



PRINCE PIPES AND FITTINGS LIMITED

CIN: L26932GA1987PLC006287

Registered Office: Plot No. 1, Honda Industrial Estate, Phase II, Honda Sattari Honda, Goa – 403 530

Corporate Office: 8th Floor, The Ruby, Senapati Bapat Marg, Dadar West, Mumbai – 400 028

Website: www.princepipes.com; **E-mail Id:** investor@princepipes.com

Tel: 022 – 6602 2222; **Fax:** 022- 6602 2220

Notice of the 36th Annual General Meeting

NOTICE is hereby given that the Thirty Sixth (36th) Annual General Meeting (“AGM”) of the members of Prince Pipes and Fittings Limited will be held on Thursday, September 21, 2023, at 11.30 a.m. IST. through Video Conferencing/ Other Audio-Visual Means (“VC/OAVM”) Facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vipul Chheda (DIN: 00013234) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Jayant Chheda (DIN: 00013206) as a Chairman and Managing Director of the Company and approval of his remuneration:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for re-appointment of Mr. Jayant Chheda (DIN: 00013206) as a Chairman and Managing Director, designated as Executive Director of the Company, for a period of three (3) years with effect from August 21, 2023 and whose office shall be liable to determination by retirement of Directors by rotation at remuneration of Rs. 27,94,500/- P.M. plus performance based incentive payable up to 0.75% of the Net Profits per year as commission computed in the manner laid down in section 198 of the Companies Act and other perquisites as applicable, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee of the Board)

to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Jayant Chheda, subject to the same not exceeding the limits specified in section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re- enactment thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits for any financial year, the remuneration and perquisite as set out in the aforesaid draft Agreement shall be paid to Mr. Jayant Chheda as minimum remuneration.

RESOLVED FURTHER THAT, in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and hereby authorized to vary or increase the remuneration including salary, perquisites, allowances etc. within such prescribed limits or ceiling and the Agreement between the Company and Chairman and Managing Director Mr. Jayant Chheda be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in the General meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. **Re-appointment of Mr. Parag Chheda (DIN: 00013222) as a Whole Time Director designated as a Joint Managing Director of the Company and approval of his remuneration:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for re-appointment of Mr. Parag Chheda (DIN: 00013222) as Whole-Time Director,

designated as a Joint Management Director of the Company, for a period of three (3) years with effect from August 21, 2023 and whose office shall be liable to determination by retirement of Directors by rotation at remuneration of ` 23,27,940/- P.M. plus performance based incentive payable up to 0.75% of the Net Profits per year as commission computed in the manner laid down in section 198 of the Companies Act and other perquisites as applicable, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Parag Chheda, subject to the same not exceeding the limits specified in section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits for any financial year, the remuneration and perquisite as set out in the aforesaid draft Agreement shall be paid to Mr. Parag Chheda as minimum remuneration.

RESOLVED FURTHER THAT, in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and hereby authorized to vary or increase the remuneration including salary, perquisites, allowances etc. within such prescribed limits or ceiling and the Agreement between the Company and Whole- Time Director Mr. Parag Chheda be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in the General meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Re-appointment of Mr. Vipul Chheda (DIN: 00013234) as a Whole Time Director of the Company and approval of his remuneration:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for re-appointment of Mr. Vipul Chheda (DIN: 00013234) as Whole-Time Director, designated as an Executive Director of the Company, for a period of three (3) years with effect from August 21, 2023 and whose office shall be liable to determination by retirement of Directors by rotation at remuneration of Rs. 20,94,660/- P.M. plus performance based incentive payable up to 0.75% of the Net Profits per year as commission computed in the manner laid down in section 198 of the Companies Act and other perquisites as applicable, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Vipul Chheda, subject to the same not exceeding the limits specified in section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re- enactment thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits for any financial year, the remuneration and perquisite as set out in the aforesaid draft Agreement shall be paid to Mr. Vipul Chheda as minimum remuneration.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and hereby authorized to vary or increase the remuneration including salary, perquisites, allowances etc. within such prescribed limits or ceiling and the Agreement between the Company and Whole- Time Director Mr. Vipul Chheda be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in the General meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Re-appointment of Mr. Rajendra Gogri (DIN: 00061003) as an Independent Director of the Company:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-

enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Rajendra Gogri (DIN: 00061003), who holds office of Independent Director up to June 24, 2023 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Rajendra Gogri's candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from June 25, 2023 up to June 24, 2028.

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

7. Appointment of Mrs. Amisha Vora (DIN: 00089193) as an Independent Director of the Company:

To consider and if thought fit, to pass the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mrs. Amisha Vora (DIN: 00089193), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from August 10, 2023 and whose term of office expires at this Annual General Meeting ("AGM") and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mrs. Amisha Vora's candidature for the office of Director, be

and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from August 10, 2023 up to August 09, 2028.

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

8. To ratify the remuneration payable to Cost Auditors for the Financial Year 2023-24:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactments thereof for the time being in force), Ketki D. Visariya, Cost Accountant (Fellow Membership No. (16028), appointed as Cost Auditor by the Board of Directors of the Company to conduct the Audit of the Cost records of the Company for the financial year ending on March 31, 2024, be paid a remuneration of Rs. 3,63,000/- (Rupees Three Lakhs Sixty- Three Thousand Only) per annum plus reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. Increase in the remuneration payable to Mrs. Heena Chheda being related party, holding office or place of profit in the Company:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 188(1) (f) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof), consent of the Members of the Company be and is hereby accorded to Mrs. Heena Chheda,

Related party, to hold an office or place of profit in the Company and increase in her remuneration by 20% p.a. over and above last salary drawn in the Company (presently last salary drawn is Rs. 8,59,375/- Per Month) for a period of one year effective from October 01, 2023, to September 30, 2024, plus Other Perquisites including company's contribution to provident fund, bonus and leave travel concession in accordance with the rules of the Company and in accordance with the provisions of the Act as may be agreed to between the Board of Directors and Mrs. Heena Chheda.

RESOLVED FURTHER THAT the Board of Directors and / or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubts that may arise and to do all such acts, deeds and things as may be necessary, usual, proper or expedient in this regard."

10. Increase in the remuneration payable to Mr. Nihar Chheda being related party, holding office or place of profit in the Company:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 188(1) (f) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof), consent of the Members of the Company be and is hereby accorded to Mr. Nihar Chheda, Related party, to hold an office or place of profit in the Company and increase in his remuneration by 30% p.a. over and above last salary drawn in the Company (presently last salary drawn is Rs. 7,93,206/- Per Month) for a period of one year effective from October 01, 2023, to September 30, 2024, plus Other Perquisites including company's contribution to provident fund, bonus and leave travel concession in accordance with the rules of the Company and in accordance with the provisions of the Act as may be agreed to between the Board of Directors and Mr. Nihar Chheda.

RESOLVED FURTHER THAT the Board of Directors and / or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubts that may arise and to do all such acts, deeds and things as may be necessary, usual, proper or expedient in this regard."

By Order of the Board of Directors
For **Prince Pipes and Fittings Limited**

Sd/-
Jayant Chheda
Chairman and Managing Director
(DIN: 00013206)

Place: Mumbai

Date: August 10, 2023

Registered Office: Plot No. 1, Honda Industrial Estate, Phase II, Honda Sattari Honda, Goa – 403 530

Corporate Office: 8th Floor, The Ruby, Senapati Bapat Marg (Tulsi Pipe Road), Dadar West, Mumbai 400 028

Email: investor@princepipes.com

Website: www.princepipes.com

IMPORTANT NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs has vide its circular no. 14/2020 dated April 08, 2020, circular no. 17/2020 dated April 13, 2020, circular no. 20/2020 dated May 05, 2020 and circular no. 02/2021 dated January 13, 2021, and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022 and Circular no. 10 dated December 28, 2022 (hereinafter collectively to be referred as the "MCA circulars") and SEBI Circular dated January 05, 2023 by the Securities Exchange Board of India (referred to as "SEBI Circular") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/ OAVM only.
2. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate there at and cast their votes through e-voting.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Ordinary Business and Special Business at Item No.3, 4,5, 6,7,8,9 and 10 of the above Notice is annexed hereto.
4. The Company has engaged the services of National Securities Depository Limited (NSDL), to provide video conferencing facility and e-voting facility for the AGM.
5. Members may join the 36th AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 11:00 a.m. IST i.e. 30 minutes before the time scheduled to start the 36th AGM and the Company may close the window for joining the VC/ OAVM Facility 30 minutes after the scheduled time to start the 36th AGM.
6. Register of Members and the Share transfer books of the Company will remain closed from Friday, September 15, 2023 to Thursday 21, 2023(both days inclusive) for the purpose of Annual General Meeting.
7. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "Listing Regulations" in respect of Directors seeking appointment/ re-appointment at the Annual General Meeting, forms part of the AGM notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
8. Electronic copy of the Annual Report will be sent to the members whose email IDs are registered with the Company / Depository Participant(s).
9. Members are requested to notify change in address, if any, immediately to Link In time India Private Limited, Registrar & Share Transfer Agents, quoting their folio numbers.
10. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above-mentioned transactions.
11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders / Depositories for depositing of dividends.
12. Attendance of the Members participating in the 36th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 36th AGM and facility for those Members participating in the 36th AGM to cast vote through e-Voting system during the 36th AGM.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

14. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The

link for VC/OAVM will be available in Shareholder/Member login where the "EVEN" of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

15. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM by following the procedure mentioned in the Notice and shall be kept open throughout the proceedings of AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
16. Members who need assistance before or during the AGM with use of technology, can send a request at evoting@nsdl.co.in or use Toll free no.: 022 - 4886 7000 and 022 - 2499 7000.
17. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
18. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

HELPSDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES REALTING TO LOGIN THROUGH DEPOSITORIES i.e., NSDL AND CDSL

19. Contact Details

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 and 022-24997000

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

VOTING THROUGH ELECTRONIC MEANS

20. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), read with MCA Circulars and SEBI Circular, Company is providing facility of remote e-voting to its Members to cast their vote electronically, through the E-voting services provided by NSDL on all the resolutions set forth in this Notice. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
21. The Company has appointed Mr. Sanjay Dholakia, Practising Company Secretary (CP No. 1798), Proprietor of M/s. Sanjay Dholakia & Associates as the Scrutinizer to scrutinize the e-voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.
22. The Members who have cast their vote by remote E-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.

Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
23. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, September 14, 2023.
24. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as

of the cut-off date i.e. Thursday, September 14, 2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/) or call on toll free no. 022 - 4886 7000 and 022 - 2499 7000 In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, September 21, 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

25. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
26. In case of any queries relating to E-voting you may refer to the FAQs for Shareholders and E-voting user manual for Shareholders available at the download section of [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) or call on toll free no.: 022-48867000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in In case of any grievances connected with facility for E-voting, please contact Ms. Pallavi Mhatre, Senior Manager, NSDL,

4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013. Email:evoting@nsdl.co.in/, Tel: 022 - 4886 7000 and 022 - 2499 7000.

Instructions for members for remote e voting are as under: -

27. The remote e-voting period will commence on Monday, September 18, 2023, at 09:00A.M. IST and ends on Wednesday, September 20, 2023, at 05:00P.M. IST. During this period, Members of the Company, holding shares as on the cut-off date of September 14, 2023, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
28. The details of the process and manner for remote E-voting using NSDL e-Voting system are explained herein below:

Step 1: Access to NSDL e-Voting system.

- a) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their a number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https:// eservices.nsdl.com/ 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & 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.

- b) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing

IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. **Password details for shareholders** other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form.

The .pdf file contains your 'User ID' and your 'initial password'.

- If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
- "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
29. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:
 - 1) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@princepipes.com.
 - 2) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@princepipes.com.
30. Instructions for Members for e-voting during the 36th AGM are as under:
 - a) Members may follow the procedure for e-Voting during the 36th AGM as mentioned above for remote e-voting.
 - b) Only those Members who will be present in the 36th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/ AGM.
 - c) Members who have voted through Remote e-Voting will be eligible to attend the 36th AGM. However, they will not be eligible to vote at the AGM.
 - d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the 36th AGM shall be the same person mentioned for Remote e-voting.
31. Instruction for Members for Participating in the 36th AGM through VC/OAVM are as under:
 - a) Member will be provided with a facility to attend the 36th AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVEN "125314" of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
 - b) Members are encouraged to join the Meeting through Laptops for better experience.
 - c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - e) Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 36th AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address at investor@princepipes.com at least 7 days before AGM. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
 - f) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered

email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investor@princepipes.cm from Friday, September 15, 2023 (9:00 A.M. IST) to Sunday, September 17, 2023 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

32. Other Guidelines for shareholders

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolutions of Power of Attorney / Authority Later etc. by clicking on "upload Board Resolutions / Authority Later" displayed under "e-Voting" tab in their login.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022-48867000 / 022-24997000 or send a request at evoting@nsdl.co.in. or contact Mr. Amit Vishal, AVP or Ms Pallavi Mhatre Senior Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: evoting@nsdl.co.in who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's email address investor@princepipes.com.
- d) The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 15, 2023, to Thursday, September 21, 2023 (both days inclusive).
- e) Mr. Sanjay Dholakia, Practicing Company Secretary (CP No. 1798), Proprietor of M/s. Sanjay Dholakia & Associates has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
- f) During the 36th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 36th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 36th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 36th AGM.
- g) The Scrutinizer shall after the conclusion of e-Voting at the 36th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within two working days from the conclusion of the 36th AGM, who shall then countersign and declare the result of the voting forthwith.
- h) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.princepipes.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
- i) Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 36th AGM and the Annual Report for the year 2022 -23 including therein the Audited Financial Statements for year 2022-23, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 36th AGM and the Annual Report for the year 2022-23 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

-
- j) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address investor@princepipes.com.
- k) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
- l) The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
- m) The Notice of the 36th AGM and the Annual Report for the year 2022-23 including therein the Audited Financial Statements for the year 2022-23, will be available on the website of the Company at www.princepipes.com and the website of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The Notice of 36th AGM will also be available on the website of NSDL at www.evoting.nsdl.com.
- n) Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- o) Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form should inform their Depository Participant their PAN details along with proof thereof.
- p) In case of joint holders attending the Annual General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING AND RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

IN RESPECT OF ITEM NO 3:

The Members of the Company in its meeting held on September 23, 2020 had re-appointed Mr. Jayant Chheda as Managing Director of the Company for a period of three (3) years effective from August 21, 2020 to August 20, 2023. In view of this and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has re-appointed Mr. Jayant Chheda (DIN: 00013206) as Managing Director of the Company for a term of three (3) years effective from August 21, 2023 to August 20, 2026, subject to approval of the Members.

The material terms of remuneration are as follows:

Remuneration:

- (a) Salary: Rs. 27,94,500/- per month w.e.f July 01, 2023
- (b) Allowances: Such as House Rent, Furniture, Electricity, Motor Car, Driver and any other allowance as per the rules of the company and payable every month or annually.
- (c) Incentive: Performance based incentive on following criteria:

performance based incentive payable up to 0.75% of the Net Profits per year as commission computed in the manner laid down in section 198 of the Companies Act and other perquisites as applicable, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Jayant Chheda, subject to the same not exceeding the limits specified in section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re- enactment thereof w.e.f. April 01, 2023.

- (d) Perquisites:

Category –A

He will be entitled to various perquisites including Medical Reimbursement, Leave Travel Concession, Club Fees, Personal Accident Insurance, Medical Insurance

Category – B

The Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund, benefits of the Pension and Gratuity Scheme, Leave entitlement, Earned Leave and Encashment of earned leave and long service awards, will be in accordance with the Rules and Regulations of the Company and will be allowed in addition to Salary.

Category – C

Car for company's business, telephone and communication facilities at residence.

- (e) Reimbursement of Expenses: Reimbursement of travelling, entertainment and other expenses incurred by him during the course of the business of the Company.
- (f) Termination Clause: The appointment shall be terminable by either party i.e. by the Company or by Managing Director by giving three months' notice.

Minimum Remuneration:

Notwithstanding anything mentioned here in, where in any financial year during the currency of the tenure of the appointment of Mr. Jayant Chheda, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above.

Further, The Board is empowered to consider revision in yearly salary with effect from 1st July every year for FY25-FY27, based upon the recommendation of the NRC and within overall ceiling as the limits specified in section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

Pursuant to the provisions of the Companies Act, 2013, Mr. Jayant Chheda shall be liable to retire by rotation and shall also be Key Managerial Personnel of the Company.

The relevant complete resolution passed by the Board of Directors, the draft of the agreement are available for inspection by the Members at the Registered office of the Company on any working day (except Sundays and Public Holidays) between 11 a.m. and 3.00 p.m. up to the date of the Annual General Meeting.

Brief profile: Mr. Jayant Chheda, aged 77 years, is the Chairman and Managing Director of our Company. He has been associated with our Company since incorporation as a Director. He has passed the Senior Secondary Certificate Examination. He has

over three decades of experience in the plastic industry. He was awarded the 'Lifetime Achievement Award' at the Vinyl India Conference, 2014.

The extracts of remuneration given above shall be deemed to be the extracts of remuneration required to be furnished under Section 190 of the companies Act, 2013.

The Board of Directors recommends the resolution set out in item No. 3 to be passed as a Special Resolution.

Except Mr. Jayant Chheda, Mr. Parag Chheda, Mr. Vipul Chheda and their relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in the nature of, financial or otherwise with respect to Agenda Item No 3, except to the extent of their shareholding in the Company.

IN RESPECT OF ITEM NO 4:

The Members of the Company in its meeting held on September 23, 2020 had re-appointed Mr. Parag Chheda as Whole Time Director of the Company for a period of three (3) years effective from August 21, 2020 to August 20, 2023. In view of this and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has re-appointed Mr. Parag Chheda (DIN: 00013222) as Joint Managing Director of the Company for a term of three (3) years effective from August 21, 2023 to August 20, 2026, subject to approval of the Members.

The material terms of remuneration are as follows:

Remuneration:

- (a) Salary: Rs. 23,27,940/- per month w.e.f July 01, 2023
- (b) Allowances: Such as House Rent, Furniture, Electricity, Motor Car, Driver and any other allowance as per the rules of the company and payable every month or annually.
- (c) Incentive: Performance based incentive on following criteria:

performance based incentive payable up to 0.75% of the Net Profits per year as commission computed in the manner laid down in section 198 of the Companies Act and other perquisites as applicable, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Parag Chheda, subject to the same not exceeding the limits specified in section

197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re- enactment thereof w.e.f April 01, 2023.

- (d) Perquisites:

Category –A

He will be entitled to various perquisites including Medical Reimbursement, Leave Travel Concession, Club Fees, Personal Accident Insurance, Medical Insurance in accordance with the rules of the Company. The aforesaid perquisites may be in the form of allowances or reimbursement. The aforesaid perquisites will be restricted to aggregate of annual salary and allowances as mentioned in (a) and (b) above.

Category–B

The Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund, benefits of the Pension and Gratuity Scheme, Leave entitlement, Earned Leave and Encashment of earned leave and long service awards, will be in accordance with the Rules and Regulations of the Company and will be allowed in addition to Salary.

Category – C

Car for company's business, telephone and communication facilities at residence.

- (e) Reimbursement of Expenses: Reimbursement of travelling, entertainment and other expenses incurred by him during the course of the business of the Company.
- (f) Termination Clause: The appointment shall be terminable by either party i.e. by the Company or by Whole- Time Director by giving three months' notice.

Minimum Remuneration:

Notwithstanding anything mentioned here in, where in any financial year during the currency of the tenure of the appointment of Mr. Parag Chheda, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above.

Further, The Board is empowered to consider revision in yearly salary with effect from 1st July every year for FY25-FY27, based upon the recommendation of the NRC and within overall ceiling as the limits specified in section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

Pursuant to the provisions of the Companies Act, 2013, Mr. Parag Chheda shall be liable to retire by rotation and shall also be Key Managerial Personnel of the Company.

The relevant complete resolution passed by the Board of Directors, the draft of the agreement are available for inspection by the Members at the Registered office of the Company on any working day (except Sundays and Public Holidays) between 11 a.m. and 3.00 p.m. up to the date of the Annual General Meeting.

Brief profile: Mr. Parag Chheda, aged 52 years, is an Executive Director of our Company. He has been associated with our Company since April 27, 1996 as a Director. He holds an associate degree in business administration from Oakland Community College. He has over 24 years of experience in the piping industry. He was awarded the 'Inspiring Business Leader Award' at the Economic Times Summit, 2016 for the 'Business and Industry' sector.

The extracts of remuneration given above shall be deemed to be the extracts of remuneration required to be furnished under Section 190 of the companies Act, 2013.

The Board of Directors recommends the resolution set out in item No. 4 to be passed as a Special Resolution.

Except Mr. Parag Chheda, Mr. Jayant Chheda, Mr. Vipul Chheda and their relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in the nature of, financial or otherwise with respect to Agenda Item No 4, except to the extent of their shareholding in the Company.

IN RESPECT OF ITEM NO 5:

The Members of the Company in its meeting held on September 26, 2017 had re-appointed Mr. Vipul Chheda as Whole-Time Director of the Company for a period of three (3) years effective from August 21, 2020 to August 20, 2023. In view of this and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has re-appointed Mr. Vipul Chheda (DIN: 00013234) as Whole-Time Director of the Company for a term of three (3) years effective from August 21, 2023 to August 20, 2026, subject to approval of the Members.

The material terms of remuneration are as follows:

Remuneration:

- (a) Salary: Rs. 20,94,660/- per month w.e.f July 01, 2023
- (b) Allowances: Such as House Rent, Furniture, Electricity, Motor Car, Driver and any other allowance as per the rules of the company and payable every month or annually.

- c) Incentive: Performance based incentive on following criteria:

performance based incentive payable up to 0.75% of the Net Profits per year as commission computed in the manner laid down in section 198 of the Companies Act and other perquisites as applicable, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Vipul Chheda, subject to the same not exceeding the limits specified in section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof w.e.f. April 01, 2023.

- (a) Perquisites:

Category -A

He will be entitled to various perquisites including Medical Reimbursement, Leave Travel Concession, Club Fees, Personal Accident Insurance, Medical Insurance in accordance with the rules of the Company. The aforesaid perquisites may be in the form of allowances or reimbursement. The aforesaid perquisites will be restricted to aggregate of annual salary and allowances as mentioned in (a) and (b) above.

Category – B

The Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund, benefits of the Pension and Gratuity Scheme, Leave entitlement, Earned Leave and Encashment of earned leave and long service awards, will be in accordance with the Rules and Regulations of the Company and will be allowed in addition to Salary.

Category – C

Telephone and communication facilities at residence.

- (b) Reimbursement of Expenses: Reimbursement of travelling, entertainment and other expenses incurred by him during the course of the business of the Company.
- (c) Termination Clause: The appointment shall be terminable by either party i.e. by the Company or by Whole-time Director by giving three months' notice.

Minimum Remuneration:

Notwithstanding anything mentioned here in, where in any financial year during the currency of the tenure of the appointment of Mr. Vipul Chheda, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above.

Further, The Board is empowered to consider revision in yearly salary with effect from 1st July every year for FY25-FY27, based upon the recommendation of the NRC and within overall ceiling as the limits specified in section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

Pursuant to the provisions of the Companies Act, 2013, Mr. Vipul Chheda shall be liable to retire by rotation and shall also be Key Managerial Personnel of the Company.

The relevant complete resolution passed by the Board of Directors, the draft of the agreement are available for inspection by the Members at the Registered office of the Company on any working day (except Sundays and Public Holidays) between 11 a.m. and 3.00 p.m. up to the date of the Annual General Meeting.

Brief profile: Mr. Vipul Chheda, aged 48 years, is an Executive Director of our Company. He has been associated with our Company since March 11, 1997 as a Director. He holds a higher secondary certificate from the Maharashtra State Board of Secondary and Higher Secondary Education. He has over 23 years of experience in the piping industry.

The extracts of remuneration given above shall be deemed to be the extracts of remuneration required to be furnished under Section 190 of the companies Act, 2013.

The Board of Directors recommends the resolution set out in item No.5 to be passed as a Special Resolution.

Except Mr. Vipul Chheda, Mr. Parag Chheda, Mr. Jayant Chheda and their relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in the nature of, financial or otherwise with respect to Agenda Item No 5, except to the extent of their shareholding in the Company.

IN RESPECT OF ITEM NO.06:

Mr. Rajendra Gogri was appointed as an Independent Director of the company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on September 23, 2020, to hold office up to June 24, 2023 ("first term" as per the explanation to Section

149(10) and 149(11) of the Act.) The Nomination & Remuneration Committee at its Meeting held on May 25, 2023 after taking into account the performance evaluation of Mr. Rajendra Gogri during his first term of three years and considering the knowledge, acumen, expertise and experience in his respective field and the substantial contribution made by him during his tenure as an Independent Director since his appointment, has recommended to the Board that continued association of Mr. Rajendra Gogri as an Independent Director would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Mr. Rajendra Gogri as Independent Director on the Board of the Company, to hold office for the second term of five (5) consecutive years commencing from June 25, 2023, up to June 24, 2028, and not liable to retire by rotation. The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Rajendra Gogri for his appointment to the office of Independent Director.

Brief profile of the above Independent Director is as under:

Mr. Rajendra Gogri aged 64 years, is an Independent Director of our Company. He was appointed to our Board on June 25, 2020. He holds a Master's degree in Chemical Engineering from Iowa University, USA, and is a rank holder from UDCT Institute, Mumbai. In addition to his technical expertise, he is adept at handling financial and commercial matters as well. Mr. Gogri has been awarded the prestigious 'Distinguished Alumnus Award' from UDCT in 1995 for excellent performance as an 'Entrepreneur in Chemical Industry'. He was recently honoured with the 'Hurun Most Respected Entrepreneur of the Year - India' award in the year 2019. In the same year, he was also presented by Indian Chemical Council with the 'Lala Shriram National Award' for the leadership in the chemical industry. He is the Chairman and Managing Director of Aarti Industries Limited.

Except Mr. Rajendra Gogri and his relatives, none of the other Director(s) and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the proposed resolution.

The Board recommends the Resolution set out in Item no. 06 to be passed as a Special Resolution.

IN RESPECT OF ITEM NO.07:

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company have appointed Mrs. Amisha Vora as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a period from August 10, 2023, to August 09, 2028, not liable to retire by rotation, subject to consent of the Members of the Company at the ensuing AGM.

As an Additional Director, Amisha Vora holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received necessary declaration(s) from Amisha Vora confirming that she meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations).

Mrs. Amisha Vora is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given her consent to act as a Director of the Company.

Profile:

Mrs. Amisha Vora is Chairman and Managing Director, Prabhudas Lilladher (PL) Group. A Chartered Accountant by education and equity expert by profession, she is a highly acknowledged equity market veteran, with 35+ years of experience. With her passion for work, attention to detail, and astute understanding of the business, Amisha has transformed PL from a stock broking firm to a full-stack, value-added, integrated financial services organisation. She is a highly sought-after opinion maker in the capital markets, and is regularly invited on leading business news channels, seminars and conclaves for her views and insights.

Given her expertise and experience, Mrs. Vora has been a member of the CII Capital Markets Committee since the last 5 years and sits on the board of the Association of Portfolio Managers of India (APMI). She has also won several prestigious awards, including the Rashtriya Udyog Ratan Award for Corporate Leadership and the Annual Impact Creator Award by the Governor's office & Government of Maharashtra in 2021.

In the opinion of the Board, Mrs. Amisha Vora fulfils the conditions for her appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management.

Your Board believes that Mrs. Amisha Vora induction on the Board will support in broadening the overall expertise of the Board and will bring wide experience particularly in the areas of corporate governance and various laws.

A copy of the appointment letter, setting out her terms and conditions of appointment is available on the website of the Company at www.princepipes.com and will be available for inspection by the Members at the Registered office of the Company on any working day (except Sundays and Public Holidays) between 11 a.m. and 3.00 p.m. up to the date of the Annual General Meeting.

Except Mrs. Amisha Vora and her relatives, none of the other Director(s) and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the proposed resolution.

The Board of Directors recommends the resolution set out in Item No.07 to be passed as a Special Resolution.

IN RESPECT OF ITEM NO.08:

The Board on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year ending March 31, 2024, as per the following details:

Sr. No.	Name of the Auditor	Industry	Fees
1	Ketki D. Visariya	Plastic Products	₹3,63,000/- excluding travelling and other out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024, by passing an Ordinary Resolution as set out at Item No. 08 of the Notice.

The Board of Directors recommends the resolution set out in Item No. 08 to be passed as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the said resolution in any manner.

IN RESPECT OF ITEM NO.09:

Mrs. Heena Chheda, aged 52 years, is President- Human Resource of the Company and has been associated with the Company since 2009.

Mrs. Heena Chheda is a related party within the definition of Section 2(76) of the Companies Act 2013 ("Act"), as she is relative of Director(s) of the Company. Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended), appointment of

any related party to any office or place of profit in the Company, its Subsidiary Company or Associate Company at a monthly remuneration exceeding Rs. 2,50,000/- requires prior approval by way of ordinary resolution of the Company. In view of the aforementioned provisions of the Act and rules made thereunder and that monthly remuneration of Mrs. Heena Chheda would be in excess of Rs.2,50,000/- per month, approval of Members is sought for her appointment in and payment of remuneration to her by the Company as proposed in the resolution under this item of business.

Pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee, provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") (including any statutory modification(s) or re- enactments thereof for the time being in force) and in order to adequately compensate the Mrs. Heena Chheda and taking into account the size and operations of the business of the Company, the board of directors of the company at its Meeting held on May 25, 2023, has approved for increase in remuneration payable to Mrs. Heena Chheda up to 20% p.a. over and above last salary drawn of (presently last salary drawn is Rs.8,59,375 Per Month) for a period of one year effective from October 01, 2023, to September 30, 2024, plus Other Perquisites including company's contribution to provident fund, bonus and leave travel concession in accordance with the rules of the Company.(This is being partial modification w.r.t. duration of earlier appointment period and amount of remuneration payable).

The Details of salary and other terms and conditions of salary payable from the Company are given below:

The requisite disclosures required under the applicable provisions of the Companies Act, 2013 are as follows:

Name of the Related Party: Mrs. Heena Chheda

Name of Directors or Key Managerial Personnel who is related: Mr. Jayant Chheda, Managing Director and Mr. Parag Chheda, Joint Managing Director (Whole-Time Director).

Nature of Relationship: Mrs. Heena Chheda is Son's wife of Mr. Jayant Chheda, Managing Director. Mrs. Heena Chheda is wife of Mr. Parag Chheda, Joint Managing Director (Whole-Time Director) of the Company. In addition, Mr. Vipul Chheda Whole- Time Director is related to Mr. Jayant Chheda and Mr. Parag Chheda.

Material terms of the contract / arrangement / transactions: As mentioned in Explanatory Statement No. 9.

Monetary value and period of approval: As mentioned in Explanatory Statement No. 9

Profile of Mrs. Heena Parag Chheda- President – Human Resource

She has been employed with our Company since 2009. She was on the Board of the Company from October 01, 2016, till November 28, 2019. She holds a bachelor's degree in commerce from the University of Bombay. She has more than 15 years of experience in the piping industry.

The Board recommends the resolution set out at Item No. 9 to be passed as an Ordinary Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution, except as mentioned above.

IN RESPECT OF ITEM NO.10:

Mr. Nihar Chheda, aged 26 years, is Vice President Strategy of the Company and has been associated with the Company since 2019.

Mr. Nihar Chheda is a related party within the definition of Section 2(76) of the Companies Act 2013 ("Act"), as he is relative of Director(s) of the Company. Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended), appointment of any related party to any office or place of profit in the Company, its Subsidiary Company or Associate Company at a monthly remuneration exceeding Rs. 250,000/- requires prior approval by way of ordinary resolution of the Company. In view of the aforementioned provisions of the Act and rules made thereunder and that monthly remuneration of Mr. Nihar Chheda would be in excess of Rs.2,50,000/- per month, approval of Members is sought for his appointment in and payment of remuneration to him by the Company as proposed in the resolution under this item of business.

Pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee, provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") (including any statutory modification(s) or re- enactments thereof for the time being in force) and in order to adequately compensate the Mr. Nihar Chheda and taking into account the size and operations of the business of the Company, the board of directors of the company at its Meeting held on May 25, 2023, has approved for increase

in remuneration payable to Mr. Nihar Chheda up to 30% p.a. over and above last salary drawn of (presently last salary drawn is Rs.7,93,206 Per Month) for a period of one year effective from October 01, 2023, to September 30, 2024, plus Other Perquisites including company's contribution to provident fund, bonus and leave travel concession in accordance with the rules of the Company.(This is being partial modification w.r.t. duration of earlier appointment period and amount of remuneration payable).

The Details of salary and other terms and conditions of salary payable from the Company are given below:

The requisite disclosures required under the applicable provisions of the Companies Act, 2013 are as follows:

Name of the Related Party: Mr. Nihar Chheda

Name of Directors or Key Managerial Personnel who is related: Mr. Jayant Chheda, Managing Director and Mr. Parag Chheda, Joint Managing Director (Whole-Time Director).

Nature of Relationship: Mr. Nihar Chheda is grandson of Mr. Jayant Chheda, Managing Director, Son of Mr. Parag Chheda, (Joint Managing Director) Whole-Time Director of the Company. In addition, Mr. Vipul Chheda is related to Mr. Jayant Chheda and Mr Vipul Chheda Whole-Time Director.

Material terms of the contract / arrangement / transactions: As mentioned in Explanatory Statement No. 10

Monetary value and period of approval: As mentioned in Explanatory Statement No. 10

Profile of Mr. Nihar Chheda-VP Corporate Strategy:

Mr. Nihar Chheda is the Vice President, Corporate Strategy at Prince Pipes and Fittings Limited. Nihar has been actively involved in growing the business since the IPO, engaging with key stake holders. He works closely with the team focusing on expanding the pan India distribution network to build a base of quality distributors with strong relationships with the company. As a third-generation entrepreneur, he brings new energy and equal passion towards business growth, aligned to the company's long-term vision to bring deep and significant transformation to India's water transportation challenges. He is also responsible in anchoring the company's raw materials and technology procurement strategy led by collaborations with global players, that continues to deliver encouraging results by driving cost efficiencies. Nihar is a graduate in Industrial Engineering from Purdue University USA.

The Board recommends the resolution set out at Item No. 10 to be passed as an Ordinary Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution, except as mentioned above.

ANNEXURE TO ITEM NO 03 TO 05 OF THE AGM NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement)
Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Details of Executive Directors seeking re-appointment:

Name of Director	Mr. Jayant Chheda (Chairman and Managing Director)	Mr. Parag Chheda (Whole Time Director)	Mr. Vipul Chheda (Whole Time Director)
DIN	00013206	00013222	00013234
Date of Birth	31-07-1946	07-05-1971	08-06-1975
Nationality	Indian	Indian	Indian
Date of Appointment / Re- appointment on the Board	13/11/1987	27/04/1996	11/03/1997
Qualifications	Senior Secondary Certificate Examination	Associate degree in business administration	Higher secondary certificate
Expertise in specific functional area	Procurement, Strategy, Accounts & Finance	Marketing/Advertising, HR, IT	Project Sales/Marketing
Number of shares held in the Company	66,52,405 (6.02%)	2,07,60,303 (18.78%)	2,07,60,303 (18.78%)
Terms and Conditions of Appointment / Re- appointment	As detailed in the respective resolutions and explanatory statement		
List of the directorships held in other companies*	-	-	-
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Prince Pipes and Fittings Limited: Member: Nil	Prince Pipes and Fittings Limited: Audit Committee - Member Stakeholder Relationship Committee – Member Chairman: Nil	Prince Pipes and Fittings Limited: Stakeholder Relationship Committee - Member Chairman: Nil
Numbers of Board Meeting attended in FY 2022-23	05/05	05/05	05/05
Relationship with other Directors / Key Managerial Personnel/ Managers	Relative of Mr. Parag Chheda and Mr. Vipul Chheda	Relative of Mr. Jayant Chheda and Mr. Vipul Chheda	Relative of Mr. Jayant Chheda and Mr. Parag Chheda

*Directorship includes Directorship of Listed Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

ANNEXURE TO ITEM NO 06 AND 07 OF THE AGM NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement)
Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Details of Non-Executive Directors seeking appointment / re-appointment:

Name of Director	Mr. Rajendra Gogri (Independent Director)	Mrs. Amisha Vora (Independent Director)
DIN	00061003	00089193
Date of Birth	15-12-1959	16-06-1966
Nationality	Indian	Indian
Date of Appointment / Re- appointment on the Board	June 25, 2023	August 10, 2023
Qualifications	Master's degree in Chemical Engineering	Chartered Accountant
Expertise in specific functional area	Marketing, Purchase, Account/Finance, Taxation	Accounts/Finance/Equity Market Expert
Number of shares held in the Company	Nil	Nil
Terms and Conditions of Appointment / Re-appointment	as detailed in in-respective resolutions and explanatory statement	as detailed in in-respective resolutions and explanatory statement
List of the directorships held in other companies*	Aarti Industries Ltd	NIL
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Aarti Industries Limited Audit Committee – Member Stakeholders Relationship Committee - Member Aarti Pharmed Labs Limited Stakeholders Relationship Committee - Chairman Prince Pipes and Fittings Limited Audit Committee- Member	Prince Pipes and Fittings Limited Audit Committee – Chairman
Number of Board Meetings attended in FY 2022-23	04/05	NA
Relationship with other Directors / Key Managerial Personnel/ Managers	None	None

*Directorship includes Directorship of Listed Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).