



Prakash Pipes Limited

CIN : L25209PB2017PLC046660

Regd. Office : Darjiyan Wali Gali, Rayya Teh-Baba Bakala, Amritsar-143112 Punjab

Phone : +91-11-25305800

Email : pplho@prakash.com; Website : www.prakashplastics.in

NOTICE OF POSTAL BALLOT

To,

The Members,

NOTICE is hereby given pursuant to provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 issued by Ministry of Corporate Affairs (collectively the "MCA Circulars") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) that the Resolutions as set out hereunder are proposed for approval by the Members of the Company by means of Postal Ballot by voting through electronic means ("remote e-voting") only :

SPECIAL BUSINESS :

1. To approve the appointment of Mrs. Purnima Gupta (DIN: 06885738) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the recommendation received from Nomination and Remuneration Committee and provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for the appointment of Mrs. Purnima Gupta (DIN: 06885738) as an Independent Director of the Company for a period of five years commencing from 9th November, 2023 upto 8th November, 2028 not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts,

deeds, matters and things as may be considered necessary or expedient to give effect to this resolution."

2. To approve the re-appointment of Dr. Satish Chander Gosain (DIN : 08202130) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and as per the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for the re-appointment of Dr. Satish Chander Gosain (DIN : 08202130) as an Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years on the Board of the Company with effect from 16th March, 2024 to 15th March, 2029 not liable to retire by rotation."

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

3. To approve the re-appointment of Mrs. Parveen Gupta (DIN : 00180678) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and as per the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval

of the members be and is hereby accorded for the re-appointment of Mrs. Parveen Gupta (DIN: 00180678) as an Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years on the Board of the Company with effect from 16th March, 2024 to 15th March, 2029 not liable to retire by rotation."

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

By order of the Board
For Prakash Pipes Limited

Registered Office:

Darjiyan Wali Gali,
Rayya Teh-Baba Bakala,
Amritsar-143112 (Pb.)
Dated : 9th November, 2023
CIN: L25209PB2017PLC046660

Jagdish Chandra
Company Secretary
M.No.ACS-47018

NOTES:

1. The explanatory statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolutions are annexed hereto.
2. The Board of Directors has appointed CS Bhoopendra Kumar Bohra (CP No.23511) of M/s B.K. Bohra & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot/e-voting process in fair and transparent manner.
3. The Notice of Postal Ballot is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on close of working hours on **22nd December, 2023 (Cut-off date)** in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder and the MCA Circulars.
4. The MCA has advised the Companies to take all decisions of urgent nature requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/ e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. As per the MCA Circulars, the Company will send postal ballot notice only through email to all its members who have registered their email address with the Company or Depository/Depository Participants and the communication of assent/ dissent of the members on the resolutions proposed in this notice will only take place through e-voting system. This postal ballot is accordingly being initiated in compliance with the MCA Circulars. Hence, in compliance with the requirement of MCA Circulars, hard copy of Postal Ballot Notice along with postal ballot forms and prepaid business reply envelope will not be sent to the members for this postal ballot and they are required to communicate their assent or dissent through the e-voting system only.
5. Members whose names are appearing on the Register of Members/List of Beneficial owners as on the Cut-off date shall be eligible for e-voting. A person who is not a Member as on Cut-off date should treat this notice for information purpose only.
6. Members may note that SEBI, vide Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 03, 2021 & SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated December 14, 2021, had prescribed the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023 has mandated all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their

corresponding folio number(s). The Company has sent letters to members who hold shares in physical form to furnish the above mentioned details which are not registered in their respective folio number(s).

7. The Company has made arrangements to facilitate members to receive this notice electronically and cast their vote electronically, as per the process given below:

a) For voting on the resolutions proposed in the postal ballot through e- voting, members who have not registered their email address may get their email address registered by sending an email to pplho@prakash.com. The members shall provide the following details in the email.

Full Name
No. of shares held
Folio number (if shares held in physical)
Share certificate number (if shares held in physical)
DPID & Client ID (if shares are held in demat)
Email id

b) On receipt of the email, the member would get soft copy of the notice and the procedure for e-voting alongwith the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to pplho@prakash.com.

c) It is clarified that for permanent registration of email address, members are required to register their email address, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company at below address:

Prakash Pipes Limited
Srivan, Bijwasan,
New Delhi – 110061

Phone : +91-11- 25305800
Website : www.prakashplastics.in
E-mail : pplho@prakash.com

8. The Postal Ballot Notice will also available on the Company's Website at www.prakashplastics.in and websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and Central Depository Services (India) Limited e-voting's website www.evotingindia.com and will remain on such website until the last date of e-voting on the said Postal Ballot Notice. The communication of assent/ dissent of the Members will only take place through the remote e-voting system.

9. The date of completion of dispatch of Notices/ e-mails will be announced through advertisement in Newspapers.

10. The voting rights of members shall be in proportion to their

share in the Paid up Equity Share Capital of the Company as on cut-off date i.e. 22nd December, 2023.

11. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 under Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and Section 108 & 110 of the Companies Act, 2013, read with the rules made thereunder and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India on general meetings ('SS- 2'), the Company is pleased to provide e-voting facility to its members in respect of all resolutions, to enable them to cast their votes electronically instead of dispatching Physical Postal Ballot Form. The Board of Directors of the Company has appointed Central Depository Services (India) Limited (CDSL) ('the Agency') for facilitating e-voting to enable the members to cast their votes electronically.

12. The remote E-voting facility will be available during the following period:

Commencement of E-Voting	Monday, the 1st January, 2024 From 9.00 a.m. (IST)
End of E-Voting	Tuesday, the 30th January, 2024 By 5.00 p.m. (IST)

During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22nd December, 2023, (the Closing hours), may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in respect of e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update the details of 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 Members	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>(1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>(2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>(3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>(4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Individual Shareholders holding securities in Demat mode with NSDL	<p>(1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>(2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote.
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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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free No.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- (a) The members should log on to the e-voting website www.evotingindia.com.
- (b) Click on Shareholders/Members Module.
- (c) Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (d) Next enter the Image Verification as displayed and Click on Login.
- (e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(f) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits client ID or folio number, if folio number is less than 8 digits enter the applicable number of 0's before folio number.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (c).

- (g) After entering these details appropriately, click on "SUBMIT" tab.
- (h) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'P assword Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (i) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (j) Click on the EVSN for the **Prakash Pipes Limited** on which you choose to vote.
- (k) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (m) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (q) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.
- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the "Corporate" Module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address pplho@prakash.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- i For Physical shareholders- please provide necessary details like 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 Company at pplho@prakash.com.
- ii For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- iii For Individual Demat shareholders - Please update your Email id & Mobile No. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi

Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

13. The vote in this Postal Ballot cannot be exercised through proxy.
14. The Scrutinizer's decision on the validity or otherwise of the e-voting will be final. The Scrutinizer will submit their report to the Chairman or in his absence to any such Director/ Company Secretary or Person authorized by the Board, after completion of the Scrutiny of the Postal Ballots (through e-voting process only).
15. The result of Postal Ballot shall be declared by the Chairman or in his absence by any other Director, so authorized by the by the Board on or before Thursday, the 1st February, 2024 at the Corporate Office of the Company at SRIVAN, Bijwasan, New Delhi - 110061, India.

The Resolutions will be taken as passed effectively on the last date of e-voting i.e. 30th January, 2024 on announcement of the result in the manner set out above, if the results of the respective resolutions set out in Postal Ballot Notice indicate that the requisite majority of the members had assented to the respective Resolutions.

The result of the Postal Ballot along with Scrutinizer's Report will be displayed on the Notice Board of the Company at its Registered Office, Corporate Office and will also be placed on the Company's website viz. www.prakashplastics.in as well as of CDSL e-voting website viz. www.evotingindia.com. The results shall also be communicated to the NSE & BSE.
16. A copy each of the documents referred to in the accompanying Statement is open for inspection at the Registered Office and Corporate Office of the Company on all working days, except Saturday and holidays, between 11.00 A.M. and 1.00 P.M. from the date of dispatch until the last date for receipt of e-votes.
17. Details of Directors seeking appointment/re-appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5. of the SS-2 are as per Annexure - A attached.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013).

As required by Section 102 of the Companies Act, 2013, ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos.1 to 3 of the accompanying Notice:

Item No.1

The Board of Directors (the "Board"), on the recommendation of the Nomination and Remuneration Committee (the "NRC") had approved the appointment of Mrs. Purnima Gupta (DIN: 06885738) as an Additional (Independent) Director of the Company, for a period of 5 (five) years commencing from 9th November, 2023 upto 8th November, 2028, subject to approval of the Members by way of special resolution.

Pursuant to the provisions of Section 161 of the Act, Mrs. Purnima Gupta will hold office upto the date of the ensuing Annual General Meeting. However, in terms of Regulation 17(1)(c) of SEBI LODR, approval of members of the Company is required to be obtained for appointment / reappointment of a Director, at the next general meeting or within a time period of three months from the date of appointment / reappointment, whichever is earlier. Therefore, the approval of members is being sought for the aforesaid appointment of Mrs. Purnima Gupta, through this Postal Ballot.

The Company has received, inter alia, the following consents, declarations and confirmations from Mrs. Purnima Gupta with regard to the proposed appointment:

- a. Consent to act as Director of the Company, in Form DIR-2, in terms of Section 152 of the Act.
- b. Declaration that she is not disqualified from being appointed as Director in terms of Section 164 of the Act.
- c. Declaration that she meets the criteria of independence prescribed under the Act and the SEBI LODR.
- d. Declaration that she is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority.

Mrs. Purnima Gupta is an advocate and Senior Assistant Professor. She has wide experience in Family Law, Women Law, ADR, Business Laws and Environmental Law etc.

In the opinion of the NRC and the Board, Mrs. Purnima Gupta fulfils the conditions of independence as specified in the Act, the Rules thereunder and the SEBI LODR and is independent of the Management.

In conformity with the Company's Nomination and Remuneration Policy, Mrs. Purnima Gupta will be entitled to receive sitting fees for attending the meetings of the Board and Committees thereof in which she is holding membership, if any. Reimbursement of expenses for participation in the meetings, subject to the overall limits as specified under the Act and the Rules framed thereunder.

None of the Directors except Mrs. Purnima Gupta is interested in the resolution.

The Board recommends the resolution set out at Item No.1 for your approval.

Item No.2

Your Company is a prescribed Company for the purpose of provisions of Section 149 read with Schedule IV of the Companies Act, 2013. The Members at the Extra-ordinary General Meeting of the Company held on 25th March, 2019 earlier approved the appointment of Dr. Satish Chander Gosain as an Independent Director of the Company for a period of five years i.e. upto 15th March, 2024. Accordingly, the first term of Dr. Satish Chander Gosain as an Independent Director of the Company will expire on 15th March, 2024.

A declaration received from Dr. Satish Chander Gosain to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

Dr. Satish Chander Gosain has more than forty five years of experience in Medical, Administrative and Social Service Sector.

On the recommendation of Nomination and Remuneration Committee the Board is proposing for members consideration, the re-appointment of Dr. Satish Chander Gosain as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company with effect from 16th March, 2024 to 15th March, 2029.

Also it may be noted that in matter of Independent Director, the re-appointment can only be effected by members and therefore, your Board has only recommended said re-appointment, prior to termination of said tenure, for members consideration as Special Resolution, Therefore, the said resolution is proposed to be passed by way of Postal Ballot as Special Resolution.

None of the Directors except Dr Satish Chander Gosain is interested in the resolution.

The Board recommends the resolution set out at Item No.2 for your approval

Item No.3

Your Company is a prescribed Company for the purpose of provisions of Section 149 read with Schedule IV of the Companies Act, 2013. The Members at the Extra-ordinary General Meeting of the Company held on 25th March, 2019 earlier approved the appointment of Mrs. Parveen Gupta as an Independent Director of the Company for a period of five years i.e. upto 15th March, 2024. Accordingly, the first term of Mrs. Parveen Gupta as an Independent Director of the Company will expire on 15th March, 2024.

A declaration received from Mrs. Parveen Gupta to the effect that she meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

Mrs. Parveen Gupta is Chartered Accountant and has wide experience in Finance & Accounts.

On the recommendation of Nomination and Remuneration Committee the Board is proposing for members consideration, the re-appointment of Mrs. Parveen Gupta as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company with effect from 16th March, 2024 to 15th March, 2029.

Also it may be noted that in matter of Independent Director, the re-appointment can only be effected by members and therefore, your Board has only recommended said re-appointment, prior to termination of said tenure, for members consideration as Special Resolution, Therefore, the said resolution is proposed to be passed by way of Postal Ballot as Special Resolution.

None of the Directors except Mrs. Parveen Gupta is interested in the resolution.

The Board recommends the resolution set out at Item No.3 for your approval.

By order of the Board
For Prakash Pipes Limited

Registered Office:

Darjiyan Wali Gali,
Rayya Teh-Baba Bakala,
Amritsar-143112 (Pb.)
Dated : 9th November, 2023
CIN: L25209PB2017PLC046660

Jagdish Chandra
Company Secretary
M.No.ACS-47018

Details of Director(s) seeking appointment/reappointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard 2

Name of the Director	Mrs. Purnima Gupta
Date of Birth	19.10.1983
Date of First appointment on the Board	09.11.2023
Qualifications	Advocate
Experience / Expertise in specific function areas / Brief resume of the Director.	She is an advocate and Senior Assistant Professor. She has wide experience in Family Law, Women Law, ADR, Business Laws and Environmental Law etc.
Terms and Conditions of appointment/re-appointment	As per resolution proposed at item No.1 of Postal Ballot Notice read together with the explanatory statement
Details of remuneration sought to be paid and remuneration last drawn	Only sitting fees will be paid for attending the meeting
Disclosure of Relationship with other Directors Manager and Key Managerial Personnel of the Company	Not inter-se related to any other Director or Key Managerial Personnel
No. of Meeting of Board of Directors attended during the F.Y. 2022-23	Not Applicable
Other Directorship held	1
Directorship held in other listed entities	Prakash Industries Limited
Membership/Chairmanship of Committees of other Boards	4
Shareholding in the Company	Nil

Name of the Director	Dr. Satish Chander Gosain
Date of Birth	17.07.1951
Date of First appointment on the Board	16.03.2019
Qualifications	MBBS
Experience / Expertise in specific function areas / Brief resume of the Director.	He is associated with the Company since 2019 and has more than forty five years of experience in Medical, Administrative and Social Service Sector.
Terms and Conditions of appointment/re-appointment	As per resolution proposed at item No.2 of Postal Ballot Notice read together with the explanatory statement
Details of remuneration sought to be paid and remuneration last drawn	Only sitting fees will be paid for attending the meeting
Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Not inter-se related to any other Director or Key Managerial Personnel
No. of Meeting of Board of Directors attended during the F.Y. 2022-23	4
Other Directorship held	1
Directorship held in other listed entities	Prakash Industries Limited
Membership/Chairmanship of Committees of other Boards	2
Shareholding in the Company	Nil

Name of the Director	Mrs. Parveen Gupta
Date of Birth	09.08.1971
Date of First appointment on the Board	16.03.2019
Qualifications	Chartered Accountant
Experience / Expertise in specific function areas / Brief resume of the Director.	She is associated with the Company since 2019. She is Chartered Accountant and has wide experience in Finance & Accounts
Terms and Conditions of appointment/re-appointment	As per resolution proposed at tem No.3 of Postal Ballot Notice read together with the explanatory statement
Details of remuneration sought to be paid and remuneration last drawn	Only sitting fees will be paid for attending the meeting
Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Not inter-se related to any other Director or Key Managerial Personnel
No. of Meeting of Board of Directors attended during the F.Y. 2022-23	4
Other Directorship held	1
Directorship held in other listed entities	Insecticides (India) Limited
Membership/Chairmanship of Committees of other Boards	1
Shareholding in the Company	Nil