ANNUAL REPORT

2021 - 2022 think ahead to stay ahead



BOARD OF DIRECTORS Shri V. P. Agarwal Chairman

Shri Vikram Agarwal Managing Director

Shri Kanha Agarwal Joint Managing Director

Shri M. L. Pareek Whole-time Director

Shri Y. N. Chugh Independent Director

Shri M. R. Agarwal Independent Director

Smt. Purnima Gupta Independent Director

Shri Sunil Kumar Independent Director

Dr. S.C. Gosain Independent Director

COMPANY SECRETARY Shri Ashwini Kumar

CHIEF FINANCIAL OFFICER Shri Deepak Mishra

STATUTORY AUDITORS Chaturvedi & Co.

Chartered Accountants

BANKERS Union Bank of India

REGISTERED OFFICE

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

CORPORATE OFFICE

SRIVAN

Bijwasan,

New Delhi - 110 061

WORKS

Champa (Chhattisgarh)
Raipur (Chhattisgarh)
Bhaskarpara (Chhattisgarh)
Sirkaguttu (Odisha)
Muppandal (Tamil Nadu)

WEBSITE

www.prakash.com

DIRECTORS' REPORT

Dear Shareholders.

Your Directors have pleasure in presenting the 41st Annual Report on the business & operations of the Company together with the Audited Statement of Financial Accounts for the year ended 31st March, 2022.

FINANCIAL RESULTS

		(₹ in Crores)
	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Net Sales	3928.72	3215.86
Other Income	8.48	8.06
Total Income	3937.20	3223.92
EBITDA	399.34	322.62
Depreciation	157.85	153.77
Financial Expenses	72.67	73.52
Profit before exceptional iter and tax	m 168.82	95.33

Exceptional items	109.90		103.07	
Less: Transferred from General Reserve	169.98	-	103.67	-
Provision for Taxes		0.10		-
Profit after tax		168.72		95.33
Other Comprehensive Incom	ne	3.22		8.90
Total Comprehensive Incom	e	171.94	•	104.23

460.00

102 67

PERFORMANCE

Eventional Items

During the year under review, the Company achieved highest ever Net Sales of ₹3929 crores as against ₹3216 crores in the previous year reflecting growth of 22% over the previous year. The EBITDA for the year was ₹399 crores as against ₹323 crores in the previous year, up by 24% over the previous year. After providing for interest, depreciation and tax, the profit after tax of the Company also grew by 77% from ₹95 crores to ₹169 crores resulting in EPS of ₹9.42 in the current year.

The performance of the Company was satisfactory during the year despite the economy having been impacted by the COVID pandemic. Although the year was marked by high volatility in the raw material prices, the Company was able to insulate itself to a significant extent. The Company mined 7.8 lakh tonnes of Iron Ore from its Sirkaguttu mine, Odisha during the year, up by 65% over the previous financial year.

FUTURE PROSPECTS

The Company had secured Long Term Coal Linkages of around 10 lakh tonnes per annum for the next 5 years in the recent coal linkage auction conducted by Coal India Limited. These linkages will provide long term stability to the operations of the Company and improve its operating and financial performance.

The Ministry of Coal had awarded Vesting Order for Bhaskarpara Coal Mine in favour of the Company on 18th November, 2021. The Company is fast tracking the opening of the coal mine as the Mining Plan for a rated capacity of 10 lakh tonnes per annum has already been approved in-principle by the Ministry of Coal on 10th March, 2022. This mine shall go a long way in enhancing the revenue and profitability of the Company, more so, in a scenario marked by global coal shortages.

DIVIDEND

After careful assessment of the available profit during the financial year ended 31st March, 2022, your Directors have not recommended any dividend for the financial year ended 31st March, 2022.

ENVIRONMENT

The Company gives the utmost importance to environment, legal statuary requirements, corporate social responsibility, supply of quality product and healthy work environment for its employees. The Company has ensured to address all the environmental, quality, safety and social concerns through its IMS Policy and its adherence which is a structured and systematic approach for achieving continuous improvement for sustainable development. Environmental considerations are embedded in all business decisions & Processes. The Company strives to continually improve the environmental performance by minimizing the environmental impact by periodically reviewing the environmental policy & efforts for a clean environment.

In addition to complying with all applicable environmental laws, Company has taken following measures for a neat & clean environment :

- Strict adherence to environmental legislation.
- Installation of efficient Pollution Control System to control Air & Water Pollution.
- For conservation of natural resources Coal char generated from Sponge Iron Plant is used as fuel in Captive Power Plant.Similarly metal recovered from waste slag is reused in Steel making to conserve Iron Ore & Coal.

- Effective management of Hazardous waste, Solid waste, Bio-medical waste & E-waste.
- Adoption of cleaner technologies to reduce the consumption of fuel and water for plant Operations.
- Installation of Online Continuous Emission & Effluent Monitoring Systems.
- Implementation of energy conservation & water conservation projects.
- Extensive green belt development program inside & outside factory premises.

SAFETY

The company believes "SAFETY FIRST" and is committed to ensure the safety of all employees, contractors and the visitors through safe working practices in the operations.

The company aims to improve the health and safety parameters, reduce possible risks through people participation, capability building & implementation of the safety management systems in various processes.

The Company has developed Safety Standards, SOPs, Safety Manual systems and procedures in accordance to ISO-45001 which addresses the Employee Safety, Occupational Health and Emergency Preparedness. Each employee, including contractors are provided safety training & awareness programs are conducted regularly.

The Company has a structured system for periodically review of safety policies, objectives and targets for continual improvements through corrective and preventive actions to ensure the safety of employees.

Some of the efforts made by the Company towards safety are as follows:

- Periodic review of safety policies, objectives and targets for continual improvements through corrective and preventive actions.
- Ensure safe and healthy working through "Zero Accident" policy.
- Provided appropriate personal protective equipment to all employees / contractors / visitors.
- Provided facilities for firefighting, fire hydrant system & fire tenders.
- Adopted best industrial practices and highest standards of safety in accordance with the requirements of relevant statutory provisions.
- Make everybody aware of their responsibilities through extensive training program for achieving a safe working atmosphere.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company since the close of financial year i.e. since 31st March, 2022 and to the date of the report.

Further, it is hereby confirmed that there has been no change in the nature of business of the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the period under review there were no significant and material orders passed by the Regulators/Courts or Tribunals impacting the going concern status of the Company and it's operations in future.

DETAILS OF SUBSIDIARY COMPANIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company's policy for determining material subsidiaries is available at www.prakash.com.

AMOUNT CARRIED TO ANY RESERVE (IF ANY)

The Company had not carried any amount to any reserve from its Profit & Loss account for the current financial year.

CORPORATE SOCIAL RESPONSIBILITY AND GOVERNANCE COMMITTEE

The Company's' approach towards Corporate Social Responsibility (CSR) is to interweave social responsibility of the Company into Company's mainstream business functions. CSR is an integrated part of the Company Policy.

The Company is committed to bring a tangible change in the lives of people living in the surroundings by giving them employment opportunities, as well as by their socioeconomical development. All CSR initiatives are being planned, executed and monitored by the Committee/ Board. The CSR programs are aligned with Govt. mandate at Local and State Level and as per the specific needs of the Community.

Some of the initiatives taken by the Company in field of socio economical development, education & health are -

- Water resource management provided drinking water facilities, construction of drainage system, construction of bathing place, renovation of ponds etc.
- Environmental improvements in nearby areas.
- Extensive Green belt development program, cleaning roads, spreading awareness about Swachh Bharat, water spraying on roads, encouraging Hygiene, conservation of natural resources etc.

- Promotion of education training & awareness program extending support to children for their education, provided different facilities for schools, provided apprentices training to the nearby students to increase their skill.
- Promoting preventive health care & medical camps, medical aids and ambulance facility. The Company facilitated COVID-19 vaccination drive and also donated ventilators & Oxygen Cylinders to the District Hospital.
- Women empowerment through focused initiatives to support them for their livelihood & improved life by way of employment as well as trainings.
- Extending support in National, State & rural level sports program & ensured active participation of nearby Villages.
- Promotion of rural sports.
- Animal welfare.

A Board level Committee of CSR has been constituted. The details of membership of the Committee & the meetings held are detailed in the Corporate Governance Report, forming part of this Report. The Corporate Social Responsibility Policy is available on the website of the Company at the link http:// prakash.com/pdfs/CSR_Policy.pdf

The Annual Report on Corporate Social Responsibility activities is annexed to this report as Annexure 1.

BOARD EVALUATION

During the year, the annual evaluation of the performance of the Board, its Committees and of individual Directors has been made under the provisions of the Companies Act 2013, relevant Rules and the Corporate Governance requirements as prescribed under Regulation 17 of Listing Regulations, 2015 and the circular issued by SEBI with respect to Guidance Note on Board Evaluation from time to time.

In a separate meeting of Independent Directors, performance of Non Independent Directors and performance of the Board as a whole was evaluated. Further, they also evaluated the performance of the Chairman of the Company, taking into account the views of the Executive Directors and Non-executive Directors.

NUMBER OF MEETINGS OF THE BOARD

The details of the Board Meetings and other Committee Meetings held during the financial year 2021-22 with regard to their dates and attendance of each of the Directors thereat have been provided in the Corporate Governance Report.

PRAKASH INDUSTRIES LIMITED

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations / confirmations from all the Independent Directors of the Company as required under Section 149(7) of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 25(8) of the SEBI Listing Regulations, 2015.

FAMILIARISATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

In compliance with the requirements of Regulation 25(7) of the Listing Regulations, 2015, the Company has put in place a Familiarization Programme for the Independent Directors to familiarise them with the Company, their roles, rights, responsibilities in the Company and nature of the industry in which the Company operates.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

The following persons are the Key Managerial Personnel of the Company as per the provisions of Section 203 of the Companies Act, 2013.

- i) Shri Vikram Agarwal, Managing Director
- ii) Shri Deepak Mishra, Chief Financial Officer
- iii) Shri Ashwini Kumar, Company Secretary

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Shri Vikram Agarwal retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

Shri P.L. Gupta resigned as Whole-time Director and Chief Financial Officer with effect from 18th December, 2021.

Shri M.L Pareek was appointed as Whole-time Director of the Company w.e.f. 21st December, 2021 subject to approval of members of the Company.

Shri Deepak Mishra was appointed as Chief Financial Officer of the Company w.e.f. 21st December, 2021.

The Board of Directors has reappointed Shri Kanha Agarwal as Joint Managing Director of the Company for the term of 3 (Three) consecutive years on the Board of the Company with effect from 1st April, 2022 subject to approval of members of the Company.

BOARD COMMITTEES

All Committees of the Board of Directors are constituted in line with the provisions of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DEPOSITS

Company has not accepted any deposits during the year under review.

TRANSFERS TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to applicable provisions of the Companies Act, 2013 ("Act") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund ("IEPF" or "Fund") established by the Central Government, after completion of seven years from the date of dividend becoming unpaid / unclaimed. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the members for seven consecutive years or more, shall also be transferred to the demat account created by the IEPF Authority.

The Company had sent individual notices and also advertised in the newspapers seeking action from the members who have not claimed their dividends for seven consecutive years or more. Accordingly, the Company has transferred such unpaid or unclaimed dividends and corresponding shares to IEPF, up to the financial year ended 31st March, 2014.

Members/claimants whose shares and/or unclaimed dividend, have been transferred to the IEPF Demat Account or the Fund, as the case may be, may claim the shares or apply for unclaimed dividend by making an application to the IEPF authority in Form IEPF-5 (available on http://www.iepf.gov.in) along with requisite fee as decided by the IEPF authority from time to time.

Details of shares/members in respect of which dividend has not been claimed, are provided on our website at www.prakash.com The members are encouraged to verify their records and claim their dividends of all the earlier seven years, if not claimed.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (5) of the Companies Act, 2013 (Act), the Board of Directors, to the best of their knowledge and ability, confirm that:

- in the preparation of the annual accounts, the applicable standards have been followed and there are no material departures,
- II. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period,

- III. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities,
- IV. they have prepared the accounts on a going concern basis,
- V. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- VI. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STANDALONE ACCOUNTS

The Standalone financial statements for the year ended 31st March, 2022 have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 together with the comparative period data as at 31st March, 2022 and for the previous year ended 31st March, 2021.

AUDITORS & AUDITORS REPORTS

i) Statutory Auditors

The Board of Directors have appointed M/s Chaturvedi & Co., Chartered Accountants, (FRN:302137E) as Statutory Auditors of the Company for a term of five years beginning from 40th Annual General Meeting of the Company, upto the conclusion of the 45th Annual General Meeting of the Company.

The Auditors in their Report to the members, have given two qualified opinions and the explanations of Board with respect to it in pursuant to section 134(3)(f) of Companies Act, 2013 is as follows:

Explanations to note on Basis for Qualified opinion of Independent Auditors Report

a. The expenditure amounting to ₹16998 lakhs in respect of capital expenditure incurred was subject to completion of respective projects and claim receivable was subject to realization. The implementation of these projects was abandoned and claim receivable could not be realized hence, the same has been written off by withdrawing an equivalent amount from General Reserve.

b. The net deferred tax liability computed in terms of Ind AS-12 "Income Tax" amounting to ₹8897 lakhs has been adjusted against Securities Premium Account. This has been in terms of Hon'ble Punjab & Haryana High Court order dated 23rd August 2007

ii) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Shri Bhoopendra Kumar Bohra, Practicing Company Secretary to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as Annexure 2 in prescribed format MR- 3 as per Companies Act, 2013 and under SEBI Listing Regulations. The Secretarial Auditor has given observation as mentioned in his report.

iii) Cost Auditors

Pursuant to Section 148(1) of the Companies Act, 2013 Company is required to maintain cost records as specified by the Central Government and accordingly such accounts and records are made and maintained.

Accordingly the Board of Directors in its meeting held on 3rd May, 2022 has appointed M/s. Rakshit & Associates, (FRN:101951) Cost & Management Accountants, on the recommendation of the Audit Committee, for auditing the cost records of the Company for the Financial Year 2022-23. Appropriate resolution seeking your ratification of the remuneration of Cost Auditors, is included in the Notice convening the 41st AGM of the Company

CHANGES IN CAPITAL STRUCTURE

During the financial year 2021-22, the Authorised Capital of the Company was increased from ₹ 200 Crore to ₹ 225 Crore. There is no change in paid up Capital structure of the Company during the financial year 2021-22.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of loans, guarantees, investments made and securities provided by the Company pursuant to Section 186 of the Companies Act, 2013, if any, are given in the notes to the financial statements, which form part of the Annual Report.

PRAKASH INDUSTRIES LIMITED

RELATED PARTY TRANSACTIONS [RPT]

All the Related Party Transactions entered during the year were in the ordinary course of business and on arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013 and Listing Regulations. There are no materially significant related party transactions made by the Company with its Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict of interest with the Company at large. All the related party transactions are presented to the Audit Committee and the Board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature.

A statement of all related party transactions is presented before the Audit Committee on quarterly basis, specifying the terms & conditions of the transactions.

The Policy on materiality of related party transactions and dealing with related party transactions are available on the Company's website at the link at http://www.prakash.com/policy-related-party-transactions.

The details of the related party transactions as required under Section 134(3)(h) r/w Rule 8 (2) of the Companies (Accounts) Rules, 2014 and under Regulation 34(3) & 53(f), Para A of Schedule V of SEBI (LODR) Regulations, 2015 is attached as Annexure 3.

VIGIL MECHANISM AND WHISTLE BLOWER POLICY

Pursuant to the provisions of Section 177(9) & (10) of the Act and the SEBI Listing Regulations, 2015, a Vigil Mechanism and Whistle Blower Policy for Directors, employees and other stakeholders to report genuine concerns has been established. The same is also uploaded on the website of the Company.

NOMINATION AND REMUNERATION POLICY

The Company has a Nomination and Remuneration Committee of Directors, Members of said Committee are Non-executive Directors and Independent Directors. The Committee met twice during the year. Details of the role and responsibilities of the Committee, the particulars of meeting(s) held and attendance of the Members at such meeting(s) are given in the Corporate Governance Report.

The Board has framed a Nomination and Remuneration policy which is available on the Company website at the link http:// www.prakash.com/policies.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided as Annexure 4 to this Report.

In terms of the provisions of Section 197(12) of the Companies Act 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of this Annual Report and is attached as Annexure 4A.

RISK MANAGEMENT AND ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has set up a Risk Management Committee. The Committee assessed various risks pertaining to Operations & Maintenance of Plants, financial and other organizational risks which are assessed, evaluated and continuously monitored for taking effective steps.

The Company's internal control procedures includes internal financial controls, ensure compliance with various policies, practices and statutes and keeping in view the organization's pace of growth and increasing complexity of operations. Details of internal control system and its adequacy are furnished in "Management Discussion & Analysis Report", forming part of this Report.

ANNUAL RETURN

The copy of draft Annual Return as required under Section 92(3) and Section 134(3)(a) of the Act has been placed on the website of the Company at www.prakash.com.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has a policy on prohibition, prevention and redressal of Sexual Harassment of women at work place and matters connected therewith. During the year ended 31st March 2022, no complaint was received under the policy.

DISCLOSURE REQUIREMENTS

As per SEBI Listing Regulations, the Corporate Governance Report with the Practising Company Secretary's Certificate and Management Discussion and Analysis are attached as Annexure 5, 5A, 5B and 5C. The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

BUSINESS RESPONSIBILITY REPORT:

The Business Responsibility Report as required under Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, describing the initiatives taken by the Company from an environmental, social and governance perspective, form an integral part of this Annual Report and annexed hereto as Annexure 6.

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to conservation of energy, technology absorption, research & development and foreign exchange earnings and outgo, as required to be disclosed under the Act are annexed as Annexure 7.

ACKNOWLEDGMENTS

Your Directors wish to thank all stakeholders, employees and business partners and Company's bankers for their continued support and valuable co-operation. The Directors also wish to express their gratitude to investors for the faith that they continue to repose in the Company.

By Order of the Board

Place: New Delhi Dated: 3rd May, 2022 M. L. Pareek Whole-time Director DIN 01795975 Vikram Agarwal Managing Director DIN:00054125

ANNEXURE-1

Annual Report on Corporate Social Responsibility (CSR) Activities (Pursuant to Rule 8 of Companies (Accounts) (Corporate Social Responsibility Policy) Rules, 2014) for the Financial Year ended 31st March, 2022

1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and Projects or programs.

CSR Policy provides a guideline of the methodologies and areas for choosing and implementing the Company's CSR Projects. The major Sectors covered under the said Policy include Education, Health Care, Rural Infrastructure, Sanitation and Self-employment Generation, Vocational Skills, Empowerment of Women and Youth, Environment Sustainability, Protection and Development of National Heritage, Art Culture, Public Libraries, Social Causes & Disaster Management.

2. Composition of CSR Committee:

SI. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Shri Vikram Agarwal	Managing Director (Chairman)	1	1
2	Shri Kanha Agarwal	Joint Managing Director (Member)	1	1
3	Smt. Purnima Gupta	Independent Director (Member)	1	1

3. The CSR Policy of the Company is displayed on Company's website at link- http://prakash.com/pdfs/CSR Policy.pdf

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report)

Not applicable for Financial Year 2021-22

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any :

SI. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in ₹)	
Not Applicable				

Average net profit of the company as per section 135(5).
 ₹ 26380.38 Lakhs

 (a) Two percent of average net profit of the company as per section 135(5)

: ₹ 527.61 Lakhs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.

: N.A.

c) Amount required to be set off for the financial year, if any

: NIL

d) Total CSR obligation for the financial year (7a+7b-7c).

₹ 527.61 Lakhs

8. (a) CSR amount spent or unspent for the financial year :

Total Amount	Amount Unspent (₹ in lakhs)				
Spent for the Financial Year	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 637.00 Lakhs	N.A.	N.A.	N.A.	N.A.	NA