

## NOTICE OF THE 16<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE SIXTEENTH (16<sup>TH</sup>) ANNUAL GENERAL MEETING OF THE MEMBERS OF HINDPRAKASH INDUSTRIES LIMITED WILL BE HELD ON SATURDAY, SEPTEMBER 14, 2024 AT 2:30 P.M. BY MEANS OF VIDEO CONFERENCING (“VC”) /OTHER AUDIO VISUAL MEANS (“OAVM”) IN ACCORDANCE WITH THE RELEVANT CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS:

- (1) To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements including Balance Sheet as at March 31, 2024, Statement of Profit and Loss and Cash Flow for the year ended on March 31, 2024, and the Reports of the Board of Directors’ and Auditors’ thereon.
- (2) To appoint a director in place of Mr. Sanjay Prakash Mangal (DIN: 02825484), who retires by rotation and being eligible, offers himself for re-appointment.
- (3) To declare a final dividend of Re. 0.50/- (Fifty Paise only) per equity share of Rs. 10/- each for the financial year ended on March 31, 2024.

### SPECIAL BUSINESS:

- (4) **To ratify the remuneration payable to M/s. A.G. Tulsian & Co., Cost Accountants (Firm Registration Number 100629) Cost Auditor of the Company for the Financial Year ended on March 31, 2025:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and any other applicable provision(s), if any, of the Companies Act, 2013, read with the Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded to ratify the remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) p.a. plus applicable taxes and reimbursement of out of pocket expenses payable to M/s. A.G. Tulsian & Co., Practicing Cost Accountants (Firm Registration Number: 100629), Ahmedabad, based on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year ended on March 31, 2025.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- (5) **Appoint Ms. Shivani Pathak (DIN: 10481354) as an Independent Director of the Company for a term of five consecutive years:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV, as amended from time to time (“Act”) and pursuant to Regulation 17 and other applicable regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Regulations”) and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Shivani Pathak (DIN: 10481354) who has been appointed as an Additional Director (Non-Executive, Independent) of the Company on June 15, 2024, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a consecutive period of 5 years to hold office up to June 14, 2029.

**RESOLVED FURTHER THAT** Managing Director and/or Wholetime Director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts deeds, things and execute all such documents as may be considered necessary, in order to give effect to the foregoing resolution including but not limited to file all documents and returns with the Registrar of Companies, Gujarat and / or to inform the Stock Exchanges as per the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.”

**(6) To re-appoint Mr. Sanjay Prakash Mangal (DIN: 02825484) as Managing Director of the Company and fix his remuneration.**

To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a **“Special Resolution”**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V, as amended from time to time (“Act”) and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“Regulations”), approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Sanjay Prakash Mangal (DIN: 02825484) as the Managing Director of the Company for a period of three years with effect from February 16, 2025 to February 15, 2028 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee which is set out in the explanatory statement annexed to this notice.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Mr. Sanjay Prakash Mangal (DIN: 02825484), the remuneration payable to him subject to overall limits laid down in Sections 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactments thereof for the time being in force) without further approval of the Members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

**(7) To re-appoint Mr. Santosh Narayan Nambiar (DIN: 00144542), as Wholetime Director of the Company and fix his remuneration.**

To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a “**Special Resolution**”:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and read with Schedule V, as amended from time to time (“Act”) and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“Regulations”), approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Santosh Narayan Nambiar (DIN: 00144542) as the Wholetime Director of the Company for a period of three years with effect from February 16, 2025 to February 15, 2028 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee which is set out in the explanatory statement annexed to this notice;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Mr. Santosh Narayan Nambiar (DIN: 00144542), the remuneration payable to him subject to overall limits laid down in Sections 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactments thereof for the time being in force) without further approval of the Members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

**Registered Office:**  
301, "Hindprakash House", Plot No.10/6, Phase-1,  
GIDC, Vatva, Ahmedabad - 382 445

For and on behalf of Board of Directors  
**Hindprakash Industries Limited**  
CIN: L24100GJ2008PLC055401

**Date:** August 14, 2024

**Place:** Ahmedabad

Avani Patel  
Company Secretary & Compliance Officer  
Membership No.: A66815

## IMPORTANT NOTES:

1. The Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circular Nos. 20/2020 dated 5th May 2020 and 9/2023 dated 25th September, 2023, and other circulars issued in this respect (“MCA Circulars”) has allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility on or before 30th September, 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI Circulars HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the SEBI (LODR) Regulations, 2015 (“Listing Regulations”). Accordingly, in compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (LODR) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM, without the physical presence of the members at a common venue. The detailed procedure for participation in the Meeting through VC / OAVM are given hereunder.

In line with the aforesaid Ministry of Corporate Affairs Circulars, the AGM Notice calling the AGM has been uploaded on the website of the Company at [www.hindprakash.in](http://www.hindprakash.in) . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).

2. Pursuant to the provisions of the Companies Act 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the applicable circulars, through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Annual Report along with Notice of the AGM including general guidelines for participation at the AGM through VC/OAVM, procedure for remote e-voting and e-voting during the AGM, is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depository. The same has also been uploaded on the website of the Company, i.e. [www.hindprakash.in](http://www.hindprakash.in). In accordance with the applicable circulars, copy of the Annual Report is being sent only through emails to the Members of the Company. Members who have not registered their e-mail addresses are requested to register the same with the Company or with the RTA/ respective Depository Participant(s).
4. Pursuant to applicable Circulars, the shareholders who have not submitted their email addresses and in consequence to whom the Notice of AGM along with Annual Report could not be serviced, may temporarily get their e-mail addresses registered with the Company’s Registrar and Share Transfer Agent, Bigshare Services Private Limited or with the Company by sending an e mail before the date of AGM at [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com) or [info@hindprakash.com](mailto:info@hindprakash.com) . Post successful registration of the e-mail address, the shareholder would get soft copy of Notice of AGM along with Annual Report with user-id and the password to enable e-voting for AGM. In case of any queries, shareholder may write to the Company at [info@hindprakash.com](mailto:info@hindprakash.com) or to Registrar and Transfer Agent at [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com) .

5. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure.
6. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
7. Members are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.
8. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and other necessary registers and documents will be available for inspection by the members on request by sending an e-mail to the company on [info@hindprakash.com](mailto:info@hindprakash.com) .
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
10. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
12. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
13. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.



14. Institutional /Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting/ evoting means at the time of AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [evoting@parikhdave.com](mailto:evoting@parikhdave.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
15. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the special business items is annexed hereto.
16. Since the AGM will be held through VC/OAVM in accordance with the applicable Circulars, the route map is not attached to this Notice.
17. Mr. Uday Dave (C.P. No. 7158) failing him Mr. Umesh Parikh (C.P. No. 2413), Partners of Parikh Dave & Associates, Practicing Company Secretaries, have been appointed as Scrutinizer to scrutinize the E voting process (including electronic voting at AGM) in fair and transparent manner. The Scrutinizers will submit their consolidated report on voting within two working days of the conclusion of AGM to the Chairman or his authorised person and the Chairman or his authorised person shall announce the voting results after receipt of the Scrutinizers' report. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.hindprakash.in](http://www.hindprakash.in) and on the website of CDSL immediately and communicated to the BSE and NSE.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i.* The voting period begins on Wednesday, September 11, 2024, 09:00 a.m. and ends on Friday, September 13, 2024, 5.00 p.m. During this period shareholders of the Company, holding shares, as on the cut-off date (record date) of Saturday, September 07, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii.* Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii.* Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. Accordingly, company has made necessary arrangements for providing e-voting facility.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**STEP 1: ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.**

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e voting is in progress as per the information provided by company. On clicking the e voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the</li> </ol>

	system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:**

Login type	Helpdesk details
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Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co">evoting@nsdl.co</a> .in or call at : 022 - 4886 7000 and 022 - 2499 7000

## STEP 2: ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

- v. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) .
  2. Click on “Shareholders” module.
  3. Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  4. Next enter the Image Verification as displayed and Click on Login.
  5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  6. If you are a first-time user follow the steps given below:

### For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote,

provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- viii.** For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix.** Click on the EVSN for the relevant HINDPRAKASH INDUSTRIES LIMITED on which you choose to vote.
- x.** On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi.** Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii.** After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii.** Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv.** You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv.** If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi.** There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz; [info@hindprakash.com](mailto:info@hindprakash.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- 1) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 7) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@hindprakash.com](mailto:info@hindprakash.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@hindprakash.com](mailto:info@hindprakash.com). These queries will be replied to by the company suitably by email.
- 8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 9) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- 10) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

- 1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- 2) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

#### **INFORMATION ON DIVIDEND:**

- I.** Subject to approval of the Members at the AGM, the dividend will be paid within 30 days from the conclusion of the AGM, to the Members whose names appear on the Company's Register of Members / beneficial owners as on the Record Date i.e. Friday, September 06, 2024.
- II.** Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. In case the payment of dividend may not be made through electronic mode due to various reason, Dividend warrants / demand drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details.
- III.** Shareholders are requested to register/ update their complete bank details with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialized mode by submitting the requisite documents.
- IV.** Pursuant to the Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020/Income Tax Act, 1961 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to [info@hindprakash.com](mailto:info@hindprakash.com) by September 06, 2024. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF / JPG Format) by e-mail to [info@hindprakash.com](mailto:info@hindprakash.com). The aforesaid declarations and documents need to be submitted by the shareholders by September 06, 2024.

- V. Those members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Record Date shall be entitled for the dividend which will be paid within 30 days from the conclusion of the AGM, subject to applicable TDS.

#### **INSTRUCTIONS ON RIGHT TO WAIVE DIVIDEND BY SHAREHOLDERS:**

- I. Shareholder can waive/forgo the right to receive the dividend (either final and/or interim) if any, declared by the company, to which he is entitled, on some or all the Equity Shares held by him in the Company as on the Record Date i.e. Friday, September 06, 2024 fixed for determining the names of Members entitled for such dividend.
- II. However, the shareholders cannot waive/forgo the right to receive the dividend (either final and/or interim) for a part of percentage of dividend on share(s).
- III. The Equity Shareholder(s) who wish to waive/forgo the right to receive the dividend for the Financial Year 2023-24 shall inform in advance to the Company in the prescribed form, which is available on the website of the Company i.e. [www.hindprakash.in](http://www.hindprakash.in). The prescribed form (available on the website of the Company) once filled with required data asked for, shall be sent to the Company by post or courier or through e-mail ID on [info@hindprakash.com](mailto:info@hindprakash.com) on or before Record Date i.e. Friday, September 06, 2024.
- IV. In case of joint holders holding the Equity Shares of the Company, all the joint holders are required to intimate to the Company in the prescribed form (available on the website of the Company) about their decision of waiving/forgoing their right to receive the dividend from the Company.
- V. Further, for detailed understanding on waiver of dividend, the shareholder can check the Hindprakash Industries Limited (Waiver of Dividend) Rules available on the website of the Company i.e. [www.hindprakash.in](http://www.hindprakash.in). The same has been approved and adopted by the Board of Directors of the Company and which came into effect on 29th August, 2020.

**Registered Office:**  
301, "Hindprakash House", Plot No.10/6, Phase-1,  
GIDC, Vatva, Ahmedabad - 382 445

**For and on behalf of Board of Directors**  
**Hindprakash Industries Limited**  
CIN: L24100GJ2008PLC055401

**Date:** August 14, 2024  
**Place:** Ahmedabad

**Avani Patel**  
**Company Secretary & Compliance Officer**  
**Membership No.: A66815**



## EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS)

### ITEM NO.4: ORDINARY RESOLUTION

The Board of Directors at its meeting held on June 15, 2024, upon the recommendation of the Audit Committee, approved the appointment of M/s. A.G. Tulsian & Co., Practicing Cost Accountants (Firm Registration Number 100629), to conduct the audit of the Cost records of the Company for the Financial Year ending on March 31, 2025 at a remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) p.a. excluding all applicable taxes and reimbursement of out of pocket expenses.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (as amended or re-enacted from time to time) the remuneration as mentioned above, payable to the Cost Auditors, is required to be ratified by the Members of the Company.

The Board recommends the resolution set out under Item No. 4 for the approval of the Members by way of passing an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

### ITEM NO.5: SPECIAL RESOLUTION

The Board of Directors upon recommendation of Nomination and Remuneration Committee, at its meeting held on June 15, 2024 had appointed Ms. Shivani Pathak as an Additional Director (Non-Executive, Independent) of the Company. Her appointment is valid for the period of 3 months from the date of appointment or the next general meeting whichever is earlier.

Pursuant to Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and SEBI Listing Regulations, approval of the members by way of special resolution is required for appointment of Ms. Shivani Pathak as an Independent Director for a term of five consecutive years upto June 14, 2029.

The Company has received a declaration from Ms. Shivani Pathak confirming that she meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Ms. Shivani Pathak to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and a declaration to the effect that she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI). The Company has received notice pursuant to Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Shivani Pathak for the office of Independent Director of the Company.

Ms. Shivani Pathak is 28 years old. She is law Graduate and qualified Company Secretary. She is Company Secretary by profession and has rich experience in the field of company law, security laws & accounting.

In the opinion of the Board of Directors, Ms. Shivani Pathak fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for her appointment as an Independent Director of the Company and is independent of the Management.

Details as required under regulation 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 and other provisions of the applicable laws are provided in **Annexure A** to the explanatory statement. Copy of the letter for appointment of Ms. Shivani Pathak as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays and Sundays, upto the last date for e-voting.

The Board considers that association of the director would be of immense benefit to the Company and it is desirable to continue to avail her services as an Independent Director. Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the appointment of Ms. Shivani Pathak as Independent Director, set out in the resolution in Item no. 4, for approval of the members as a special resolution.

Except Ms. Shivani Pathak and her relatives, none of the other directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

#### **ITEM NO.6: SPECIAL RESOLUTION**

The members of the Company had approved the reappointment of Mr. Sanjay Prakash Mangal as Managing Director of the Company for a period of 3 years from February 16, 2022 to February 15, 2025 by Special Resolution passed through postal ballot on March 03, 2022. The present tenure will expire on February 15, 2025.

Under the dynamic and able leadership of Mr. Sanjay Prakash Mangal the Company crossed various milestones and enhanced the stakeholders' value. Taking into consideration, the valuable contributions made by Mr. Sanjay Prakash Mangal and the need for his strategic directions for the future growth of the Company, the Nomination and Remuneration Committee recommended his re-appointment on the terms and conditions including remuneration as set out hereunder.

Mr. Sanjay Prakash Mangal has around 29 years of experience in chemicals and allied industries. His core management style is collaborative, disciplined and meticulous. He has sophisticated understanding of marketing that enables successful product strategy development with focus on profitability, ability to anticipate market trends, initiate timely development and enhance value in highly competitive and mature markets.

As recommended by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 14, 2024, unanimously re-appointed Mr. Sanjay Prakash Mangal as the Managing Director of the Company for a further period of three years i.e. with effect from February 16, 2025 to February 15, 2028, pursuant to the provisions of the Act, subject to the approval of the members of the Company.

The members of the Company are requested to note that as per Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

(i) There is more than one such director; the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

The approval of the members by way of special resolution is sought for Mr. Sanjay Prakash Mangal's reappointment as Managing Director and for payment of remuneration to him for a period of 3 years from February 16, 2025.

The broad particulars of the terms and conditions of appointment including remuneration payable to Mr. Sanjay Prakash Mangal are as follows:

Tenure of Re-appointment and Remuneration	3 years with effect from February 16, 2025
Salary inclusive of all allowances and incentives	Upto Rs. 2,50,000/- per month. The Director shall be entitled to annual increment not exceeding 20% of last salary drawn as the Board may by its discretion determine.
Perquisites and allowances in addition to salary	In addition to the salary as described above, he shall be eligible for the following perquisites, which shall not be included in the computation of ceiling on remuneration specified hereinabove.  (i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.  (ii) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.  (iii) Encashment of leave at the end of the tenure.
Other Benefits	The Company may contribute in Pension Scheme as per the Company's rules.  He will be entitled to all other benefits as applicable to the senior executives of the Company.
Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible in law.  Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Managing Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act or any other approvals as may be required under law.

The details of Mr. Sanjay Prakash Mangal in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been given in **Annexure - A** to this Notice.

The required details as per item (iv) of third proviso of Section II of Part II of Schedule V of the Companies Act, 2013 are given in **Annexure B** to this Notice.

The Board, after taking into consideration, the valuable contributions made by Mr. Sanjay Prakash Mangal and based on the recommendation of the Nomination and Remuneration Committee, recommends passing of the special resolution as set out at item no. 6 of this notice.

Mr. Sanjay Prakash Mangal, Managing Director and Mr. Om Prakash Mangal, Non-Executive Director and Chairman are related to each other and are concerned or interested in the resolution as set out in item no. 6 of this notice with regard to re-appointment and payment of remuneration to Mr. Sanjay Prakash Mangal, Managing Director.

None of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 6 of this notice.

**ITEM NO.7:  
SPECIAL RESOLUTION**

The members of the Company had approved the reappointment of Mr. Santosh Nambiar as Wholetime Director of the Company for a period of 3 years from February 16, 2022 to February 15, 2025 by Special Resolution passed through postal ballot on March 03, 2022. The present tenure will expire on February 15, 2025.

Mr. Santosh Nambiar has around 32 years of experience in Dyes, Chemical and Auxiliaries Industry. He has been on the Board of the Company since its incorporation. He has handled the International and domestic sourcing of products and raw materials, export and domestic marketing, market analysis, research and product development and banking & financial management.

As recommended by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 14, 2024, unanimously approved the re-appointment of Mr. Santosh Nambiar as the Wholetime Director of the Company for a further period of three years i.e. with effect from February 16, 2025 to February 15, 2029, pursuant to the provisions of the Act, subject to the approval of the members of the Company.

The members of the Company are requested to note that as per Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

(i) There is more than one such director; the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

The approval of the members by way of special resolution is sought for Mr. Santosh Nambiar's reappointment as Wholetime Director and for payment of remuneration to him for a period of 3 years from February 16, 2025.

The broad particulars of the terms and conditions of appointment including remuneration payable to Wholetime Director are as follows:

Tenure of Re-appointment and Remuneration	3 years with effect from February 16, 2025
Salary inclusive of all allowances and incentives	Upto Rs. 1,50,000/- per month. The Director shall be entitled to annual increment not exceeding 20% of last salary drawn as the Board may by its discretion determine.
Perquisites and allowances in addition to salary	In addition to the salary as described above, he shall be eligible for the following perquisites, which shall not be included in the computation of ceiling on remuneration specified hereinabove.  (i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

	<p>(ii) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.</p> <p>(iii) Encashment of leave at the end of the tenure.</p>
Other Benefits	The Company may contribute in Pension Scheme as per the Company's rules. He will be entitled to all other benefits as applicable to the senior executives of the Company.
Minimum Remuneration	<p>The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.</p> <p>Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Whole Time Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act or any other approvals as may be required under law.</p>

The details of Mr. Santosh Nambiar in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been given in **Annexure - A** to this Notice.

The required details as per item (iv) of third proviso of Section II of Part II of Schedule V of the Companies Act, 2013 are given in **Annexure B** to this Notice.

The Board, after taking into consideration, the valuable contributions made by Mr. Santosh Nambiar and based on the recommendation of the Nomination and Remuneration Committee, recommends passing of the special resolution as set out at item no. 7 of this notice.

Except Mr. Santosh Nambiar, none of the other directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 7 of this notice.

**Registered Office:**  
301, "Hindprakash House", Plot No.10/6, Phase-1,  
GIDC, Vatva, Ahmedabad - 382 445

For and on behalf of Board of Directors  
**Hindprakash Industries Limited**  
CIN: L24100GJ2008PLC055401

**Date:** August 14, 2024  
**Place:** Ahmedabad

Avani Patel  
Company Secretary & Compliance Officer  
Membership No.: A66815



**ANNEXURE A**

**PROFILE OF DIRECTORS**

[Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings]

Name of the Person	Mr. Sanjay Prakash Mangal	Mr. Santosh Narayan Nambiar	Ms. Shivani Pathak
Director Identification Number (DIN)	02825484	00144542	10481354
Age	52 years	54 years	28 years
Nationality	Indian	Indian	Indian
Date of First appointment of the Board	10/08/2011	13/07/2009	15/06/2024
Qualification	B.COM	B.COM	B.COM, L.L.B and Company Secretary
Experience and Expertise	He has around 29 years of experience in chemicals and allied industries. His core management style is collaborative, disciplined and meticulous. He has sophisticated understanding of marketing that enables successful product strategy development with focus on profitability, ability to anticipate market trends, initiate timely development and enhance value in highly competitive and mature markets.	He has around 32 years of experience in Dyes, Chemical and Auxiliaries Industry. He has been on the Board of the Company since its incorporation. He has handled the International and domestic sourcing of products and raw materials, export and domestic marketing, market analysis, research and product development and banking & financial management.	She is law Graduate and qualified Company Secretary. She is Company Secretary by profession and has rich experience in the field of company law, security laws & accounting.
Remuneration last drawn (including sitting fees)	Rs. 16,80,000/- <b>(In FY 2023-24)</b>	NIL	NIL
Remuneration proposed to be paid	As mentioned in the Explanatory Statement of item no 6.	As mentioned in the Explanatory Statement of item no 7.	Sitting fees as may be decided by the board

Terms and Condition of Appointment	As mentioned in the Explanatory Statement of item no 6.	As mentioned in the Explanatory Statement of item no 7.	As per appointment letter
Number of board meetings attended during FY 2023-24	7/8	8/8	N.A.
Shareholding in the Company (Equity Shares)	12,08,155	8,750	NIL
Relationship with other Directors, Manager of KMP	Mr. Sanjay Prakash Mangal is son of Mr. Om Prakash Mangal, Chairman & Non-Executive Director of the Company.	Not related to any Directors / KMP	Not related to any Directors / KMP
Directorships held in other Indian companies	<p>-HINDPRAKASH OVERSEAS PRIVATE LIMITED</p> <p>-HINDPRAKASH CHEMICALS PRIVATE LIMITED</p> <p>-ECOFINE COLOURCHEM PRIVATE LIMITED</p> <p>-HINDPRAKASH ORGANIC PRIVATE LIMITED</p> <p>-CLAIRVOYANCE INDUSTRIES PRIVATE LIMITED</p> <p>-ORIO SHANGHAI COLOURS PRIVATE LIMITED</p> <p>-HINDPARAGON POLYRESINS PRIVATE LIMITED</p> <p>-HINDPRAKASH GLOBAL PRIVATE</p>	<p>-HINDPRAKASH OVERSEAS PRIVATE LIMITED</p> <p>-HINDPRAKASH CHEMICALS PRIVATE LIMITED</p> <p>-ECOFINE COLOURCHEM PRIVATE LIMITED</p>	<p>-AXITA COTTON LIMITED</p> <p>-ADLINE CHEM LAB LIMITED</p>

	LIMITED -INNOVENT EXIM PRIVATE LIMITED  -SUPERIOR TRADELINK PRIVATE LIMITED		
Membership/ Chairmanship of the Committees of the Board	<b>Member:</b>  -Stakeholders Relationship Committee	<b>Member:</b>  -Audit Committee	<b>Chairperson:</b>  -Stakeholders Relationship Committee  <b>Member:</b>  -Nomination And Remuneration Committee
Membership of committees held in other Indian companies	NIL	NIL	5
Chairpersonship of committees held in other Indian companies	NIL	NIL	1

#### ANNEXURE B

The other Disclosures as required under Schedule V Part II Section II-Paragraph B (iv) is provided hereunder:

#### I. GENERAL INFORMATION:

- (1) Nature of Industry: The Company is engaged in activity of manufacturing, dealing and trading of Dyes, Intermediates, Auxiliary, Chemicals and other merchandise etc.
- (2) Date or expected date of commencement of commercial production: N.A. since the Company has already commenced its business activities.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
- (4) Financial performance based on given indicators: Financial performance of the Company during last three years:

(Amount in Lakhs)

Financial Parameters	Financial Year		
	2023-24	2022-23	2021-22
Total Revenue	10,076.65	10,254.75	10,480.96
Depreciation	43.55	47.26	30.65
Total Expenses (Excluding Depreciation)	9,820.24	9874.41	10,082.56
Net Profit	153.44	245.77	273.06
Paid up Capital	1,142.41	1,042.41	1,042.41
Reserves & Surplus	3,875.95	3,218.28	2,787.48
Earnings Per Share	1.44	2.36	2.62

(5) Foreign Investments or collaborations, if any: There is no foreign investment by the Company. There is no foreign collaboration in the Company.

## II. INFORMATION ABOUT THE APPOINTEE:

Particulars	Mr. Sanjay Prakash Mangal	Mr. Santosh Narayan Nambiar
Background details	He has around 29 years of experience in chemicals and allied industries.	He has around 32 years of experience in Dyes, Chemical and Auxiliaries Industry.
Past Remuneration	Rs. 16,80,000/- (In FY 2023-24)	NIL (In FY 2023-24)
Recognition or awards	NIL	NIL
Job profile and suitability	His core management style is collaborative, disciplined and meticulous. He has sophisticated understanding of marketing that enables successful product strategy development with focus on profitability, ability to	He has been on the Board of the Company since its incorporation. He has handled the International and domestic sourcing of products and raw materials, export and domestic marketing, market analysis, research and product

	anticipate market trends, initiate timely development and enhance value in highly competitive and mature markets.	development and banking & financial management.
Remuneration proposed to be paid	As mentioned in the Explanatory Statement of item no 6.	As mentioned in the Explanatory Statement of item no 7.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profiles of Directors, the responsibilities shouldered by them the proposed remuneration are in consonance with the remuneration packages being paid to managerial personnel working in the similar position in the industry.	Taking into consideration the size of the Company, the profiles of Directors, the responsibilities shouldered by them the proposed remuneration are in consonance with the remuneration packages being paid to managerial personnel working in the similar position in the industry.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	<p>Apart from receiving Managerial Remuneration and to the extent of his shareholding, he does not have any other direct pecuniary relationship with the Company.</p> <p>Mr. Sanjay Prakash Mangal is son of Mr. Om Prakash Mangal, Chairman &amp; Non-Executive Director of the Company.</p> <p>Further, he holds 12,08,155 equity shares in the Company.</p>	<p>Apart from receiving Managerial Remuneration and to the extent of his shareholding, he does not have any other direct pecuniary relationship with the Company and he is also not related to any Directors / KMP.</p> <p>Further, he holds 8,750 equity shares in the Company.</p>

### III. OTHER INFORMATION:

- (1) Reasons of loss or inadequate profits: On account of current economic condition and intense competition in the industry, there is a continued pressure on margins & profitability. Further, the Company has undertaken several initiatives to identify new growth areas and simultaneously restructure existing growth engines.
- (2) Steps taken or proposed to be taken for improvement: The Company has taken necessary measures to improve financial and operational performance.
- (3) Expected increase in productivity and profits in measurable terms: The management has adopted focused and aggressive business strategies in all spheres of functions to improve the sales and profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come and strong belief that business improvement will sustain in future.

### IV. DISCLOSURES:

The remuneration packages of all the managerial persons are given in the respective resolutions.

The required information about the terms and conditions of re-appointments is given in Explanatory Statement annexed to this Notice.