to disclose.



MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of the Information Memorandum), which are or may be deemed material have been entered or are to be entered into by our Company. These contracts and also the documents for inspection referred to hereunder, may be inspected at the Corporate Office of our Company situated at 'Sri Van', Najafgarh - Bijwasan Road, Bijwasan, New Delhi - 110 061 from 10.00 a.m. to 02.00 p.m. on working days from the date of the Information Memorandum.

Documents for Inspection

- Certificate of Incorporation of our Company.
- Memorandum and Articles of our Company.
- Copy of the Fairness Report provided by Finshore Management Services Limited dated August 24, 2017.
- Copy of the Undertaking and the Auditor's certificate dated August 24, 2017 submitted to SEBI confirming non application of clause (I)(A)(9)(a) of the Annexure I to the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017.
- Copy of the resolution passed by the Board of directors dated August 24, 2017 approving the scheme.
- Scheme of Arrangement among Prakash Industries Limited and Prakash Pipes Limited and their respective Shareholders and Creditors.
- Letter under Regulation 37 of Listing Agreement issued by NSE (NSE/LIST/13124 dated January 12, 2018) and BSE (DCS/AMAL/PB/R37/10289/2017-18 dated January 15, 2018).
- Order dated March 14, 2019 (certified true copy received on April 01, 2019) of the Hon'ble National Company law Tribunal, Chandigarh Bench sanctioning the Scheme of Arrangement under Section 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013.
- Bi-partite agreements dated February 26, 2019 and January 29, 2019 with CDSL & NSDL respectively.
- Statement of Tax Benefits dated April 24, 2019 from M/s Chaturvedi & Co., Statutory Auditors.
- Annual Report of our Company for the financial year ended March 31, 2018 and March 31, 2019.
- NSE letter no. NSE/LIST/02 dated May 31, 2019 granting in-principle listing approval
- BSE letter no. DCS/AMAL/JR/IP/1484/2019-20 dated June 04, 2019 granting in-principle listing approval
- SEBI Relaxation letter no. CFD/DILII/ADM/RK/6753/2019 dated June 06, 2019 granting relaxation of Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957.

Any of the contracts or documents mentioned in the Information Memorandum may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance of the provisions contained in the Companies Act, 2013 and other relevant statutes.

DECLARATION

All relevant provisions of the Companies Act, 2013 (to the extent notified and applicable), the rules made thereunder and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Information Memorandum is in contrary to the provision of the Companies Act, 2013 (to the extent notified and applicable), the Securities and Exchange Board of India Act, 1992 or the rules made thereunder. We further certify that all statements made in the Information Memorandum are true and correct.

On behalf of the Board of Directors of Prakash Pipes Limited



Pawan Kumar
Company Secretary



Date: June 08, 2019
Place: New Delhi