

# HindPrakash

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

January 31, 2022

**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 January 28, 2022, sent through e-mail to the shareholders of the company on January 31, 2022 seeking approval of the members of the company through Postal Ballot for the following resolutions:

1. Migration of Equity Shares of the Company from NSE Emerge (SME platform of NSE) to the Main Board of NSE.
2. To re-appoint Mr. Sanjay Prakash Mangal (DIN: 02825484) as Managing Director of the Company and fix his remuneration.
3. To re-appoint Mr. Santosh Narayan Nambiar (DIN: 00144542), as Wholetime Director of the Company and fix his remuneration.
4. To appoint Ms. Apeksha Vyas (DIN: 09469295) as an Independent Director of the Company for a term of five consecutive years.
5. To appoint Mr. Rushabh Shah (DIN: 09012222) as an Independent Director of the Company for a term of five consecutive years.

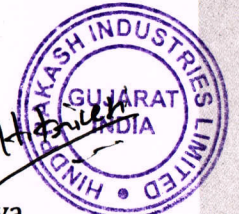
In terms of circulars issued by Ministry of Corporate Affairs, Government of India ("MCA") vides it General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June23, 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 only and engaged the services of CDSL to provide remote e-voting facility to the members of the Company.

**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



# HindPrakash

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**

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ગુજરાત રાજ્ય સરકાર

# 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

### **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 businesses by the members of the Hindprakash Industries Limited ("**the Company**") by passing resolutions 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 March 05, 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 Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolutions along with their respective 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 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 NSE. 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 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 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.”

**Item No. 2 – 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, 2022 to February 15, 2025 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.”

**Item No. 3 - 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, 2022 to February 15, 2025 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.”

**Item No. 4 – To appoint Ms. Apeksha Vyas (DIN: 09469295) 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. Apeksha Vyas (DIN: 09469295) who has been appointed as an Additional Director (Non-Executive, Independent) of the Company on January 20, 2022, 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 January 19, 2027.

**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.”

**Item No. 5 – To appoint Mr. Rushabh Shah (DIN: 09012222) 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, Mr. Rushabh Shah (DIN: 09012222) who has been appointed as an Additional Director (Non-Executive, Independent) of the Company on January 20, 2022, be and is hereby appointed as an Independent director of the Company, not liable to retire by rotation, a consecutive period of 5 years to hold office up to January 19, 2027.

**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.”

**Registered Office:**

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

**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)

**Place:** Ahmedabad

**Date:** January 28, 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**

**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 January 28, 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. Resolutions 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 January 28, 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 resolutions 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 details 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 March 3, 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 January 28, 2022.
8. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the Company has provided the facility to members to exercise their votes electronically and to 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 annexed to this Postal Ballot Notice. 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.
9. 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 March 05, 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.
10. 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.

11. 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>.
12. 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.
13. Resolutions, 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. March 03, 2022 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.
14. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
15. 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).
16. 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 February 02, 2022 at 9:00 a.m. and will end on March 03, 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.

#### **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 February 02, 2022 at 9:00 a.m. and will end on March 03, 2022 at 5:00 p.m. During this period, Members of the Company, holding shares as on the cut-off date (record date) of January 28, 2022 may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<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 SystemMyeasi.</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 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.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></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.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-Votingservices 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.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></li> </ol>

	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
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 & 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
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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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; [infor@hindprakash.com](mailto:infor@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 NSE.**

As per SEBI (ICDR) Regulations, 2018 (as amended from time to time) the Company having the Paid - up Share Capital of more than Rs. 10 Crore but upto Rs. 25 Crore and whose shares are listed on SME Exchange for more than 2 years are eligible to migrate from SME Exchange to Main Board.

Your Company is 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 NSE, subject to fulfillment of other criteria as stipulated by NSE/ SEBI.

The Board of Directors are of the view that Migration to Main Board will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The benefits of listing on the main board in the form of increase in liquidity, visibility and larger investor participation will accrue to the shareholders. Hence, the Board of Directors of the Company in their meeting held on January 28, 2022 has decided to migrate from NSE Emerge (SME platform of NSE) to the main board of NSE.

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 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.

**Item No. 2 - To re-appoint Mr. Sanjay Prakash Mangal (DIN: 02825484) as Managing Director of the Company and fix his remuneration.**

The members of the Company at the Extra Ordinary General Meeting held on March 07, 2019 had approved the appointment of Mr. Sanjay Prakash Mangal as Managing Director of the Company for a period of 3 years from February 16, 2019 to February 15, 2022. The present tenure will expire on February 15, 2022.

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 26 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 January 20, 2022, 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, 2022 to February 15, 2025, 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, 2022 to February 15, 2025.

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

Tenure of appointment and Remuneration	Re- and	3 years with effect from February 16, 2022
Salary inclusive of all allowances and incentives	and	Upto Rs. 2,50,000/- per month. The Director shall be entitled to such annual increment from time to time 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. 2 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. 2 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. 2 of this notice.

**Item No. 3 - To re-appoint Mr. Santosh Narayan Nambiar (DIN: 00144542), as a Wholetime Director of the Company and fix his remuneration.**

The members of the Company at the Extra Ordinary General Meeting held on March 07, 2019 had approved the appointment of Mr. Santosh Nambiar as Wholetime Director of the Company for a period of 3 years from February 16, 2019 to February 15, 2022. The present tenure will expire on February 15, 2022.

Mr. Santosh Nambiar has around 29 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 January 20, 2022, 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, 2022 to February 15, 2025, 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, 2022 to February 15, 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, 2022
Salary inclusive of all allowances and incentives	Upto Rs. 1,50,000/- per month. The Director shall be entitled to such annual increment from time to time 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 at 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 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.

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. 3 of this notice.

None of the directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 3 of this notice.

**Item No. 4 – To appoint Ms. Apeksha Vyas (DIN: 09469295) as an Independent Director of the Company for a term of five consecutive years.**

The Board of Directors upon recommendation of Nomination and Remuneration Committee, at its meeting held on January 20, 2022 had appointed Ms. Apeksha Vyas as an Additional Director (Non-Executive, Independent) of the Company to hold office till ensuing Annual General Meeting.

Pursuant to Sections 149, 152, 160 and all other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulations, approval of the members by way of special resolution is required for the appointment of Ms. Apeksha Vyas for a term of five consecutive years upto January 19, 2027.

The Company has received a declaration from Ms. Apeksha Vyas 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. Apeksha Vyas 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. Apeksha Vyas for the office of Independent Director of the Company.

Ms. Apeksha Vyas is 26 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. Apeksha Vyas 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. Apeksha Vyas 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. Apeksha Vyas as Independent Director, set out in the resolution in Item no. 4, for approval of the members as a special resolution.

Except Ms. Apeksha Vyas 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. 5 - To appoint Mr. Rushabh Shah (DIN: 09012222) as an Independent Director of the Company for a term of five consecutive years.**

The Board of Directors upon recommendation of Nomination and Remuneration Committee, at its meeting held on January 20, 2022 had appointed Mr. Rushabh Shah as an Additional Director (Non-Executive, Independent) of the Company to hold office till ensuing Annual General Meeting.

Pursuant to Sections 149, 152, 160 and all other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulations, approval of the members by way of special resolution is required for the appointment of Mr. Rushabh Shah for a term of five consecutive years upto January 19, 2027.

The Company has received a declaration from Mr. Rushabh Shah confirming that he 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 Mr. Rushabh Shah to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he 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 he 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 Mr. Rushabh Shah for the office of Independent Director of the Company.

Mr. Rushabh Shah is 26 years old and holding degree of Company Secretary and L.L.M (IPR). He is Company Secretary by profession and has rich experience in the field of company law, security laws, Intellectual property rights laws & accounting.

In the opinion of the Board of Directors, Mr. Rushabh Shah fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his 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 Mr. Rushabh Shah 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 his services as an Independent Director. Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the appointment of Mr. Rushabh Shah as an Independent Director, set out in the resolution in Item no. 5, for approval of the members as a special resolution.

Except Mr. Rushabh Shah and his 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.

**Registered Office:**

301, "Hindprakash House", Plot No.10/6,  
GIDC, Vatva, Ahmedabad - 382445, Gujarat  
India.

**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)

**Place:** Ahmedabad

**Date:** January 28, 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**

**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. Apeksha Vyas	Mr. Rushabh Shah
Director Identification Number (DIN)	02825484	00144542	09469295	09012222
Age	49 years	51 years	26 years	26 years
Nationality	Indian	Indian	Indian	Indian
Date of First appointment of the Board	10/08/2011	13/07/2009	20/01/2022	20/01/2022
Qualification	B.COM	B.COM	B.COM, L.L.B and Company Secretary	B.COM, L.L.B, L.L.M and Company Secretary
Experience and Expertise	He has around 26 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 29 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, Intellectual property rights laws & accounting.	He is Company Secretary by profession and has rich experience in the field of company law, security laws, Intellectual property rights laws & accounting.
Remuneration last drawn (including sitting fees)	14,30,000/- (In FY 2020-21)	5,87,550/- (In FY 2020-21)	NIL	NIL
Remuneration proposed to be paid	As mentioned in the Explanatory Statement of item no 2.	As mentioned in the Explanatory Statement of item no 3.	Sitting fees as may be decided by the board	Sitting fees as may be decided by the board
Terms and Condition of Appointment	As mentioned in the Explanatory Statement of item no 2.	As mentioned in the Explanatory Statement of item no 3.	As per appointment letter	As per appointment letter

Name of the Person	Mr. Sanjay Prakash Mangal	Mr. Santosh Narayan Nambiar	Ms. Apeksha Vyas	Mr. Rushabh Shah
Number of board meetings attended during FY 2020-21	4/4	4/4	N.A. since new appointment	N.A. since new appointment
Shareholding in the Company (Equity Shares)	12,08,155	8,750	3,000	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	Not related to any Directors / KMP
Directorships held in other Indian companies	-HINDPRAKASH OVERSEAS PRIVATE LIMITED  -HINDPRAKASH CHEMICALS PRIVATE LIMITED  -ECOFINE COLOURCHEM PRIVATE LIMITED  -HINDPRAKASH ORGANIC PRIVATE LIMITED  -CLAIRVOYANCE INDUSTRIES PRIVATE LIMITED  -ORIO SHANGHAI COLOURS PRIVATE LIMITED  -HINDPARAGON POLYRESINS PRIVATE LIMITED  -HINDPRAKASH GLOBAL PRIVATE LIMITED	-HINDPRAKASH OVERSEAS PRIVATE LIMITED  -HINDPRAKASH CHEMICALS PRIVATE LIMITED  -ECOFINE COLOURCHEM PRIVATE LIMITED  -HINDPRAKASH ORGANIC PRIVATE LIMITED	NIL	- YASH CHEMEX LIMITED  - STITCHED TEXTILES PRIVATE LIMITED

Name of the Person	Mr. Sanjay Prakash Mangal	Mr. Santosh Narayan Nambiar	Ms. Apeksha Vyas	Mr. Rushabh Shah
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	<b>Chairman:</b> - Audit Committee  -Nomination And Remuneration Committee  <b>Member:</b> -Stakeholders Relationship Committee
Membership of committees held in other Indian companies	NIL	NIL	NIL	1. YASH CHEMEX LIMITED  -Audit Committee  -Nomination And Remuneration Committee  -Stakeholders Relationship Committee
Chairpersonship of committees held in other Indian companies	NIL	NIL	NIL	NIL

## 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		
	2020-21	2019-20	2018-19
Total Revenue	9,158.37	10,660.48	9,800.36
Depreciation	16.59	19.97	19.92
Total Expenses (Excluding Depreciation)	8,819.31	10,164.83	9,375.67
Net Profit	240.73	340.17	286.34
Paid up Capital	1,042.41	1,042.41	754.41
Reserves & Surplus	2,607.62	2,395.77	1,196.15
Earnings Per Share	2.31	4.21	3.80

(5) Foreign Investments or collaborations, if any: There is no direct foreign investment in the Company except to the extent shares held. 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 26 years of experience in chemicals and allied industries.	He has around 29 years of experience in Dyes, Chemical and Auxiliaries Industry.
Past Remuneration	14,30,000/- (In FY 2020-21)	5,87,550/- (In FY 2020-21)
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 anticipate market trends, initiate timely development and	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

	enhance value in highly competitive and mature markets.	management.
Remuneration proposed to be paid	As mentioned in the Explanatory Statement of item no 2.	As mentioned in the Explanatory Statement of item no 3.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	There are no companies of similar nature hence, no statistics available of comparative remuneration profiles.	There are no companies of similar nature hence, no statistics available of comparative remuneration profiles.
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 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 pecuniary relationship with the Company and he also have 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: The outbreak of Corona Virus (COVID-19) pandemic has caused significant disturbance and slowdown of economic activity globally and in India. The disruptions to the business worldwide and economic slowdown have eventual impact on the company. The operation of the company has been hampered during the month of April, May and June 2020. This impacted production and sales of the Company. Hence the profits for the financial year 2020-21 declined compared to the previous financial year 2019-20.
- (2) Steps taken or proposed to be taken for improvement: The Company's operations are being carried out with requisite precaution in place. The situation is continuously evolving and the impact assessed may be different from the estimates made. Management will continue to monitor any material changes arising due to the impact of this pandemic on financial and operational performance of the Company and take necessary measures to address the situation.
- (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.