

PPFL/SE/2024-2025/014

June 5, 2024

To

**BSE Limited**  
25<sup>th</sup> Floor, P.J Towers,  
Dalal Street, Mumbai-400001  
Scrip Code: 542907

**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai -400051  
Scrip Symbol: PRINCEPIPE

Dear Sir/Madam,

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed a copy of postal ballot notice along with the explanatory statement ("Postal Ballot Notice") for seeking approval of the members of the company for appointment of Mr. Ankur Bansal (DIN: 03082396), as a Non-Executive, Independent Director of the Company to hold office for a term of Five (5) consecutive years commencing from 16<sup>th</sup> May, 2024 up to 15<sup>th</sup> May, 2029 (both days inclusive).

As detailed in the Postal Ballot Notice, the Notice is being sent electronically to the members whose email IDs are registered with the Company / Depositories / Registrar and Transfer Agent as on **Friday, May 31, 2024 ('Cut-off Date')**.

The Company has engaged the services of National Securities Depository Limited ('NSDL') as the agency to provide remote e-voting facility to the Members of the Company. The e-Voting facility will commence from **09:00 a.m. (I.S.T.) on Saturday, June 8, 2024**, and shall end at **05:00 p.m. (I.S.T.) on Sunday, July 7, 2024**, and the e-Voting module shall be disabled by NSDL for remote e-voting thereafter. The results of postal ballot will be declared by the Company within two (2) working days from the conclusion of the e-voting.

The said Postal Ballot Notice is also being made available on the website of the Company at [www.princepipes.com](http://www.princepipes.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Kindly take the same on your record.

Thanking you,

Yours faithfully,

**For Prince Pipes and Fittings Limited**



**Shailesh Bhaskar**  
**Company Secretary & Compliance Officer**  
**ACS: 36475**

Encl: A/a

**PRINCE PIPES AND FITTINGS LIMITED**

Mfg. & Exporters of UPVC, CPVC, PPR & HDPE Pipes, Fittings, Valves & Water Tanks



Corp. Off.: The Ruby, 8th Floor; 29, Senapati Bapat Marg (Tulsi Pipe Road), Dadar (W), Mumbai - 400 028; Maharashtra, India.

T: 022-6602 2222 F: 022-6602 2220 E: info@princepipes.com W: www.princepipes.com

Regd. Off.: Plot No. 1, Honda Industrial Estate, Phase II, Honda Sattari, Honda - 403 530, Goa, India.  
CIN: L26932GA1987PLC006287



## PRINCE PIPES AND FITTINGS LIMITED

CIN: L26932GA1987PLC006287

Regd Off.: Plot No 1. Honda Industrial Estate, Phase II, Honda Satari, Honda, Goa 403 530

Corp Off.: 8<sup>th</sup> Floor, The Ruby, 29, Senapati Bapat Marg, (Tulsi Pipe Road), Dadar West, Mumbai 400028

Tel No.: 022-6602 2222 Email id.: [investor@princepipes.com](mailto:investor@princepipes.com) | Website: [www.princepipes.com](http://www.princepipes.com)

### POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

**NOTICE** is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (“**the Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), and other applicable laws and regulations, if any, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (hereinafter referred to as “**MCA Circulars**”) and read with the Securities and Exchange Board of India (“**SEBI**”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (hereinafter referred as “**SEBI Circulars**”), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, and any other applicable law, rules and regulations, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), to transact the below mentioned proposed special businesses by the Members of the Prince Pipes and Fittings Limited (“**the Company**”) (as on the Cut-off Date) by passing resolutions through postal ballot (“**Postal Ballot**”) by way of remote e-voting only (“**e-voting / Remote e-voting**”).

Pursuant to Sections 102, 108 and 110 of the Act, the resolution proposed to be passed by way of Postal Ballot through e-voting and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof form part of this Postal Ballot notice (“**the Notice**”) for consideration of the Members.

In compliance with Regulation 44 of the Listing Regulations, as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the corresponding rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.



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Tel No.: 022-6602 2222 Email id.: [investor@princepipes.com](mailto:investor@princepipes.com) | Website: [www.princepipes.com](http://www.princepipes.com)

**The remote e-voting facility will be available during the following period:**

<b>Commencement of Remote E-voting</b>	<b>09.00 a.m. IST on Saturday, 8<sup>th</sup> June, 2024</b>
<b>Conclusion of Remote E-voting</b>	<b>05.00 p.m. IST on Sunday, 7<sup>th</sup> July, 2024</b>

Members are requested to carefully read the instructions in this Notice and cast their vote electronically through remote e-voting by not later than 05.00 p.m. IST on Sunday, 7<sup>th</sup> July 2024, failing which it will be strictly considered that no reply has been received from the Member.

The Board of Directors of the Company has appointed M/s. Sanjay Dholakia & Associates, Company Secretaries (FCS: 2655; CP: 1798), as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by the Chairman and the result of the voting by Postal Ballot will be announced within two (2) working days from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Notice.

The proposed resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-voting, i.e. 7<sup>th</sup> July 2024.

**Special Business:**

**1. Appointment of Mr. Ankur Bansal (DIN: 03082396), as a Non-Executive, Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 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, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Ankur Bansal (DIN: 03082396), who was appointed as an Additional Director in the capacity of a Non-Executive, Independent Director of the Company w.e.f. 16<sup>th</sup> May, 2024, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a term of Five (5) consecutive years commencing from 16<sup>th</sup> May, 2024 up to 15<sup>th</sup> May, 2029 (both days inclusive).



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**RESOLVED FURTHER THAT** any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By order of the Board of Directors,  
For **PRINCE PIPES AND FITTINGS LIMITED**

**Shailesh Bhaskar**  
Company Secretary  
ACS: 36475

Date: 16.05.2024

Place: Mumbai

**Registered Office:**

Plot No 1. Honda Industrial Estate, Phase II,  
Honda Satari, Honda, Goa 403 530.

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**NOTES:**

1. Explanatory Statement pursuant to the provisions of Section 102 & 110 of the Act in respect of Special Business stating material facts and reasons for the proposed resolutions is annexed hereto and forms part of this notice.
2. In line with the MCA Circulars, Notice of the Postal Ballot of the Company, inter alia, indicating the process and manner of e-voting is being sent by Email, to all the Members whose Email IDs are registered with the Company / Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled and the same will also be available on the website of the Company at [www.princepipes.com](http://www.princepipes.com) and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com) or on the website of National Securities and Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



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3. Institutional / Corporate Members (i.e. other than individuals/HUF, NRI etc.) are required to send a duly certified scanned copy (PDF/JPG Format) of its Board or governing body Resolution /Authorization etc., authorizing its representative to vote through remote e-voting, pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [sanjayrd65@gmail.com](mailto:sanjayrd65@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [investor@princepipes.com](mailto:investor@princepipes.com). Such Corporate Members are requested to refer 'General Guidelines for Members provided in this notice, for more information. 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.
4. The SEBI has mandated the submission of the Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant (s). Members holding shares in physical form are requested to submit their PAN details to the Company's share transfer agent, Link Intime India Pvt. Ltd. (LIPL).
5. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
6. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
7. **The voting period begins from 09.00 a.m. on Saturday, 8<sup>th</sup> June 2024 onwards till 05.00 p.m. on Sunday, 7<sup>th</sup> July 2024.** During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the **Cut-Off Date i.e. Friday, 31<sup>st</sup> May 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL/NSDL for voting thereafter.
8. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the **Cut-Off Date i.e. Friday, 31<sup>st</sup> May 2024**. Any recipient of the postal ballot notice who was not a Member of the Company as on the **Cut-Off Date i.e. Friday, 31<sup>st</sup> May 2024** should treat this postal ballot notice for information purposes only.
9. The results declared along with the Scrutinizer's Report shall be communicated to the BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, where the shares of the Company are listed and shall be placed on the Company's website at [www.princepipes.com](http://www.princepipes.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. Relevant document(s) referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by sending E-mail to Company on [investor@princepipes.com](mailto:investor@princepipes.com) up to the last date of e-voting i.e. Sunday, 07<sup>th</sup> July, 2024.



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**THE INTRUCTIONS FOR REMOTE E-VOTING (ELECTRONIC VOTING) ARE AS FOLLOWS:**

**A. VOTING THROUGH ELECTRONIC MEANS**

**Remote e-voting Instructions for Members are as under:**

Pursuant to SEBI circular dated 09<sup>th</sup> December 2020 on e-voting facility, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 09<sup>th</sup> June, 2021.

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned 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
<b>Individual Shareholders holding securities in demat mode with NSDL.</b>	<ol style="list-style-type: none"><li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat</li></ol>







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	<p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL SPEED-e</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p><b>Individual Shareholders (holding securities in</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for</p>



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<b>demat mode) login through their depository participants</b>	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.
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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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.

**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.*





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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’.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



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Corp Off.: 8<sup>th</sup> Floor, The Ruby, 29, Senapati Bapat Marg, (Tulsi Pipe Road), Dadar West, Mumbai 400028

Tel No.: 022-6602 2222 Email id.: [investor@princepipes.com](mailto:investor@princepipes.com) | Website: [www.princepipes.com](http://www.princepipes.com)

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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.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

#### **How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.



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### **GENERAL GUIDELINES FOR SHAREHOLDERS**

1. 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](http://www.evoting.nsdl.com) to reset the password.
2. 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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Assistant Vice President, NSDL, or Ms. Pallavi Mhatre, Senior Manager, NSDL, at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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](mailto:investor@princepipes.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor@princepipes.com](mailto:investor@princepipes.com). If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.



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### EXPLANATORY STATEMENT UNDER SECTION 102 AND 110 OF THE COMPANIES ACT 2013

#### In respect of Item No. 1

Based on the recommendation of the Nomination and Remuneration Committee, and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, the Board of Directors of the Company at their meeting held on 16<sup>th</sup> May, 2024 had approved the appointment of Mr. Ankur Bansal (DIN: 03082396) as an additional director, in the capacity of Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years i.e. from 16<sup>th</sup> May, 2024 to 15<sup>th</sup> May, 2029 (both days inclusive), subject to approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the Member.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”). In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

#### Brief Profile:

Mr. Ankur Bansal is the Co-Founder and Director of BlackSoil, an alternative credit platform. His strong investment acumen, relationship with domestic and international private equity and venture capital firms, association with high-pedigree banks and in-depth knowledge of the PE/VC and real estate sectors were the keys behind BlackSoil's success. Under Ankur's leadership, Blacksoil has invested over ₹6,000 Cr. across ~200 deals through its multiple Funds and NBFC by creating lending solutions for Growth companies, financial institutions, and real estate developers.

Before co-founding BlackSoil, he worked with J.P. Morgan, Citi and Morgan Stanley. He is a Chartered Accountant and a Chartered Financial Analyst by qualification.

Company has received a declaration from Mr. Ankur Bansal that he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Mr. Ankur Bansal for the office of a Director of the Company.

In the opinion of the Board, Mr. Ankur Bansal fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Ankur Bansal is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Mr. Ankur Bansal as well as his educational background, appointment of Mr. Ankur Bansal as an Independent Director is in the interest of the Company.



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Brief detail of Mr. Ankur Bansal is separately provided in the “Annexure” to this Notice, in terms of the provisions of (i) Regulation 36(3) of Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

An electronic copy of the letter of appointment of Mr. Ankur Bansal, containing the terms and conditions of appointment, is available for inspection.

The Board recommends passing of this Special Resolution as set out at Item No. 1 of this notice, for your approval.

Except Mr. Ankur Bansal, None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 1 of the Notice.

By order of the Board of Directors,  
For **PRINCE PIPES AND FITTINGS LIMITED**

**Shailesh Bhaskar**  
Company Secretary  
ACS: 36475

Date: 16.05.2024

Place: Mumbai

**Registered Office:**

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Honda Satari, Honda, Goa 403 530.

**Corp Off:**

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Dadar West, Mumbai 400028, Maharashtra, India.

CIN: L26932GA1987PLC006287

Tel No.: 022-6602 2222, Fax No.: 022 6602 2220.

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### Particulars of the Directors seeking Appointment / re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on the General Meeting (SS-2):

Particulars	Details
Name of the Director	Mr. Ankur Bansal
DIN	03082396
Designation	Non-Executive - Independent Director
Date of Birth	25.12.1983
Age	40
Nationality	Indian
Date of first appointment on the Board	16.05.2024
Date of re- appointment by the Members	Not Applicable
Qualifications	Chartered Accountant and a Chartered Financial Analyst
Expertise in functional area	His strong investment acumen, relationship with domestic and international private equity and venture capital firms, association with high-pedigree banks and in-depth knowledge of the PE/VC and real estate sectors were the keys behind BlackSoil's success.
Number of Equity Shares held in the Company as on 31 <sup>st</sup> March, 2024	Nil
Directorships on other Board as on 31 <sup>st</sup> March, 2024	1) Blacksoil Capital Private Limited 2) Blacksoil Asset Management Private Limited 3) Ramtej Finvest Private Limited 4) Saraloan Technologies Private Limited
Listed entities from which the Director has resigned in the past 3 (three) years	Nil
Committee Membership of other Board as on 31 <sup>st</sup> March, 2024	Nil
Number of Board Meetings attended during the Financial Year 2023-24	Not Applicable
Relationship with other Directors, Manager and Key Managerial Personnel	There is no inter-se relationship between Mr. Ankur Bansal and other Directors /Manager/ Key Managerial Personnel of the Company.
Remuneration Last drawn	Not Applicable
Terms and conditions of appointment	Appointed as a Non-Executive, Independent Director, of the Company for 5 years, not liable to retire by rotation.



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### SUMMARIZED INFORMATION AT GLANCE

Particulars	Details
Venue / Mode	Postal Ballot
Cut-off date for e-Voting	Friday, 31 <sup>st</sup> May 2024
E-voting start time and date	Saturday, 8 <sup>th</sup> June 2024 at 09:00 AM
E-voting end time and date	Sunday, 7 <sup>th</sup> July 2024 at 05:00 PM
E-voting website links (please use as applicable)	<a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a>
E-voting Event Number (EVEN)	128678
Contact Details of RTA	Mr. Ashok Sherugar Link Intime India Private Limited C-101, 247 Park L.B.S. Marg, Vikhroli (West), Mumbai - 400083 Email ID: <a href="mailto:ashok.sherugar@linkintime.co.in">ashok.sherugar@linkintime.co.in</a> Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> Tel. Number: +91 22 49186000
Contact Details of the Company	Mr. Shailesh Bhaskar Company Secretary PRINCE PIPES AND FITTINGS LIMITED <b>Registered Office:</b> Plot No 1. Honda Industrial Estate, Phase II, Honda Satari, Honda, Goa 403 530. <b>Corp Off:</b> 8 <sup>th</sup> Floor, The Ruby, 29, Senapati Bapat Marg, (Tulsi Pipe Road), Dadar West, Mumbai - 400028, Maharashtra. CIN: L26932GA1987PLC006287 Tel No.: 022-6602 2222, Fax No.: 022 6602 2220 <b>E-mail:</b> <a href="mailto:investor@princepipes.com">investor@princepipes.com</a> <b>Website:</b> <a href="http://www.princepipes.com">www.princepipes.com</a>