



PRINC PIPES AND FITTINGS LIMITED
CIN NO: L26932DN1987PLC005837

Registered Office: Survey No. 132/1/1/3, Athal Road, Village Athal, Naroli, Silvassa, Dadra Nagar Haveli - 396235

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 38th Annual General Meeting

NOTICE is hereby given that the Thirty-Eighth (38th) Annual General Meeting ("AGM") of the members of Prince Pipes and Fittings Limited ("Company") will be held on Thursday, September 11, 2025, 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, 2025, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of ₹ 0.50/- (Rupees Fifty Paise) per equity share face value of ₹ 10/- each for the Financial Year ended March 31, 2025.
3. To appoint a Director in place of Mr. Parag Chheda (DIN: 00013222), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To ratify the remuneration payable to Cost Auditors for the Financial Year 2025-26:**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactments thereof for the time being in force), Ms. Ketki D. Visariya, Cost Accountant (Firm Registration No. 102266), appointed as Cost Auditor of the company by the Board of Directors on recommendation of the Audit Committee for conducting the Audit of the Cost records of the Company for the Financial Year ending March 31, 2026, be paid a remuneration of Rs. 3,99,300/- (Rupees

Three Lakh Ninety-Nine Thousand Three Hundred Only), per annum plus applicable taxes and reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the Cost Records of the Company.

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

5. **To reappoint and increase in the remuneration payable to Mrs. Heena Chheda being related party, holding office or place of profit in the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof), consent of the Members of the Company be and is hereby accorded to Mrs. Heena Chheda, Related party, to hold and continue to hold an office or place of profit in the Company and increase in her remuneration by 5% p.a. over and above last salary drawn in the Company (presently last salary drawn is ₹11,34,375/- Per Month) for a period of one year effective from October 01, 2025, to September 30, 2026, plus Other Perquisites including company's contribution to provident fund, bonus and leave travel concession in accordance with the rules of the Company and in accordance with the provisions of the Act as may be agreed to between the Board of Directors and Mrs. Heena Chheda.

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

6. To reappoint and increase in the remuneration payable to Mr. Nihar Chheda being related party, holding office or place of profit in the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof), consent of the Members of the Company be and is hereby accorded to Mr. Nihar Chheda, Related party, to hold an office or place of profit in the Company and increase in his remuneration by 5% p.a. over and above last salary drawn in the Company (presently last salary drawn is ₹11,34,285/- per month) for a period of one year effective from October 01, 2025, to September 30, 2026, plus other perquisites including company’s contribution to provident fund, bonus and leave travel concession in accordance with the rules of the Company and in accordance with the provisions of the Act as may be agreed to between the Board of Directors and Mr. Nihar Chheda.

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

7. Appointment of Secretarial Auditors for a period of 5 Consecutive Financial Years

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

“RESOLVED THAT pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosures Requirements)

Regulations, 2015, Section 204 and other applicable provisions, if any of the Companies Act, 2013 (the Act) and the Companies (Appointment and remuneration of Managerial Personnel) Rule 2014 (the Rules), including any statutory modification(s) or reenactment(s) thereof for the time being in force, and pursuant to recommendation made by the Audit Committee of the Board, M/s. Sanjay Dholakia and Associates (CP No. 1798), Practicing Company Secretaries, be and are hereby appointed as Secretarial Auditors of the Company for a period of 5 (five) consecutive years from 1st April, 2025 to 31st March, 2030, and the Board be and is hereby authorized to fix the remuneration as may be determined by the Audit Committee in consultation with the Secretarial Auditors, in addition to reimbursement of all out of pocket expenses as may be incurred in connection with the Secretarial Audit of the Company.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all acts and take all such steps as may be 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
(DIN: 00013206)

Place: Mumbai
Date: August 06, 2025

Corporate Office: 8th Floor, The Ruby,
Senapati Bapat Marg (Tulsi Pipe Road),
Dadar - West, Mumbai - 400028.
Email: investor@princepipes.com
Website: www.princepipes.com

IMPORTANT NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circulars No. 20/2020 dated May 5, 2020, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, the latest being 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars') permitting the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023, and the latest being October 3, 2024 ('SEBI Circulars') has also granted relaxations for holding e-AGM. Accordingly, in compliance with the provisions of the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the 38th Annual General Meeting ("AGM") through VC/OAVM only.
2. As the AGM shall be conducted through VC/ OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate there at and cast their votes through e-voting.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Ordinary Business and Special Business at Item No. 3, 4, 5, 6 and 7 of the above Notice is annexed hereto.
4. The Company has engaged the services of National Securities Depository Limited (NSDL), to provide video conferencing facility and e-voting facility for the AGM.
5. Members may join the 38th 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 38th AGM and the Company may close the window for joining the VC/ OAVM Facility 30 minutes after the scheduled time to start the 38th AGM.
6. Register of Members and the Share transfer books of the Company will remain closed from Friday, September 05, 2025, to Thursday, September 11, 2025 (both days inclusive) for the purpose of Annual General Meeting.
7. Electronic copy of the Annual Report will be sent to the

members whose email IDs are registered with the Company / Depository Participant(s).

8. Members are requested to notify change in address, if any, immediately to Link In time India Private Limited, Registrar & Share Transfer Agents, quoting their folio numbers.
9. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above-mentioned transactions.
10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders / Depositories for depositing of dividends.
11. Attendance of the Members participating in the 38th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. 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 38th AGM and facility for those Members participating in the 38th AGM to cast vote through e-Voting system during the 38th AGM.

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

13. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the Even "135095" 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.

14. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM by following the procedure mentioned in the Notice and shall be kept open throughout the proceedings of AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
15. Members who need assistance before or during the AGM with use of technology, can send a request at evoting@nsdl.com or use Toll free no.: 022 - 4886 7000 and 022 - 2499 7000.
16. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
17. 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.

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

18. Contact Details

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

IndividualShareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43
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VOTING THROUGH ELECTRONIC MEANS

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

Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
22. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, September 04, 2025.
23. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after

the notice is send through e-mail and holding shares as of the cut-off date i.e. Thursday, September 04, 2025 may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com/ or call on toll free no. 022 - 4886 7000 and 022 - 2499 7000 In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, September 04, 2025 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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

please contact Ms. Pallavi Mhatre, Senior Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, email: evoting@nsdl.com, Tel: 022 - 4886 7000 and 022 - 2499 7000.

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

26. The remote e-voting period will commence on Monday, September 08, 2025, at 09:00 A.M. IST and ends on Wednesday, September 10, 2025, at 05:00 P.M. IST. During this period, Members of the Company, holding shares as on the cut-off date of Thursday, September 04, 2025, 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.
27. The details of the process and manner for remote E-voting using NSDL e-Voting system are explained herein below:





STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

- A. Login method for Individual shareholders holding securities in demat mode:

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page.

Type of shareholders	Login Method
	<p>Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800-21-09911

B. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- d) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

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

the e-Voting system of NSDL.

- f) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- g) Now, you will have to click on "Login" button.

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

STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
28. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:
- 1) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR

(self-attested scanned copy of Aadhar Card) by email to investor@princepipes.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

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.

- 2) Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 - 3) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
29. Instructions for Members for e-voting during the 38th AGM are as under:
- a) The procedure for e-Voting on the day of the 38th AGM is same as the instructions mentioned above for remote e-voting.
 - b) Only those Members who will be present in the 38th 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 38th 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 38th AGM shall be the same person mentioned for Remote e-voting.
30. Instruction for Members for Participating in the 38th AGM through VC/OAVM are as under:
- Member will be provided with a facility to attend the 38th AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN "129717" 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.
- a) Members are encouraged to join the Meeting through Laptops for better experience.
 - b) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - c) 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.
 - d) Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 38th 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.
 - e) 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.com from Friday, September 05, 2025 (9:00 A.M. IST) to Sunday, September 07,2025 (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.

31. 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.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022-48867000 / 022-24997000 or send a request at evoting@nsdl.com or contact Mr. Amit Vishal, AVP or Ms Pallavi Mhatre Senior Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: evoting@nsdl.com who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's email address investor@princepipes.com.
- d. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 05, 2025, to Thursday, September 11, 2025 (both days inclusive).
- e. Mr. Sanjay Dholakia, Practicing Company Secretary (CP No. 1798), Proprietor of M/s. Sanjay Dholakia & Associates has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
- f. During the 38th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 38th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 38th 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 38th AGM.
- g. The Scrutinizer shall after the conclusion of e-Voting at the 38th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within two working day from the conclusion of the 38th AGM, who shall then countersign and declare the result of the voting forthwith.
- h. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.princepipes.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
- i. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 38th AGM and the Annual Report for the year 2024-25 including therein the Audited Financial Statements for year 2024-25, 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 38th AGM and the Annual Report for the year 2024-25 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:-

- a. 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.
- b. 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 38th AGM and the Annual Report for the year 2024-25 including therein the Audited Financial Statements for the year 2024-25, will be available on the website of the Company at www.princepipes.com and the website of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The Notice of 38th AGM will also be available on the website of NSDL at 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.

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: 4

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, 2026, as per the following details:

Sr. No.	Name of the Auditor	Industry	Fees
1.	Ketki D. Visariya	Plastic Products	Rs. 3,99,300/- 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, 2026, by passing an Ordinary Resolution as set out at Item No. 04 of the Notice.

The Board of Directors recommends the resolution set out in Item No. 04 to be passed as an Ordinary Resolution.

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

IN RESPECT OF ITEM NO. 5:

Mrs. Heena Chheda, aged 54 years, is President- Human Resource of the Company and has been associated with the Company since 2009.

Mrs. Heena Chheda is a related party within the definition of Section 2(76) of the Companies Act 2013 ("Act"), as she is relative of Director(s) of the Company. Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended), appointment of any related party to any office or place of profit in the Company, its Subsidiary Company or Associate Company at a monthly remuneration exceeding Rs. 2,50,000/- requires

prior approval by way of ordinary resolution of the Company. In view of the aforementioned provisions of the Act and rules made thereunder and that monthly remuneration of Mrs. Heena Chheda would be in excess of Rs. 2,50,000/- per month, approval of Members is sought for her re-appointment and payment of remuneration to her by the Company as proposed in the resolution under this item of business.

Pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee, provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") (including any statutory modification(s) or re-enactments thereof for the time being in force) and in order to adequately compensate the Mrs. Heena Chheda and taking into account the size and operations of the business of the Company, the board of directors of the company at its Meeting held on May 21, 2025, has approved for increase in remuneration payable to Mrs. Heena Chheda up to 5% p.a. over and above last salary drawn of (presently last salary drawn is Rs.11,34,375 per Month) for a period of one year effective from October 01, 2025, to September 30, 2026, plus Other Perquisites including company's contribution to provident fund, bonus and leave travel concession in accordance with the rules of the Company.

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

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

Name of the Related Party: Mrs. Heena Chheda

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

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

Material terms of the contract / arrangement / transactions: As mentioned in this explanatory statement.

Monetary value and period of approval: As mentioned in this explanatory statement.

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

She has been employed with our Company since 2009. She was on the Board of the Company from October 01, 2016, till November 28, 2019. She holds a bachelor's degree in commerce from the University of Bombay. She has more than 17 years of experience in the piping industry.

She oversees employee engagement, organizational development, and strategic leadership that foster a high-performance, maintaining inclusive workplace culture.

The Board recommends the resolution set out at Item No. 5 to be passed as an Ordinary Resolution.

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

The Board recommends the resolution set out at Item No. 5 to be passed as an Ordinary Resolution.

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

IN RESPECT OF ITEM NO. 06:

Mr. Nihar Chheda, aged 28 years, is Vice President Strategy of the Company and has been associated with the Company since 2019.

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

Pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee, provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") (including any statutory

modification(s) or re-enactments thereof for the time being in force) and in order to adequately compensate Mr. Nihar Chheda and taking into account the size and operations of the business of the Company, the board of directors of the company at its Meeting held on May 21, 2025, has approved for increase in remuneration payable to Mr. Nihar Chheda up to 5% p.a. over and above last salary drawn of (presently last salary drawn is Rs.11,34,285 per month) for a period of one year effective from October 01, 2025, to September 30, 2026, plus Other Perquisites including company's contribution to provident fund, bonus and leave travel concession in accordance with the rules of the Company.

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

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

Name of the Related Party: Mr. Nihar Chheda

Name of Directors or Key Managerial Personnel who is related: Mr. Jayant Chheda, Managing Director and Mr. Parag Chheda,

Joint Managing Director (Whole-Time Director).

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

Material terms of the contract / arrangement / transactions: As mentioned in this explanatory statement.

Profile of Mr. Nihar Chheda - VP Corporate Strategy:

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

The Board recommends the resolution set out at Item No. 6 to be passed as an Ordinary Resolution.

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

IN RESPECT OF ITEM NO. 07:

The Board of Directors of the Company on the recommendation of Audit Committee, recommended appointment of M/s. Sanjay Dholakia and Associates (CP No. 1798), Practicing Company Secretaries, Mumbai, as Secretarial Auditors of the Company for the term of 5 (five) consecutive years from 1st April, 2025 to 31st March, 2030, subject to the approval of the members of the Company at this Annual General Meeting. M/s. Sanjay Dholakia and Associates (CP No. 1798), Practicing Company Secretaries, Secretarial Auditors have vast expertise in Companies Act matters, Listing Compliances, ROC and Banking matters, etc. Before recommending their appointment, the Audit Committee considered various parameters like capability to serve a diverse and audit, market standing of the firm, clientele served, technical

knowledge etc., and found M/s. Sanjay Dholakia and Associates, to be best suited to handle the Secretarial Audit of the Company. M/s. Sanjay Dholakia and Associates (CP No. 1798), Practicing Company Secretaries, being eligible, have indicated their willingness to serve as Secretarial Auditors of the Company for term 5 (five) consecutive years. Their appointment as Secretarial Auditors, if approved, by the members of the Company, will take effect from the 1st April 2025 to 31st March 2030. Further, M/s. Sanjay Dholakia and Associates, Practicing Company Secretaries, have confirmed that their appointment, if made at this Annual General Meeting, shall be in accordance with the provisions of the SEBI Listing Regulations, Companies Act and Company Secretaries Act, 1980 and the rules and regulations made there under. None of the Directors, Key Managerial Persons or their relatives is in any way concerned or interested financially or otherwise in the said proposed resolution.

The Board recommends the Ordinary Resolution set out in Item No. 7 of the notice for approval of the members of the Company.

ANNEXURE TO ITEM NO. 03 OF THE AGM NOTICE

DETAILS OF DIRECTORS RETIRING BY ROTATION/ SEEKING APPOINTMENT/
RE-APPOINTMENT AT ANNUAL GENERAL MEETING

Name of Director	Parag Jayant Chheda
DIN	00013222
Date of Birth	07-05-1971
Nationality	Indian
Date of Appointment / Re-appointment on the Board	27/04/1996
Qualifications	Associate degree in business administration
Expertise in specific functional area	Over 31 years of experience in the Piping Industry plus expertise in Marketing/ Advertising, HR, IT
Number of shares held in the Company	1,24,56,182 (11.27%)
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: Audit Committee - Member Stakeholder Relationship Committee – Member Chairman: Nil
Numbers of Board Meeting attended in FY 2024-25	4/4
Relationship with other Directors / Key Managerial Personnel/ Managers	Relative- Son of Mr. Jayant Chheda (CMD) and Brother of Mr. Vipul Chheda (WTD)