

HindPrakash

July 15, 2022

To,
The Manager
Listing Compliance Department
National Stock Exchange of India Limited (SME Emerge)
Exchange Plaza,
5th Floor, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai-400 051

Company Symbol – HPIL (NSE Emerge), ISIN: INE05X901010

Sub.: Outcome of Board Meeting

In compliance with the provisions of Regulation 30 of the SEBI (LODR) Regulations, 2015, as amended from time to time, we would like to inform that the Board of Directors of the Company at their meeting held today i.e. on Friday, July 15, 2022, have approved following:

1. Allotment of 10,00,000 convertible warrants on preferential basis as approved by members at the Extra-Ordinary General Meeting of the Company held on Wednesday, July 6, 2022.

The Company has also received in-principle approval from NSE Limited vide letter no. NSE/LIST/31409 dated June 23, 2022. As this is allotment of warrants, there is no change in paid-up share capital of the Company at present.

Details as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/ 4/2015 dated September 9, 2015, is enclosed as **Annexure A**.

2. Appointment of Secretarial Auditor for conducting secretarial audit for the financial year 2021-2022.

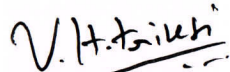
Details as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/ 4/2015 dated September 9, 2015, is enclosed as **Annexure B**.

The meeting of the Board commenced at 12:30 P.M. and concluded at 01:45 P.M.

Kindly take the same on records.

Thanking You.

Yours faithfully,
For Hindprakash Industries Limited



Utsav Trivedi
Company Secretary & Compliance Officer
Membership No.: A57058



Place: Ahmedabad
Encl: As above

HINDPRAKASH INDUSTRIES LIMITED

Corporate Identity Number: L24100GJ2008PLC055401

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

Tel: +91 79 68127000 Fax: +91 79 68127096 e mail ID: info@hindprakash.com URL: www.hindprakash.in

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Annexure A: Details of issuance of Securities:

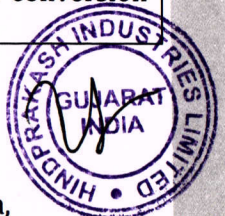
<u>Sr. No.</u>	<u>Particulars</u>	<u>Details</u>		
1	Type of securities issued	Warrants convertible into Equity shares		
2	Type of issuance	Preferential Allotment		
3	Total number of securities issued	10,00,000 warrants convertible into equal number of Equity Shares. (i.e. 10,00,000 equity shares of Rs. 82/- each having face value of Rs. 10/- per share)		
in case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):				
4	Names of the investors	Name	Category	No. of warrants of Rs. 82/- each.
		Hindprakash Global Private Limited	Promoter	3,50,000
		Hindprakash Chemicals Private Limited	Promoter	4,30,000
		Mrs. Honey Mangal	Non-Promoter	2,20,000
		Total	-	10,00,000
Post allotment:				
5	outcome of the subscription	The company has received subscription money equivalent to 25% of the issue price of warrants from the respective allottees. The balance 75% is to be paid by the warrant holders at the time of allotment of Equity shares pursuant to exercise of option by them of conversion of warrants at any time within period of 18 months from the date of allotment of warrants.		
6	issue price / allotted price (in case of convertibles)	The Warrants are issued at a price of Rs. 82/- per warrant and each warrant is convertible into one equity share of Rs. 82/- per share (having face value of Rs. 10/- per share) within period of 18 months from the date of allotment of warrants. The price has been arrived at in compliance of SEBI (ICDR) Regulations.		
7	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	The Warrants shall be converted into equal number of equity shares at any time within period of 18 months from the date of allotment of warrants on such terms and conditions as applicable upon exercise of option of conversion by the warrant holder.		

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Annexure B: Profile of Secretarial Auditor:

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Reason For Change Viz. Appointment, Resignation, Removal, Death Or Otherwise	Appointment: In accordance with the provisions of Section 204 of Companies Act, 2013, the Company has appointed Secretarial Auditor for conducting the secretarial audit of the Company for the financial year 2021-22.
Date Of Appointment / Cessation (As Applicable) & Term Of Appointment;	15/07/2022 Ms. Sudhanya Sengupta, Practicing Company Secretary, is appointed as the Secretarial Auditor of the Company at Board Meeting of the Company held on Friday, July 15, 2022, to conduct the secretarial audit of the Company for the financial year 2021-22 at such remuneration as decided by the Board of Directors and secretarial auditor mutually.
Brief Profile	Name of Auditor: Sudhanya Sengupta Office Address: 3/68 Vidyasagar, Kolkata - 700047, West Bengal, India Email: sudhanya.roychoudhury@gmail.com Profile: Enclosed herewith

For Hindprakash Industries Limited

V.H. Trivedi

Utsav Trivedi

Company Secretary & Compliance Officer

Membership No.: A57058

Place: Ahmedabad



Since 1942

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Firm Profile



Sudhanya Sengupta

Practicing Company Secretaries
PEER REVIEW BOARD EMPANELED

OFFICE:

Head Office: 3/68 Vidyasagar, Kolkata – 700047

Phone: +91 9831717071

Email: sudhanya.roychoudhury@gmail.com

Who We Are

Sudhanya Sengupta is an integrated service secretarial firm focussed on corporate laws, registered as a practicing company secretaries firm with the Institute of Company Secretaries of India (ICSI).

Sudhanya Sengupta has immense knowledge and experience in dealing with matters relating to Company Law, Securities Laws, Trademark Laws, Legal Due Diligence, and Secretarial Audit.

Sudhanya Sengupta key offerings also include setting up compliances, approvals from all the government departments including approvals from the Registrar of Companies, Central registration Centre Ministry of Corporate Affairs, Reserve Bank of India (RBI), Director General of Foreign Trade (DGFT), Food and Safety Department, Trade Marks Registry etc. Headquartered in Delhi and having a branch in Indore & Ahmedabad and associates representing us in all the major cities of India, Sudhanya Sengupta has been in the forefront of the corporate sphere, having advised and represented corporate clients from across the India, through a combination of hand holding and guidance. The professionals of the firm have an average experience of multiple years in handling complex legal issues touching on almost all aspects of Indian Corporate law.

MISSION STATEMENT

- To provide exceptional financial and professional services while maintaining the highest levels of integrity and professionalism.
- To meet the current and future needs of our clients and help them to cultivate long-term success.
- Highest quality of Knowledge to deliver accurate advice covering Secretarial & Trademark Laws.
- Provide timely management solutions to govern business in a most profitable manner.
- To Make Legal Services Easy, Quick and Affordable for Startups and Growing Companies.

Value Addition

The firm strives to position itself in the given fields as a customized service provider as per the business requirement by working as follows: -

Right Team, Right Experience

Planning the business resources coupled with compliances of law has become a challenge today. The above requires extensive theoretical knowledge and practical experience. The professionals of Sudhanya Sengupta and its Team have sound theoretical knowledge and vast practical experience. By sharing their knowledge and practical experience with the team members and clients, we ensure effective and timely redressed of issues arising on routine basis or that can arise later. The professionals are well versed with Company Law, SEBI Law and Trademark Laws. They are in a position to provide efficient, effective and cost-effective professional service in the above area.

The experience of the founder partner and other team members of the firm will support the clients in the best possible manner with cost optimisation. Exposure to a wide variety of business situations has enabled us to develop expert teams, which provide comprehensive services.

Our work approach is based on effective interaction and communication with management, enabling us to provide constructive and insightful feedback on a proactive basis.

Facilities

We are a technology savvy firm, and are equipped with the latest technology and communication system.

We have our business presence across India by the way of strategic alliances and networking with fellow professional firms to ensure timely deliverables to our valuable clients.

Services in Nutshell

The firm is engaged in the activities in the line of Corporate Law, Secretarial Compliances, SEBI Laws, FEMA Laws, Food Safety and Standards Laws and Trademark Laws covering a wide range of sub activities related to the profession.

The major and significant activities taken care by the organization are as follows:

Formation of Companies

- Formation of Private limited Companies including One Person Companies.
- Formation of Public limited Companies including Government, Nidhi, Producer Companies.
- Formation of non-profit association/ Sec.8 Companies.
- Formation of Non-Banking Financial Companies (NBFC).
- Conversion of Proprietorship concern, Partnership firm into Private or Public limited Companies.
- Conversion of Private limited into Public Limited and vice versa.
- Conversion of LLPs into Companies.

Formation of LLPs

Limited Liability Partnership (LLP) is a new form of organization introduced in India through the enactment of Limited Liability Partnership Act, 2008. Partnerships can now be incorporated as a limited liability partnership (LLP) and by doing so they can remove the unlimited liability of individual partners. It is popular in India, because of its dual characteristics, i.e., it is the blend of both the Company form and the Partnership form of organisations.

Company Law and Secretarial Compliances

- Filing of Annual returns and various forms, documents including XBRL.

- Drafting of Director's Report, Corporate Governance Report, Annual Report.
- Advising on creation, satisfaction and registration of Charges.
- Compliance relating to the meetings of Board of Directors, Shareholders, Creditors etc.,
- Issuance of report for Reconciliation of Share Capital Audit.
- Maintenance of Minutes books, Statutory registers and other support services.
- Compliances relating to Statutory meeting and Statutory reports.
- Changing/alteration in the name of company.
- Changing the Authorized Capital and paid up capital.
- Issue / allotment of shares and related compliances.
- Transfer of Shares from and between Indians, NRIs and foreign persons.
- Change of registered office within the same city, from one city to another and one state to another.
- Alteration of Object Clause of the Company.
- Alteration of Article of Association of the Company.
- Appointment & Resignation of Directors.
- Inter corporate investments and loans.
- Matters related to Investor Grievances.
- Payment of dividend and related compliances.
- Change of management, take-over of management and related due diligence services.
- Winding-up of companies / Striking off of the Companies.
- Services to act as Scrutinizer in the Meetings of Shareholders of the Companies.
- Company and Secretarial law issues relating to holding of meetings, maintenance / filing of records, returns, corporate governance, ESOP, Right Issue, Bonus Issue, Private Placement, Buy Back of securities, Take-over regulations and Insider Regulations.

Secretarial Audit

We conduct secretarial audit for and on behalf of the corporates. It helps strengthen the Corporate Governance in an organization. Secretarial audit assists the Audit Committee and the Board of Directors on understanding the status of the statutory compliances, internal control systems,

management information systems and its effectiveness in the proper and transparent governance of the organization.

Services to Banks / FIs Services to the Banks / Financial Institutions

- Issue of search and status reports.
- Opinion on various company law matters.
- Advising on creation and registration of charges.
- Certificate related to List of Shareholders and Directors.

Reserve Bank of India and Foreign Exchange Laws

Compliance Cross border transactions is the order of the present business era. Overseas investments in India, setting up of branch offices / subsidiaries, and joint ventures are primarily governed by FEMA, its rules and regulations, along with the permission and approval of RBI in certain cases. Our services in this area include:

- Setting up of Foreign Subsidiaries.
- Setting up of Branch office, Liaison office, and related compliances.
- FDI (Foreign Direct Investment) compliance.
- NRI (Non-Resident Indian) investment and compliances.

Legal and Procedural Compliance Relating to SEBI Laws

- Quarterly, Half Yearly and Annual Compliances of Listed Companies.
- Preparation of annual report incorporating the necessary requirements of SEBI (LODR) regulations, Company Law, Take Over Regulations, Insider Regulations and all other applicable laws on listed Companies.
- Certificate relating to the quarterly Secretarial Audit for reconciliation as required under notification issued by SEBI.

- Certificate to share transfer agent and/or the in-house share transfer facility, as required for fulfillment of compliance at the time of transfer, sub-division, and consolidation under the SEBI (LODR) Regulations.
- Compliance certificate as required for compliance of conditions of corporate governance under the SEBI (LODR) Regulations.
- Advising on all securities laws including SEBI (LODR) Regulations, Take Over Regulations, Insider Regulations etc.
- Liaison and co-ordinate with the Registrar and Share Transfer Agents, Stock Exchange, Depositories and the Securities and Exchange Board of India.

Trademark and Food Registration/License

- Advising on Trademark registration, opposition, replies and all other related matters.
- Liaison and co-ordinate with the Trademark Registry.
- Advising on FSSAI registration and license.

Corporate Advisory

We advise clients on the following

- Legal and regulatory aspects of doing business in India.
- Structuring the investment for the operations.
- Requisite approvals required from the Foreign Investment Promotion Board (FIPB) and the Reserve Bank of India (RBI) in the event of foreign investment in an Indian company, whether in the form of joint ventures, or wholly owned subsidiaries.
- Filings that need to be made with the Registrar of Companies (ROC), Regional Director (RD), Central Registration Centre (CRC).
- Corporate governance thereby enhancing shareholder value and bringing greater transparency in the day-to-day operations of a Company.

Legal Due Diligence

“Due diligence” is a process of acquiring objective and reliable information, generally on a person or a company, prior to a specific event or decision. It is usually a structured, systematic research effort, which is used to gather the critical facts and descriptive information (or to determine an absence of significant negative factors) which are most relevant to the making of an informed decision on a matter of importance.

One growing usage of due diligence services is for assessing risks and checking facts associated with private stock subscription offerings available to qualified investors under Private Placement Memorandums, and similar investment opportunities.

In order to effectively perform due diligence, one must have an understanding of what really matters with respect to the decision at hand. Often, this requires an understanding of competitive industry landscapes, the customer market place, operations, financial aspects, business development, strategy, and business analysis. Without this kind of experience and understanding, it is difficult to go beyond the standard check lists, and to truly know what may be significant, what the significant risks specific to this situation may be, what to look for, what to ask, and whom to question.

Due diligence is often associated with corporate acquisitions. Indeed, it is not only an essential step in any significant business acquisition, it can sometimes be the most important step.

Due diligence can also be useful, in a similar manner, in the overall assessment of a contemplated business deal (which, of course, can be significant even if it doesn't involve an actual acquisition).

Likewise, due diligence is sometimes very appropriate in terms of learning more about a particular company. For example, a prospective board member or senior executive will want to know quite a bit about a company that has just extended an offer of a board seat or an executive position. This information needs to be comprehensive in covering critical factors, as well as objective, so one does not want to rely entirely on that which is provided by the company itself.

Our due diligence services in India may be comprehensive, or they may supplement other due diligence efforts, or they may be an intentionally

limited, narrow-focus probe. We optimize the effort to fit within the time and budget requirements of the client, and can jointly map-out with the client the areas of concern and risk. We can provide short-notice, fast-turnaround due diligence reports where needed. We undertake legal due diligence for various purposes such as Private Equity, Venture Capital Funding, Public Offerings, Mergers & Acquisitions etc.,

