

April 25, 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: Submission of Notice of Postal Ballot**

Dear Sir / Madam,

Please find enclosed herewith copy of the Notice of Postal Ballot dated April 22, 2022, sent through e-mail to the shareholders of the company on April 25, 2022 seeking approval of the members of the company through Postal Ballot for the following resolution:

1. Migration of Equity Shares of the Company from NSE Emerge (SME platform of NSE) to the Main Board of BSE Limited (in addition to Main Board of NSE).

In terms of circulars issued by Ministry of Corporate Affairs, Government of India ("MCA") vides it General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 19/2021 and General Circular No. 20/2021 dated December 08, 2021 (the "MCA Circulars") and SEBI Circular dated May 12, 2020 and January 15, 2021, the Company has not sent hard copy of this postal ballot. Further the Company has provided e-voting facility only and engaged the services of CDSL to provide remote e-voting facility to the members of the Company.

You are requested to take the same on your records.

Thanking you,  
Yours faithfully,  
For Hindprakash Industries Limited

*V. H. Trivedi*

**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

શ્રી ગ્રાહક સંબંધિત:

  
**HindPrakash**  
**Hindprakash Industries Limited**

CIN: L24100GJ2008PLC055401

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

Telephone: +91 79 6812 7000-10, Website: www.hindprakash.in; Email: info@hindprakash.com

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**NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies  
(Management and Administration) Rules, 2014]*

To

All Members,

**Hindprakash Industries Limited**

**NOTICE** is hereby given, pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("**SEBI Listing Regulations**"), General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 19/2021 and General Circular No. 20/2021 dated December 08, 2021 (the "**MCA Circulars**") and any other applicable laws and regulations, to transact the below mentioned proposed special business by the members of the Hindprakash Industries Limited ("**the Company**") by passing resolution through postal ballot ("**Postal Ballot**") only through remote e-voting.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has allowed the companies to take all decisions requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to June 30, 2022, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The company has engaged the services of CDSL (Central Depository Services (India) Limited) to provide e-Voting facility. The instructions for e-Voting are annexed to this notice.

The Scrutinizer will submit his report to the chairman of the Company (the “**Chairman**”) or any other duly authorized person of the Company after completion of Postal Ballot/E-voting period. The result of the Postal Ballot shall be declared by the Chairman or any other duly authorized person of the Company on or before May 28, 2022. The voting results will be communicated to the stock exchanges, depositories, registrar and share transfer agents and shall also be displayed on the Company’s website, [www.hindprakash.in](http://www.hindprakash.in) and will be intimated to the Stock Exchange where the shares of the Company are listed i.e. National Stock Exchange of India Limited (SME Segment) in accordance with the provisions of SEBI Listing Regulations.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said resolution setting out material facts and the reasons for the resolution is also annexed.

You are requested to peruse the proposed resolution along with Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

**SPECIAL BUSINESS:**

**Item No. 1 –Migration of Equity Shares of the Company from NSE Emerge (SME platform of NSE) to the Main Board of BSE (in addition to Main Board of NSE).**

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

“**RESOLVED THAT**, pursuant to provisions of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members of the company be and is hereby accorded to migrate the equity shares of the Company, currently listed on NSE Emerge (SME platform of NSE) to the Main Board of BSE (in addition to Main Board of NSE for which necessary approval has been received from members), subject to fulfillment of migration criteria as specified by BSE. If at any time, it is observed by the Board that fulfillment of Migration Criteria of any Stock exchange by the company is not possible in a certain time period, then, the Board shall apply for the migration process from NSE Emerge to the Main board of any one stock exchange whose migration criteria is being fulfilled by the Company.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary & Compliance Officer of the Company, be and are hereby jointly and/or severally authorized to deal with any Government or Semi-Government authorities or any other concerned intermediaries, including but not limited to BSE, NSE, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from NSE Emerge (SME platform of NSE) to the Main Board of BSE (in addition to Main Board of NSE).

**RESOLVED FURTHER THAT,** the Managing Director or Whole Time Director or Company Secretary & Compliance Officer of the Company be and are hereby jointly and/or severally authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

**Registered Office:**

301, “Hindprakash House”, Plot No.10/6,  
GIDC, Vatva, Ahmedabad – 382445, Gujarat  
India.

**For and on behalf of the Board of Directors of  
Hindprakash Industries Limited**

**CIN:** L24100GJ2008PLC055401

**Tel. No.** +91-79-6812 7000-10

**Website:** [www.hindprakash.in](http://www.hindprakash.in)

**E-mail:** [Info@hindprakash.com](mailto:Info@hindprakash.com)

**Sd/-**

**Mr. Utsav Himanshu Trivedi**

**Company Secretary and Compliance Officer**

**Membership No.: A57058**

**Place:** Ahmedabad

**Date:** April 22, 2022

**NOTES:**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“The Rules”) setting out material facts is annexed herewith and forms part of this notice.
2. The Board has appointed Mr. Uday Dave failing him Mr. Umesh Parikh, Partners of Parikh Dave & Associate, Practicing Company Secretaries, as the scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to /published/displayed in electronic form for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on April 22, 2022 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India’s General Circular No. 17/2020, General Circular No. 19/2021 and General Circular No. 20/2021 and that a person who is not a member as on the cut-off date should treat this notice for information purposes only.
4. Resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.
5. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time,

Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, and General Circular Nos. 14/2020 and 17/2020 dated 8th April 2020 and 13th April 2020, General Circular No. 19/2021 and General Circular No. 20/2021 dated 08th December 2021 respectively issued by the Ministry of Corporate Affairs (MCA) the Company is pleased to offer e-voting facility to its Members holding equity shares as on April 22, 2022 being the cut-off date, to exercise their right to vote electronically on the above resolution.

6. On account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the members for this Postal Ballot. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the MCA Circulars. The process for registration of email address is as under:

a) For casting vote for the resolution proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered with Company's Registrar and Share Transfer Agent i.e Bigshare Services Private Limited by click link <https://bigshareonline.com/InvestorRegistration.aspx> and thereafter enter required details. Member(s) may also intimate the same to the Company by writing an email at [info@hindprakash.com](mailto:info@hindprakash.com) before 5.00 PM on May 26, 2022. The members shall provide the following information in the email-

Full Name:

No of shares held:

PAN:

DP ID & Client ID:

Email id to be registered and Mobile No.:

b) Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or [Info@hindprakash.com](mailto:Info@hindprakash.com)

c) It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants.

d) Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent to enable servicing of notices / documents / Annual Reports electronically to their email address.

7. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on April 22, 2022.

8. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any person duly authorized, on or before May 28, 2022 and will also be displayed on the Company website i.e. [www.hindprakash.in](http://www.hindprakash.in) and will be intimated to the Stock Exchange where the shares of the Company are listed i.e. National Stock Exchange of India Limited in accordance with the provisions of SEBI Listing Regulations.
9. Members can also contact to Mr. Utsav Himanshu Trivedi, Company Secretary and Compliance Officer of the company to resolve any grievances with regard to voting by Postal Ballot. Address: - Hindprakash Industries Limited, 301, Hindprakash House, Plot No.10/6, GIDC, Vatva Ahmedabad-382445, Gujarat, India, Email Id: [Info@hindprakash.com](mailto:Info@hindprakash.com); Phone number – 91-79-6812 7000-10.
10. This Postal Ballot Notice is also placed on the website of the Company [www.hindprakash.in](http://www.hindprakash.in) and is also available on the website of the stock exchange <https://www1.nseindia.com/merge>.
11. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / e-voting.
12. Resolution, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. May 26, 2022 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
14. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Ahmedabad, Gujarat (in Gujarati language).
15. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by Central Depository Services (India) Limited (hereinafter referred to as “CDSL”). The instructions for electronic voting are given in this Notice. **E-Voting will commence on April 27, 2022 at 9:00 a.m. and will end on May 26, 2022 at 5:00 p.m.** E-Voting shall not be allowed beyond the said time and date. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently. Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization

## A. VOTING THROUGH ELECTRONIC MEANS

### Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

The Company has made arrangements with Central Depository Services (India) Limited (**'CDSL'**) for facilitating e-voting for Postal Ballot process. The instructions to Members for voting electronically are as under:

The voting period (including e-voting) begins on April 27, 2022 at 9:00 a.m. and will end on May 26, 2022 at 5:00 p.m. During this period, Members of the Company, holding shares as on the cut-off date (record date) of April 22, 2022 may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> <li>1) 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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat</li> </ol> |

|   |  |
|---|--|
|   | <p>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 system of all e-Voting Service Providers.</p>  |
| <p>Individual Shareholders holding securities in demat mode with NSDL</p>                                     | <ol style="list-style-type: none"> <li>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.nsdl.com">https://eservices.nsdl.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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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</li> </ol> |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p> | <p>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 eVoting 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>   |

**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  |
|---|---|
| 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 022-23058738 and 22-23058542-43. |
| 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.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30              |

**B. Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 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:

|  | <b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>  |
|--|---|
| 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<br><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 as mentioned in instruction (v).</li> </ul> |

- C. After entering these details appropriately, click on “SUBMIT” tab.
- D. 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.
- E. Click on the EVSN for the relevant **Hindprakash Industries Limited** on which you choose to vote.
- F. 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.
- G. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- H. 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.
- I. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- J. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- K. 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.
- L. Facility for Non – Individual Shareholders and Custodians –Remote Voting.**
- 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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 Scrutinizer and to the Company at the email address viz; [info@hindprakash.com](mailto:info@hindprakash.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
2. 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 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 022- 23058738 and 022-23058542/43.

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, 25th 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 on 022-23058542/43.

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013**

**Item No. 1 -Migration of equity shares of the Company from NSE Emerge (SME platform of NSE) to the Main Board of BSE (in addition to Main Board of NSE).**

Your Company is presently listed on the NSE Emerge Platform since January 27, 2020 and has a market capitalization of more than Rs. 25 crores. The Paid-up Equity Share Capital of the Company is Rs. 10,42,41,100, comprising of 1,04,24,110 equity shares of face value of Rs. 10/- each. Thus, the Company is eligible to migrate to the Main Board of BSE (in addition to Main Board of NSE), subject to fulfillment of other criteria as stipulated by BSE/ SEBI.

Earlier, the Board of Directors in their meeting held on January 28, 2022 has decided to migrate the Company from NSE Emerge (SME platform of NSE) to the Main Board of NSE. In this regard, the members of the Company have already passed a resolution with requisite majority through postal ballot process. Now, the Board has further proposed that simultaneously with migration to the Main Board of NSE, the Company should also make application for migration to the Main Board of the BSE, in addition to the Main Board of NSE, which will take the Company into a different league along with the enhanced recognition and increased participation by the retail investors. Hence, the Board of Directors of the Company in their meeting held on April 22, 2022 has decided to migrate from NSE Emerge (SME platform of NSE) to the Main Board of BSE (in addition to Main Board of NSE).

Further on April 08, 2022 your Company received the In-principle approval for migration of trading in the equity shares of the Company from SME Platform (EMERGE) to Main Board of NSE.

The Members are therefore requested to accord their approval for the purpose of Migration of the Company from NSE Emerge (SME platform of NSE) to the Main Board of BSE (in addition to Main Board of NSE) as set out in the Notice.

If at any time, it is observed by the Board that fulfillment of Migration Criteria of any Stock exchange by the company is not possible in a certain time period, then, the Board shall apply for the migration process from NSE Emerge to the Main board of any one stock exchange whose migration criteria is being fulfilled by the Company

Pursuant to provisions of Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal. It is in the interest of all the shareholders including public shareholders to migrate the Equity Shares of the Company on the Main Board of BSE (in addition to Main Board of NSE) and hence Board recommends the passing of said resolution and seeks your approval.

Accordingly, the Board recommends the Resolution in the Postal Ballot Notice to be passed as a Special Resolution by the Members through Postal Ballot.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

**Registered Office:**

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**Place:** Ahmedabad

**Date:** April 22, 2022

**For and on behalf of the Board of Directors of  
Hindprakash Industries Limited**

Sd/-

**Mr. Utsav Himanshu Trivedi  
Company Secretary and Compliance Officer  
Membership No.: A57058**