



**PRINCE PIPES AND FITTINGS LIMITED**  
**CIN NO: 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 28

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

**Tel:** 022 – 6602 2222 6666; **Fax:** 022- 6602 2220

**Notice of the 33rd Annual General Meeting**

**NOTICE** is hereby given that the Thirty Third (33rd) Annual General Meeting (“AGM”) of the members of Prince Pipes and Fittings Limited will be held on **Wednesday, September 23, 2020 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, 2020 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** with or without modification:

**“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, 2020 and whose office shall be liable to determination by retirement of Directors by rotation at remuneration of ₹ 14,40,000/- P.M. plus performance based incentive payable ranging from 0.25 % to 1.00% of net profit 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** with or without modification:

**“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, 2020 and whose office shall be liable to determination by

retirement of Directors by rotation at remuneration of ₹ 12,00,000/- P.M. plus performance based incentive payable ranging from 0.25 % to 1.00% of net profit 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** with or without modification:

**"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 Executive Director of the Company,

for a period of three (3) years with effect from August 21, 2020 and whose office shall be liable to determination by retirement of Directors by rotation at remuneration of ₹ 10,80,000/- P.M. plus performance based incentive payable ranging from 0.25 % to 1.00% of net profit 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. To ratify related party transaction in respect to hold office or place of profit in the Company by Mrs. Heena Chheda**

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

**"RESOLVED THAT** pursuant to 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), the transaction entered into by the Company with Mrs. Heena Chheda being related party as mentioned in item no.6 of an explanatory statement, be and is hereby ratified up to September 30, 2020 and approved.

**RESOLVED FURTHER THAT** pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee and pursuant the 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), the consent of the members be and is hereby accorded for Mrs. Heena Chheda, being related party, to continue to hold an office or place of profit in the company and to pay her the monthly salary not exceeding such sum as mentioned in item no.6 of an explanatory statement.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

**7. To ratify related party transaction in respect to hold office or place of profit in the Company by Mr. Nihar Chheda**

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

**"RESOLVED THAT** pursuant to 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), the transaction entered into by the Company with Mr. Nihar Chheda, being related party as mentioned in item no. 7 of an explanatory statement, be and is hereby ratified up to September 30, 2020 and approved.

**RESOLVED FURTHER THAT** pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee and pursuant the 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), the consent of the members be and is hereby accorded for Mr. Nihar Chheda, being related party, to continue to hold an office or place of profit in the company and to pay him the monthly salary not exceeding such sum as mentioned in item no. 7 of an explanatory statement.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

**8. Re-appointment of Mr. Ramesh Chandak (DIN: 00026581) as an Independent Director of the Company**

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

**"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. Ramesh Chandak (DIN: 00026581), who holds office of Independent Director up to September 15, 2020 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. Ramesh Chandak's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of three (3) consecutive years commencing from September 16, 2020 up to September 15, 2023.

**"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."

**9. Re-appointment of Mr. Mohinder Pal Bansal (DIN: 01626343) as an Independent Director of the Company**

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

**"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. Mohinder Pal Bansal (DIN: 01626343), who holds office of Independent Director up to September 15, 2020 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. Mohinder Pal Bansal's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of three (3) consecutive years commencing from September 16, 2020 up to September 15, 2023.

**"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."

**10. Re-appointment of Mrs. Uma Mandavgane (DIN: 03156224) as an Independent Director of the Company**

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

**"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, Mrs. Uma Mandavgane (DIN: 03156224), who holds office of Independent Director up to September 15, 2020 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. Uma Mandavgane's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 3 (three) consecutive years commencing from September 16, 2020 up to September 15, 2023.

**"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."

**11. 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 an **Ordinary Resolution** with or without modification:

**"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, Mr. Rajendra Gogri (DIN: 00061003), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from June 25, 2020 and whose term of office expires at this Annual General Meeting ("AGM") 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 appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of three (3) consecutive years commencing from June 25, 2020 up to June 24, 2023.

**"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."

**12. Appointment of Mr. Satish Chavva (DIN: 03615175) as a (Non-Executive) Nominee Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 161, 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. Satish Chavva

(DIN: 03615175), who was appointed as an Additional Non-Executive Director of the Company as a nominee of Joint Oman India Fund by the Board of Directors with effect from June 25, 2020 and whose term of office expires at this Annual General Meeting ("AGM") 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. Satish Chavva's candidature for the office of Director, be and is hereby appointed as a Nominee Director of the Company.

**"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."

**13. To ratify the payment of remuneration to the Cost Auditors for the Financial Year 2020-21:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the remuneration payable to Ketki D. Visariya, Cost Accountant (Fellow Membership No. 16028), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2021, amounting to ₹ 3,30,000 (Rupees Three Lakhs Thirty Thousand only) excluding travelling and other out-of-pocket expenses be ratified and confirmed.

**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."

**14. Alteration of the Articles of Association of the Company :**

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

**"RESOLVED THAT** pursuant to Section 14 and other applicable provision of the Companies Act, 2013 and rules thereunder, and any other provisions as may be applicable (including any statutory modifications or re-enactment if any thereof for the time being in force), the draft Articles

of Association of the Company placed before the members at this meeting and duly initialed by the Chairman for the purpose of identification be and are hereby approved, by way of a special resolution and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing restated Articles of Association of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company, be and are hereby authorized to sign and file necessary forms and documents with the jurisdictional Registrar of Companies and other statutory authorities and to do all acts, matters, deeds and things and to execute all documents and to take all steps and give such directions, as may be necessary, required, expedient or desirable in connection with or incidental for giving effect to the above resolutions, and to comply with all other requirements in this regard."

**15. Keeping registers, returns etc at registered office/other place:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 94 of the Companies Act, 2013 and Rules made thereunder and other applicable provisions, if any, consent of the Company be and is hereby accorded to the Company for keeping the Register and Index of members of the Company along with share transfer books and copies of all the annual returns prepared by the Company together with the copies of all certificates and documents required to be annexed or attached thereto , at a place other than the Registered Office of the Company being the office of Company's Share Transfer Agent M/s Link Intime India Private Limited having its office at C 101, 247 Park, LBS Rd, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds and things as may require to implement this resolution."

**16. Approval to deliver document through a particular mode as may be sought by the member:**

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

**"RESOLVED THAT** pursuant to Section 20 of the Companies Act, 2013 and the Rules made thereunder (hereinafter referred to as 'the Act'), consent of the Company be and is

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hereby accorded to the Board of Directors of the Company to serve document(s) on Member(s) of the Company by post or by registered post or by speed post or by courier or by delivering at their address, or by such electronic or other mode prescribed under the Act and desired by Member(s), from time to time.

**RESOLVED FURTHER THAT** upon request of Member(s) for delivery of any document(s) through a particular mode, the Company do serve the same to the Member(s) through

that particular mode and/ or charge such fees which shall not be more than the amount charged to the Company by the Department of Post or the Service Provider(s) including related handling charges, if any, to deliver the documents in a particular mode.

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

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

Sd/-  
Jayant Chheda  
Chairman and Managing Director

Place: Mumbai  
Date: July 31, 2020

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**IMPORTANT NOTES:**

1. The explanatory statement setting out the material facts relating to the special business to be transacted at the meeting pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, in respect of Directors seeking appointment/ re-appointment at the Annual General Meeting is annexed as **Annexure A** to the Notice.
2. **General instructions for accessing and participating in the 33rd AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:**
  - a) In view of the outbreak of the COVID-19 pandemic for maintaining social distancing norms and pursuant to the General Circular Nos 14/2020 , 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") permitted the holding of AGM through VC/OAVM, without the physical presence of the members at a common venue. Accordingly, the 33rd AGM of the Company will be convened through VC/OAVM in compliance with the provisions of the Companies Act, 2013 and Rules made thereunder and Listing Regulations.
  - b) In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 33rd AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 33rd AGM through VC/OAVM Facility and e-Voting during the 33rd AGM.
  - c) In line with the MCA Circulars and SEBI Circular, the Notice of the 33rd AGM will be available on the website of the Company at [www.princepipes.com](http://www.princepipes.com), on the website of BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and also on the website of NSDL at [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - d) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
  - e) National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 33rd AGM through VC/OAVM Facility and e-Voting during the 33rd AGM.
  - f) Members may join the 33rd 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 33rd AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 33rd AGM.
  - g) Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of at least 1,000 Members on a on a first-come-first-served basis. The large shareholders (i.e. 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. can attend the 33rd AGM without any restriction on account of first-come first-served principle.
  - h) Attendance of the Members participating in the 33rd AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - i) 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 33rd AGM and facility for those Members participating in the 33rd AGM to cast vote through e-Voting system during the 33rd AGM.
3. **Instructions for members for remote e-voting are as under:-**

**The remote e-voting period will commence on Sunday, September 20, 2020 at 09:00A.M. IST and ends on Tuesday, September 22, 2020 at 05:00P.M. IST.** During this period, Members of the Company, holding shares as on the cut-off date of September 16, 2020, 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.

- a) A person who is not a Member as on the cut-off date should treat this Notice of 33rd AGM for information purpose only.
- b) The details of the process and manner for remote e-Voting are explained herein below

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

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

- I. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
- II. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- III. A new screen will open. You will have to enter your User ID, your Password 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.nsd.com/> with your existing ID as 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.

IV. 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<br>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<br>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<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

V. Your password details are given below:

- i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii. 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.

iii. How to retrieve your 'initial password'?

- a) 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. .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'.
- b) If your email ID is not registered, please follow steps mentioned below in process for those members whose email ids are not registered.

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

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

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



- VIII. Now, you will have to click on "Login" button.
- IX. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-Voting system?

- I. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- II. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- III. Select "EVEN" of the Company.
- IV. Now you are ready for e-Voting as the Voting page opens.
- V. 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 "Confirm" when prompted.
- VI. Upon confirmation, the message "Vote cast successfully" will be displayed.
- VII. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**4. 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:**

- a) 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.
- b) 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.

**5. Instructions for Members for e-voting during the 33rd AGM are as under:**

- a) Members may follow the procedure for e-Voting during the 33rd AGM as mentioned above for remote e-voting.
- b) Only those Members who will be present in the 33rd 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 33rd 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 33rd AGM shall be the same person mentioned for Remote e-voting.

**6. Instruction for Members for Participating in the 33rd AGM through VC/OAVM are as under:**

- a) Member will be provided with a facility to attend the 33rd AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <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 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 33rd 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 Thursday, September 17, 2020 (9:00 A.M. IST) to Saturday, September 19, 2020 (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.

## 7. Other Guidelines for shareholders

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjayrd65@gmail.com with a copy marked to evoting@nsdl.co.in.
- 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.nsd.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.nsd.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in. or contact Mr. Amit Vishal, Senior Manager or Ms Pallavi Mhatre 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 or AmitV@nsdl.co.in or pallavid@nsdl.co.in or at telephone nos. : +91-22-24994360 or +91-99202 64780 or +91-22-24994545 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 Thursday, September 17, 2020 to Wednesday, September 23, 2020 (both days inclusive).
- e) Mr. Sanjay Dholakia , Practicing Company Secretary (CPNo. 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 33rd AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 33rd AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 33rd 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 33rd AGM.
- g) The Scrutinizer shall after the conclusion of e-Voting at the 33rd 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 48 (forty eight) hours from the conclusion of the 33rd 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.nsd.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.

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- 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 33rd AGM and the Annual Report for the year 2019 -20 including therein the Audited Financial Statements for year 2019-20, 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 33rd AGM and the Annual Report for the year 2019-20 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:-
- ❖ 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
  - ❖ For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
- j) 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.
- k) The Notice of the 33rd AGM and the Annual Report for the year 2019-20 including therein the Audited Financial Statements for the year 2019-20, will be available on the website of the Company at [www.princepipes.com](http://www.princepipes.com) and the website of BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The Notice of 33rd AGM will also be available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- l) 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.
- m) 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.
- n) 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.
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**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 26, 2017 had reappointed Mr. Jayant Chheda as Managing Director of the Company for a period of three (3) years effective from August 21, 2017 to August 20, 2020. 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, 2020 to August 20, 2023, subject to approval of the Members.

The material terms of remuneration are as follows:

Remuneration:

- (a) Salary: ₹ 14,40,000/- per month.
- (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:
  - i. If PBT of financial year 2021 is 10% over financial year 2020 = 1.00% of net profit computed in the manner laid down in section 198 of the Companies Act.
  - ii. If PBT of financial year 2021 is 5% over financial year 2020 = 0.75% of net profit computed in the manner laid down in section 198 of the Companies Act.
  - iii. If PBT of financial year 2021 is equal to financial year 2020 = 0.50% of net profit computed in the manner laid down in section 198 of the Companies Act.
  - iv. If PBT of financial year 2021 is not less than 90% over financial year 2020 = 0.25% of net profit computed in the manner laid down in section 198 of the Companies Act.

(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 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.

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 74 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 26, 2017 had reappointed Mr. Parag Chheda as Whole-Time Director of the Company for a period of three (3) years effective from August 21, 2017 to August 20, 2020. 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 Whole-Time Director of the Company designated as a Joint Managing Director for a term of 3 years effective from August 21, 2020 to August 20, 2023, subject to approval of the Members.

The material terms of remuneration are as follows:

Remuneration:

- (a) Salary: ₹ 12,00,000/- per month.
- (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:
  - i. If PBT of financial year 2021 is 10% over financial year 2020 = 1.00% of net profit computed in the manner laid down in section 198 of the Companies Act.
  - ii. If PBT of financial year 2021 is 5% over financial year 2020 = 0.75% of net profit computed in the manner laid down in section 198 of the Companies Act.
  - iii. If PBT of financial year 2021 is equal to financial year 2020 = 0.50% of net profit computed in the manner laid down in section 198 of the Companies Act.

- iv. If PBT of financial year 2021 is not less than 90% over financial year 2020 = 0.25% of net profit computed in the manner laid down in section 198 of the Companies Act.

(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

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.

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 49 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 reappointed Mr. Vipul Chheda as Whole-Time Director of the Company for a period of three (3) years effective from August 21, 2017 to August 20, 2020. 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, 2020 to August 20, 2023, subject to approval of the Members.

The material terms of remuneration are as follows:

Remuneration:

- (a) Salary: ₹ 10,80,000/- per month.
- (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:
  - i. If PBT of financial year 2021 is 10% over financial year 2020 = 1.00% of net profit computed in the manner laid down in section 198 of the Companies Act.
  - ii. If PBT of financial year 2021 is 5% over financial year 2020 = 0.75% of net profit computed in the manner laid down in section 198 of the Companies Act.
  - iii. If PBT of financial year 2021 is equal to financial year 2020 = 0.50% of net profit computed in the manner laid down in section 198 of the Companies Act.
  - iv. If PBT of financial year 2021 is not less than 90% over financial year 2020 = 0.25% of net profit computed in the manner laid down in section 198 of the Companies Act.

(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

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. 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.

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 45 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 6:

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), The board of directors of the company at its Meeting held on July 31, 2020 have ratified and accorded its approval to hold an office or place of profit by Mrs. Heena Chheda, being a related party for a period of three (3) years effective from October 01, 2020 to September 30, 2023 in the Company. The Details of salary and other terms and conditions of salary payable from the Company are given below:

- (a) Existing Salary includes basic salary, HRA and other allowances ₹ 5,50,000/- per month
- (b) Other Perquisites: She will be entitled to other perquisites including company's contribution to provident fund, bonus

and leave travel concession in accordance with the rules of the Company.

The Board of Directors recommends the resolution set out in item No. 6 to be passed as an Ordinary Resolution.

Except Mrs. Heena Chheda, Mr. Jayant Chheda, Mr. Parag Chheda, Mr. Vipul Chheda and her 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 6, except to the extent of their shareholding in the Company. Mrs. Heena Chheda holds 12,616 shares in the Company.

#### IN RESPECT OF ITEM NO 7:

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), The board of directors of the company at its Meeting held on July 31, 2020 have ratified and accorded its approval to hold an office or place of profit by Mr. Nihar Chheda, being a related party for a period of three years effective from October 01, 2020 to September 30, 2023 in the Company. The Details of salary and other terms and conditions of salary payable from the Company are given below:

- (a) Existing Salary includes basic salary, HRA and other allowances ₹ 3,91,707/- per month
- (b) Other Perquisites: He will be entitled to other perquisites including company's contribution to provident fund, bonus and leave travel concession in accordance with the rules of the Company.

The Board of Directors recommends the resolution set out in item No. 7 to be passed as an Ordinary Resolution.

Except Mr. Nihar Chheda, Mr. Jayant Chheda, Mr. Parag Chheda, Mr. Vipul Chheda and his 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 7, except to the extent of their shareholding in the Company. Mr. Nihar Chheda does not hold shares in the Company.

#### IN RESPECT OF ITEM NO 8 TO ITEM NO 10:

Mr. Ramesh Chandak, Mr. Mohinder Pal Bansal & Mrs. Uma Mandavgane were 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 August 20, 2018 to hold office up to September 15, 2020 ("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 July 31, 2020 after taking into account the performance evaluation of these Independent Directors, during their first term of three years and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by these Directors during their tenure as an Independent Director since their appointment, has recommended to the Board that continued association of these Directors as an Independent Directors 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 these Directors as Independent Directors on the Board of the Company, to hold office for the second term of three (3) consecutive years commencing from September 16, 2020 up to September 15, 2023 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. Ramesh Chandak, Mr. Mohinder Pal Bansal and Mrs. Uma Mandavgane for their appointment to the office of Independent Directors.

Brief profile of the above Independent Directors is as under:

#### **Mr. Ramesh Chandak**

Mr. Ramesh Chandak, aged 73 years, is an Independent Director of our Company. He is a Chartered Accountant by qualification. He is the CEO of RDC Business Advisory, which provides individualised leadership coaching, strategy, succession planning and management services. Prior to starting his Advisory practice, he had a successful career spanning over 40 years across manufacturing & infrastructure industries in India, Malaysia and USA. He currently serves on the Boards of several listed companies and is a Senior Advisor to McKinsey & Co. He is a recipient of CA Business leader Award in 2008 by the Institute of Chartered Accountants of India. He is a former President of Indian Electrical & Electronics Manufacturers Association.

#### **Mr. Mohinder Pal Bansal**

Mr. Mohinder Pal Bansal, aged 63 years, is an Independent Director of our Company. He is a Chartered Accountant by qualification. He has more than 25 years of experience in Mergers & Acquisitions, Strategic Advising, Capital Markets, Company Portfolio Integration as well as post acquisition performance

management in India, Asia and Europe – He is currently on board of several corporate bodies such as Blacksoil Capital Pvt. Ltd., Allcargo Logistics Ltd. and others.

#### **Mrs. Uma Mandavgane**

Mrs. Uma Mandavgane, aged 50 years, is an Independent Director of our Company. She is a Chartered Accountant and Certified Information Systems Auditor. She is a professional with experience spanning 28 years in Corporate Finance Management and Risk Advisory Consulting and had held senior position in Big 4 consulting firm. Currently Uma has an independent practice providing Business and Technology Risk in Information Systems Security domain and Data Analytics in Internal Audits.

The Board of Directors recommends the resolution set out in item No. 8 to Item No.10 to be passed as a Special Resolution.

Except Mr. Ramesh Chandak, Mr. Mohinder Pal Bansal and Mrs. Uma Mandavgane 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 08 to Item no 10, except to the extent of their shareholding in the Company.

#### **IN RESPECT OF ITEM NO.11:**

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company have appointed Mr. Rajendra Gogri as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a period from June 25, 2020 to June 24, 2023, not liable to retire by rotation, subject to consent of the Members of the Company at the ensuing AGM.

As an Additional Director, Mr. Rajendra Gogri 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 Mr. Gogri confirming that he meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations).

Mr. Gogri 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 his consent to act as a Director of the Company.

#### **Profile:**

Mr. Gogri 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 'Huron 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.

In the opinion of the Board, Mr. Gogri fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management.

Your Board believes that Mr. Gogri's 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 his terms and conditions of appointment is available on the website of the Company at [www.princepipes.com](http://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.

The Board of Directors recommends the resolution set out in Item No.11 to be passed as a Ordinary Resolution.

Except Mr. Gogri and his 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 11, except to the extent of their shareholding in the Company.

#### **IN RESPECT OF ITEM NO.12:**

Joint Oman India Fund II has nominated Mr. Satish Chavva on the Board of Prince Pipes and Fittings Limited as a Nominee Director. Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company have appointed Mr. Satish Chavva as an Additional Director in the capacity of Non-Executive Nominee Director of the Company with effect from June 25, 2020, not liable to retire by rotation, subject to consent of the Members of the Company at the ensuing Annual General Meeting .

As an Additional Director, Mr. Satish Chavva holds office till the date of the AGM and is eligible for being appointed as a Non- Executive Nominee Director. The Company has received necessary declaration(s) from Mr. Chavva as prescribed under the Companies Act, 2013 (the Act).

Mr. Chavva 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 his consent to act as a Director of the Company.

#### **Profile**

Satish Chavva has over 20 years of experience including 14 years in Private Equity. Prior to working in private equity, he worked as an Investment Banker with Citigroup in London. He has also worked with IBM in London and Trilogy in Austin (Texas). He has an MBA from INSEAD, MS from University of Texas at Austin and B.Tech from Indian Institute of Technology Bombay. He is a Director - Investment with Oman India Joint Investment Fund.

The Board of Directors recommends the resolution set out in Item No.12 to be passed as an Ordinary Resolution.

Except Mr. Satish Chavva and his 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 12, except to the extent of their shareholding in the Company.

#### **IN RESPECT OF ITEM NO. 13:**

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, 2021 as per the following details:

| Sr. No | Name of the Cost Auditor | Industry         | Fees  |
|--------|--------------------------|------------------|---|
| 1      | Ketki D. Visariya        | Plastic products | ₹ 3,30,000 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, 2021 by passing an Ordinary Resolution as set out at Item No. 13 of the Notice.

The Board of Directors recommends the resolution set out in Item No. 13 to be passed as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the nature of, financial or otherwise with respect to Agenda Item 13, except to the extent of their shareholding in the Company.

#### IN RESPECT OF ITEM NO 14

Pursuant to the provisions of Companies Act, 2013, approval of the members, by way of a special resolution, in the general meeting is necessary for the proposed adoption of Article of Association of the Company.

The existing Articles of Association ("AOA") are based on the shareholders' agreement and the investor framework agreement, both dated November 20, 2019, executed by and between, inter alia, the Company, South Asia Growth Fund II Holdings LLC and South Asia EBT Trust represented by Orbis Capital Limited in its capacity as trustee (together, the "Investors"). With the termination of the investor framework agreement and listing of the equity shares of the Company on the BSE Limited and the National Stock Exchange of India Limited and pursuant to the consummation of the initial public offering by the Company, Part C (Framework Articles) of the existing AOA of the Company along with several articles under Part A and Part B of the existing AOA of the Company are required to be removed. A few other articles under Part A and Part B in the AOA need to be amended/modified in tune with the removal of Part C and several articles under Part A and Part B of the AOA. Given this position, only the rights of the Investors in relation to appointment of investor nominee directors and observer and article related to termination are to be retained under Part B of the existing AOA. The details of modification proposed are annexed as **Annexure B** to the notice.

The Board of Directors recommends the resolution set out in Item No.14 to be passed as a Special Resolution.

A copy of Articles of the Company together with the proposed alterations is 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.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the nature of, financial or otherwise with respect to Agenda Item 14, except to the extent of their shareholding in the Company.

#### IN RESPECT OF ITEM NO 15:

As the Members are aware that the Company has appointed M/s Link Intime India Private Limited, Mumbai as the Registrars and Share Transfer Agents (RTA) of the Company. The records pertaining to the shareholders including the Register of Members

are to be maintained by the RTA. Hence, it was decided by the Board to keep the Register of Members and Index of Members of the Company along with the Share Transfer Books and copies of all the annual returns prepared by the Company together with the copies of all certificates and documents required to be annexed or attached thereto at the Company's Share Transfer Agent at their office in Mumbai in the State of Maharashtra. In view of the same it was also decided to seek the approval of the members by way of Special Resolution of members of the Company.

The Board of Directors recommends the resolution set out in Item No.15 to be passed as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the nature of, financial or otherwise with respect to Agenda Item 15, except to the extent of their shareholding in the Company.

#### IN RESPECT OF ITEM NO 16:

Pursuant to the provisions of Section 20 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, a document may be served on a Member of the Company by sending the same to him by post or by registered post or by speed post or by courier or by delivering it at his office or address, or by such electronic or other mode as may be prescribed. However, proviso to sub-section (2) of Section 20 of the Act states that a Member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the company at its Annual General Meeting ('AGM'). Further, listed companies are required to send financial statements: (a) by electronic mode to such members whose shareholding is in Demat form and whose E-mail IDs are registered with Depository for communication purposes; (b) where Shareholding is held otherwise than by Demat form, to such members who have positively consented in writing for receiving by electronic mode; and (c) by despatch of physical copies through any recognised mode of delivery as specified under section 20 of the Act, in all other cases. Accordingly, consent of the members is sought for passing the Special Resolution as set out in Item No.16 of the Notice relating to serving the documents including financial statements to the members of the Company in a requested mode.

The Board of Directors recommends the resolution set out in Item No.16 to be passed as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the nature of, financial or otherwise with respect to Agenda Item 16, except to the extent of their shareholding in the Company.

## Annexure 'A'

### ANNEXURE TO ITEM NO 03 TO 05 AND ITEM NO 08 TO 10 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<br>(Chairman and Managing Director)               | Mr. Parag Chheda<br>(Whole Time Director)  | Mr. Vipul Chheda<br>(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 of Raw Materials, Accounts/Finance                      | Marketing/Advertising, HR, IT  | Project Sales/Marketing  |
| Number of shares held in the Company   | 65,56,405   | 2,15,83,303  | 2,21,48,300  |
| 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:<br><br>Member: Nil               | Prince Pipes and Fittings Limited:<br><br>Audit Committee - Member<br><br>Stakeholder Relationship Committee – Member<br><br>Chairman: Nil | Prince Pipes and Fittings Limited:<br><br>Stakeholder Relationship Committee - Member<br><br>Chairman: Nil |
| Numbers of Board Meeting attended  | 11  | 11   | 9  |
| 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).

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

| Name of Director   | Mr. Ramesh Chandak<br>(Independent Director)  | Mr. Mohinder Pal<br>Bansal<br>(Independent Director)   | Mrs. Uma Mandavgane<br>(Independent Director)   | Mr. Rajendra Gogri<br>(Independent Director)  | Mr. Satish Chavva<br>(Nominee Director) |
|--|---|--|---|---|---|
| DIN  | 00026581  | 01626343   | 03156224  | 00061003  | 03615175                                |
| Date of Birth  | 07-11-1946  | 08-05-1957   | 02-01-1967  | 15-12-1959  | 20-12-1974                              |
| Nationality  | Indian  | Indian   | Indian  | Indian  | UK Citizen                              |
| Date of Appointment / Re-appointment on the Board                                      | September 16, 2017  | September 16, 2017   | September 16, 2017  | June 25, 2020   | June 25, 2020                           |
| Qualifications   | *master's degree in commerce<br>*Chartered Accountant   | *master's degree in commerce *Chartered Accountant   | *master's degree in commerce *Chartered Accountant *Certified Information Systems Auditor       | *Master's degree in Chemical Engineering  | *MBA<br>*MS<br>*B. Tech                 |
| Expertise in specific functional area  | Accounts/Finance, Strategy, M&A   | Merger & Acquisitions, Accounts/Finance  | Accounts/Finance, IT  | Marketing, Purchase, Account/Finance, Taxation  | Private Equity                          |
| Number of shares held in the Company   | Nil   | 450 equity shares  | Nil   | Nil   | Nil                                     |
| Terms and Conditions of Appointment / Re-appointment                                   | As detailed in the respective resolutions and explanatory statement   |  |   |   |   |
| List of the directorships held in other companies*                                     | 4   | 3  | 1   | 2   | 0                                       |
| Chairman/ Member in the Committees of the Boards of companies in which he is Director* | KEC International Ltd<br>Parag Milk Foods Ltd<br>Ram Ratna Wires Ltd<br>Summit Securities Ltd<br><br>Prince Pipes and Fittings Limited<br>Audit Committee – Member<br>Stakeholders' Relationship Committee – Chairperson<br>Parag Milk Foods Limited<br>Audit Committee – Chairman<br>Ram Ratna Wires Limited<br>Audit Committee – Member<br>KEC International Limited<br>Audit Committee – Member<br>Stakeholders' Relationship Committee – Chairperson<br>Anand Rathi Wealth Services Limited<br>Stakeholders' Relationship Committee – Chairperson | Navneet Education Ltd<br>Allcargo Logistics Ltd<br><br>Navneet Education Limited<br>Audit Committee - Chairperson<br>Stakeholders' Relationship Committee – Member<br>Allcargo Logistics Limited<br>Audit Committee- Chairperson | Zee Media Corporation Ltd<br><br>Zee Media Corporation Limited<br>Audit Committee - Chairperson | Aarti Industries Ltd<br>Aarti Drugs Ltd<br><br>Aarti Industries Limited<br>Audit Committee – Member<br>Stakeholders' Relationship Committee – Member<br>Aarti Drugs Limited<br>Stakeholders' Relationship Committee - Chairperson | Nil                                     |
| Number of Board Meetings attended  | 9   | 9  | 11  | NA  | NA                                      |
| Relationship with other Directors / Key Managerial Personnel/ Managers                 | None  | None   | None  | 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).

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

Sd/-  
Jayant Chheda  
Chairman and Managing Director

Place: Mumbai  
Date: July 31, 2020

## Annexure 'B'

### AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Article No.<br>(as per existing<br>AOA) | Existing article   | Modification proposed  |
|---|--|--|
| 2 and 37A                               | Articles 2(d), 2(e), 2(f), 2(h), 2(i), (j), 2(k), 2(l), 2(m), 2(p) and 37A in Part A of the Articles of Association came into force from March 23, 2019, when the amendment to the erstwhile Articles of Association was approved vide a special resolution passed at the extra-ordinary general meeting of the Company.   | To remove Articles 2(d), 2(e), 2(f), 2(h), 2(i), 2(j), 2(k), 2(l), 2(m), 2(p) and 37A from 'Part A' of the Articles of Association so as to make the Articles of Association in in tune with the prevailing requirements after the termination of investor framework agreement.  |
| 123.6                                   | The definitions of 'Annual Business Plan', 'Applicable S&E Law', 'Approvals', 'Approved D&O', 'Business', 'Business Day', 'CCPS', 'Chief EHS Officer', 'Closing', 'Closing Date', 'Committee', 'Competitor', 'Control', 'Deed of Adherence', 'EBIDTA', 'Encumbered Shares', 'Encumbrance', 'Environmental Law', 'EOD Warranties', 'Equity Shares', 'Equity Securities', 'ESAP Plan', 'ESOP Scheme', 'Extended IPO Date', 'Financial Year', 'Framework Articles', 'General Meeting', 'Hazardous Substance', 'Investment Framework Agreement', 'Intellectual Property', 'Investor Securities', 'Investor CCPS', 'IPO', 'Key Managerial Personnel', 'Liquidity Event', 'Memorandum', 'NDU Shares', 'Offer for Sale', 'Performance Standards', 'Pledged Shares', 'Post Money Valuation', 'Promoter Loan Documents', 'Proposed IPO', 'Proposed IPO Date', 'QIPO/ Qualified IPO', 'Stock Exchange', 'Subscription Amount', 'Subsidiaries', 'Transaction Documents', 'Third Party' and 'Third Party Funding' in Part B of the Articles of Association came into force from November 28, 2019, when the amendment to the erstwhile Articles of Association was approved vide a special resolution passed at the extra-ordinary general meeting of the Company. | To remove the definitions of 'Annual Business Plan', 'Applicable S&E Law', 'Approvals', 'Approved D&O', 'Business', 'Business Day', 'CCPS', 'Chief EHS Officer', 'Closing', 'Closing Date', 'Committee', 'Competitor', 'Control', 'Deed of Adherence', 'EBIDTA', 'Encumbered Shares', 'Encumbrance', 'Environmental Law', 'EOD Warranties', 'Equity Shares', 'Equity Securities', 'ESAP Plan', 'ESOP Scheme', 'Extended IPO Date', 'Financial Year', 'Framework Articles', 'General Meeting', 'Hazardous Substance', 'Investment Framework Agreement', 'Intellectual Property', 'Investor Securities', 'Investor CCPS', 'IPO', 'Key Managerial Personnel', 'Liquidity Event', 'Memorandum', 'NDU Shares', 'Offer for Sale', 'Performance Standards', 'Pledged Shares', 'Post Money Valuation', 'Promoter Loan Documents', 'Proposed IPO', 'Proposed IPO Date', 'QIPO/ Qualified IPO', 'Stock Exchange', 'Subscription Amount', 'Subsidiaries', 'Transaction Documents', 'Third Party' and 'Third Party Funding', from article 123.5 of Part B of the Articles of Association, which were in force (under article 123.6) till the date of listing of shares of the Company, entirely from the Articles of Association of the Company, which are otherwise redundant, post listing of shares of the Company. |
| 124 to 136                              | The Articles 124.1.3, 124.1.4, 124.1.5, 124.1.6, 124.1.7, 124.1.8, 124.1.9, 124.1.10, 124.1.11, 124.1.12, 124.2, 124.3, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136 and Annexure I to the Part B, in Part B of the Articles of Association came into force from November 28, 2019, when the amendment to the erstwhile Articles of Association was approved vide a special resolution passed at the extra-ordinary general meeting of the Company.  | To remove Articles 124.1.3, 124.1.4, 124.1.5, 124.1.6, 124.1.7, 124.1.8, 124.1.9, 124.1.10, 124.1.11, 124.1.12, 124.2, 124.3, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136 and Annexure I to the Part B, from Part B of the Articles of Association, which were in force till the date of listing of shares of the Company, entirely from the Articles of Association of the Company, which are otherwise redundant, post listing of shares of the Company.  |
|   | In the event that the IFA is terminated in accordance with Clause 9 of the IFA, the Framework Articles shall cease to be in force and shall stand lapsed on the date of such termination.  | To remove 'Part C' from Articles of Association which is in force from the date of execution of the investor framework agreement on November 19, 2019 so as to make the Articles of Association having only two parts, 'Part A' and 'Part B'.  |

| Article No.<br>(as per existing<br>AOA) | Existing article   | Modification proposed  |
|---|--|--|
| 123.1                                   | Subject to the requirements of the applicable Law, in the event of any conflict between the provisions of Articles 1 to 122 (except Article 37A) and Articles 123 to 136 (Articles 123 to 136 being and are referred to as the “Investment Amending Articles”), the provisions of the Investment Amending Articles shall prevail and apply. The provisions of the Investment Amending Articles shall be read together with Article 37A and the Framework Articles.   | Subject to the requirements of the Applicable Law, in the event of any conflict between the provisions of Articles 1 to 122 and Articles 123 to 125 (Articles 123 to 125 being and are referred to as the “Investment Amending Articles”), the provisions of the Investment Amending Articles shall prevail and apply.   |
| 123.2                                   | Notwithstanding the provisions of Articles 1 to 122 (except Article 37A), the Company and the Shareholders shall not be bound by, or subject to, any duties, obligations or covenants under the Articles 1 to 122 (except Article 37A) to the extent of any conflict of any manner with the Investment Amending Articles.  | Notwithstanding the provisions of Articles 1 to 122, the Company and the Shareholders shall not be bound by, or subject to, any duties, obligations or covenants under the Articles 1 to 122 to the extent of any conflict of any manner with the Investment Amending Articles.  |
| 123.3.1                                 | Articles 1 to 122 (except Article 37A) on the one hand; and  | Articles 1 to 122 on the one hand; and   |
| 124.1.1                                 | Composition and size of the Board. The Board shall, unless otherwise agreed to by the Company, the Promoters and the Investors or unless the size of the Board is required to be increased pursuant to the Promoter Loan Documents, consist of not more than 10 (ten) Directors, and the composition of the Board shall be as follows: (a) the Investors shall have the right (and not the obligation) to nominate up to 1 (one) Director, so long as that the Investors directly or indirectly hold at least 5% (five percent) of the total share capital of the Company on a Fully Diluted Basis (“Investor Nominee Director(s)”); (b) the Promoters shall collectively have the right to nominate up to 5 (five) Directors (“Promoter Nominee Director(s)”); and (c) subject to Clause 4 (Reserved Matters), up to 5 (five) Independent Directors shall be nominated in accordance with the provisions of the Act. The Investor Nominee Directors and the Promoter Nominee Directors shall collectively be referred as “Nominee Directors”, and individually as “Nominee Director”. It is specifically agreed that for determining the 5% (five percent) threshold mentioned herein above in this Article 124.1.1., the shareholding of the Investors, the Investor’s Affiliates and any other Shareholder who has been introduced by the Investors, (provided that such other Shareholder has agreed to exercise their rights jointly with the Investors as a single block) shall be taken into account, collectively. The Investor Nominee Director nominated by the Investors shall discontinue to be a Nominee Director in the event (i) the Investors cease to hold at least 5% (five percent) | Composition and size of the Board. The Board shall, unless otherwise agreed to by the Company, the Promoters and the Investors, consist of not more than 10 (ten) Directors, and the composition of the Board shall be as follows: (a) the Investors shall have the right (and not the obligation) to nominate up to 1 (one) Director, so long as that the Investors directly or indirectly hold at least 5% (five percent) of the total share capital of the Company on a Fully Diluted Basis (“Investor Nominee Director(s)”); (b) the Promoters shall collectively have the right to nominate up to 5 (five) Directors (“Promoter Nominee Director(s)”); and (c) up to 5 (five) Independent Directors shall be nominated in accordance with the provisions of the Act. The Investor Nominee Directors and the Promoter Nominee Directors shall collectively be referred as “Nominee Directors”, and individually as “Nominee Director”. It is specifically agreed that for determining the 5% (five percent) threshold mentioned herein above in this Article 124.1.1., the shareholding of the Investors, the Investor’s Affiliates and any other Shareholder who has been introduced by the Investors, (provided that such other Shareholder has agreed to exercise their rights jointly with the Investors as a single block) shall be taken into account, collectively. The Investor Nominee Director nominated by the Investors shall discontinue to be a Nominee Director in the event (i) the Investors cease to hold at least 5% (five percent) |

| Article No.<br>(as per existing<br>AOA) | Existing article  | Modification proposed   |
|---|---|---|
|   | <p>of the total share capital of the Company on a Fully Diluted Basis; and (ii) upon receipt by the Investors of a written notice from the Company requiring the Investor Nominee Director to vacate his / her seat. The Nominee Director nominated by the Investors shall cease to be a Nominee Director upon the appointment of the Observer as provided in Article 124.1.2 below and it is clarified that simultaneously with the appointment of the Observer, the Nominee Director nominated by the Investors, if any shall resign from the position of Nominee Director upon receipt by the Investors of a written notice from the Company requiring the Investor Nominee Director to vacate his / her seat. For avoidance of doubt, it is clarified that subject to the Investors holding at least 5% (five percent) of the total share capital of the Company on a Fully Diluted Basis, if the Observer resigns or is removed by the Investor, then the Investors shall have a right (but not an obligation) to appoint an Investor Nominee Director to the Board.</p>                         | <p>nominated by the Investors shall cease to be a Nominee Director upon the appointment of the Observer as provided in Article 124.1.2 below and it is clarified that simultaneously with the appointment of the Observer, the Nominee Director nominated by the Investors, if any shall resign from the position of Nominee Director upon receipt by the Investors of a written notice from the Company requiring the Investor Nominee Director to vacate his / her seat. For avoidance of doubt, it is clarified that subject to the Investors holding at least 5% (five percent) of the total share capital of the Company on a Fully Diluted Basis, if the Observer resigns or is removed by the Investor, then the Investors shall have a right (but not an obligation) to appoint an Investor Nominee Director to the Board.</p>  |
|   | <p>Observer. Irrespective of the extent of the Investors shareholding in the Company on a Fully Diluted Basis, the Investors shall have: (a) the right to nominate 1 (one) observer on the Board and on all Committees ("<b>Observer</b>"), and (b) seek removal or replacement of the respective Observer nominated by it by providing a written notice to the Board. Each Observer shall have the right to receive all relevant notices, documents and information provided to the members of the Board and Committees and shall be entitled to attend all meetings of the Board and Committees. However, the Observer shall not be entitled to vote with respect to any resolution proposed to be passed at a meeting of the Board or the Committees. For avoidance of doubt, it is clarified that if the Investors hold more than 5% (five percent) of the total share capital of the Company on a Fully Diluted Basis then the Investors shall have the right to either appoint the Investor Nominee Director under Article 124.1.1 above or appoint an Observer under this Article 124.1.2.</p> | <p>Observer. Irrespective of the extent of the Investors shareholding in the Company on a Fully Diluted Basis, the Investors shall have: (a) the right to nominate 1 (one) observer on the Board and on all Committees ("<b>Observer</b>"), and (b) seek removal or replacement of the respective Observer nominated by it by providing a written notice to the Board. Each Observer shall have the right to receive all relevant notices, documents and information provided to the members of the Board and shall be entitled to attend all meetings of the Board. However, the Observer shall not be entitled to vote with respect to any resolution proposed to be passed at a meeting of the Board. For avoidance of doubt, it is clarified that if the Investors hold more than 5% (five percent) of the total share capital of the Company on a Fully Diluted Basis then the Investors shall have the right to either appoint the Investor Nominee Director under Article 124.1.1 above or appoint an Observer under this Article 124.1.2.</p> |
| 135                                     | <p>135.1 Subject to Article 130A(t), Article 135.2 and Article 135.4, the Company, Promoters and Investors hereby agree that the rights and obligations provided under these Articles shall continue even after the consummation of Proposed IPO or QIPO or any other IPO undertaken in accordance with the SHA and these Articles, unless to the extent such rights and obligations fall away under Applicable Laws, or as may be required by SEBI.</p>  | <p>Article 125. Termination: In the event that the SHA is terminated in accordance with Clause 16 of the SHA, the Investment Amending Articles shall cease to be in force and shall stand lapsed on the date of such termination.</p>   |

| Article No.<br>(as per existing<br>AOA) | Existing article  | Modification proposed |
|---|---|-----------------------|
|   | <p>135.2 Subject to the provisions of Applicable Laws, the Company, the Promoters and the Investors hereby agree that only the following rights of the Investors under these Articles shall survive and continue to be valid upon the consummation of the Proposed IPO:</p> <p>(a) Right under Article 124.1.1. (in relation to appointment of Investor Nominee Directors), subject to ratification of the appointment of such Investor Nominee Directors by the Shareholders of the Company in the first general meeting after the completion of the Proposed IPO; and</p> <p>(b) Right under Article 124.1.2 (in relation to appointment of the Observer), unless it is not acceptable to the Securities and Exchange Board of India, subject to ratification of the appointment of such Observer by the Shareholders of the Company in the first general meeting after the completion of the Proposed IPO.</p> <p>It is clarified that until such ratification by the Shareholders of the Company, the relevant Investor Nominee Director's / Observer's appointment shall continue.</p> <p>The Company, the Promoters and the Investors hereby agree that other than as provided under this Article 135.2, the Investment Amending Articles and the Framework Articles shall stand automatically terminated on the date of receipt of the final listing and trading approval from the Stock Exchanges in relation to the Proposed IPO.</p> <p>135.3 Further, in the event that the SHA is terminated in accordance with Clause 16 of the SHA, the Investment Amending Articles (except Article 136 and provisions relating thereto) shall cease to be in force and shall stand lapsed on the date of such termination.</p> <p>135.4 In the event that the Proposed IPO is not consummated for any reason whatsoever, then the rights and obligations that have been suspended or terminated in accordance with Article 135.2 above, shall be reinstated and shall be applicable to the Company, Promoters and Investors in the manner provided under this Part B and Part C of these Articles and as if no rights had</p> |                       |



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|---|---|-----------------------|
|   | <p>135.5 been suspended or terminated prior to the consummation of the Proposed IPO. The Parties hereby agree that in order to give effect to this provision, the Company, Promoters and Investors shall enter into appropriate agreements/documentation (as maybe necessary) in good faith for purposes of giving effect to and for the enforceability of such rights and obligations (including specifically any rights that cannot be automatically reinstated on account of any reason whatsoever including specifically that such rights are intrinsically linked to the Investor holding CCPS).</p> <p>135.6 In the event that the CCPS is converted into Equity Shares in accordance with the terms of such CCPS and in respect to any Equity Shares subscribed to by the Investors, the Company, Promoters and Investors hereby agree that in order to give effect to the rights of the Investors under these Articles, the Company, Promoters and Investors shall agree to suitable mechanisms and execute appropriate agreements/documentation (as maybe necessary) in good faith for purposes of giving effect to and for the enforceability of such rights and obligations (including Transfer or issuance of additional Equity Securities to the Investors at the specified valuation in accordance with the provisions of these Articles.</p> |                       |