



**Date: 2<sup>nd</sup> July, 2024**

**Ref.: PIL/ANB/L-041/2024-25**

<b>Company Code – PRAJIND</b>	<b>Security Code No.: 522205</b>
<b>National Stock Exchange of India Ltd.</b>	<b>BSE Ltd.</b>
Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051	Phiroze Jeejeebhoy Towers, 25 <sup>th</sup> Floor, Dalal Street, Mumbai - 400 001
Fax: 022 – 2659 8237 / 38	Fax:022- 22723121/3719/2037/2039/2041/2061

Dear Sir/Madam,

**Sub.: Submission of Notice of 38<sup>th</sup> Annual General Meeting of the Company**

Notice is hereby given that the Thirty Eighth (38<sup>th</sup>) Annual General Meeting (AGM) of the Members of **Praj Industries Limited** will be held on **Thursday, the 25<sup>th</sup> July, 2024** through **Video Conferencing/Other Audio Video Visual Means (VC/OAVM)** at **10:00 a.m.** (IST).

Pursuant to the provisions of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 38<sup>th</sup> AGM of the Company.

This is for your information and record.

Thanking you.

Yours faithfully,

**FOR PRAJ INDUSTRIES LIMITED**

**ANANT BAVARE**  
**COMPANY SECRETARY &**  
**COMPLIANCE OFFICER**  
**(M. NO. 21405)**

**Encl.: as above**

**Praj Industries Limited**

Regd. Office: 'Praj Tower', 274 & 275/2, Bhumkar Chowk, Hinjewadi Road, Hinjewadi, Pune 411057. Ph.: +91-20-71802000 / 22941000  
f: +91-20-22941299 e: info@praj.net w: www.praj.net

CIN: L27101PN1985PLC038031

## Praj Industries Limited

“Praj Tower”, S.No. 274 & 275/2, Bhumkar Chowk- Hinjewadi Road, Hinjewadi, Pune – 411 057.

CIN: L27101PN1985PLC038031

e-mail : investorsfeedback@praj.net; website : www.praj.net

### Notice

Notice is hereby given that the Thirty Eighth (38<sup>th</sup>) Annual General Meeting (“AGM”) of Praj Industries Limited (“the Company”) will be held on **Thursday, the 25<sup>th</sup> July, 2024** through Video Conferencing (“VC”) / Other Audio Video Visual Means (“OAVM”) at **10.00 a.m.** (IST). The venue of the AGM shall be deemed to be the Registered Office of the Company. The following businesses will be transacted at the AGM:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the reports of Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the report of the Auditors thereon.
3. To declare dividend of ₹ 6/- (300%) per equity share of ₹ 2/- each for the financial year ended 31<sup>st</sup> March, 2024.
4. To re-appoint Ms. Parimal Chaudhari (DIN: 00724911), who retires by rotation and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS

5. **To ratify the remuneration of Dhananjay V. Joshi & Associates, Cost Accountants, Pune as Cost Auditors for the financial year ending 31<sup>st</sup> March, 2025 and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹ 3,25,000/- (Rupees Three Lakhs Twenty Five Thousand only) as Audit fees plus out of pocket expenses at actual on submission of supporting bills, plus applicable taxes, payable to Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration No. 00030), Pune who have been appointed by the Board of Directors as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2025.”

By Order of the Board of Directors  
For **Praj Industries Limited**

**Anant Bavare**  
Company Secretary &  
Compliance Officer  
(M. No.: 21405)

Place: Pune  
Date: 30<sup>th</sup> May, 2024

Registered Office:  
“Praj Tower”, S. No. 274 & 275/2,  
Bhumkar Chowk-Hinjewadi Road,  
Hinjewadi, Pune 411 057.

#### Notes:-

1. Ministry of Corporate Affairs (“MCA”), vide its General Circular No., 09/2023 dated 25<sup>th</sup> September, 2023 (“MCA Circular”) and the Securities and Exchange Board of India (“SEBI”) vide its Circular dated 7<sup>th</sup> October, 2023 (“SEBI Circular”), has permitted convening the general meetings through VC/OAVM, without physical presence of the members at a common venue. Accordingly, the 38<sup>th</sup> AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be “Praj Tower”, S. No. 274 & 275/2, Bhumkar Chowk - Hinjewadi Road, Hinjewadi, Pune-411 057.
2. As the AGM is being held pursuant to MCA Circular and SEBI Circular through VC/OAVM, the facility to appoint proxy shall not be available for the AGM and hence the Proxy Form, the Attendance Slip and the Route Map are not annexed to this Notice. However, Corporate members intending to authorize authorised representatives to attend the Meeting through VC/OAVM are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Information regarding re-appointment of Director and Explanatory Statement in respect of special business to be transacted pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) is annexed hereto.
4. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
5. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days (Saturdays and Sundays are weekly offs), during business hours up to the date of the Meeting.
6. The Company has notified closure of Register of Members and Share Transfer Books from **Friday, the 19<sup>th</sup> July, 2024 to Thursday, the 25<sup>th</sup> July, 2024 (both days inclusive)**.

The Dividend, if any declared, shall be payable to those shareholders whose names stand registered:

- a. As beneficial owner as at the end of business hours on **Thursday, the 18<sup>th</sup> July, 2024** as per the lists to be furnished by National Securities Depository Limited and Central depository Services (India) Limited in respect of the shares held in the electronic form.
  - b. As member in the register of members (Beneficiaries Position) of the Company / Registrar & Share Transfer Agent as at the end of the business hours on **Thursday, the 18<sup>th</sup> July, 2024**.
  - c. The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched by **23<sup>rd</sup> August, 2024** before statutory time limit.
7. Members holding shares in electronic form are requested to intimate any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates to the Company / Link Intime India Private Limited, Registrar & Share Transfer Agent of the Company (Link).
  8. Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”) including any statutory modification(s) or re-enactment thereof for the time being in force, dividend for the financial year ended 31<sup>st</sup> March, 2017 and onwards, which remains unclaimed for a period of seven (7) years from the date of its transfer to the unpaid dividend account of the Company would be transferred to Investor Education and Protection Fund (IEPF).
  9. The members who have so far not yet claimed their dividend for the previous years are advised to submit their claim to the Company or to the Company’s Registrar & Share Transfer Agent at their address given herein below, quoting their Folio No. / DP Id and Client Id:

Link Intime India Pvt. Ltd.  
Block No. 202, 2<sup>nd</sup> Floor, Akshay Complex,  
Near Ganesh Temple, Off Dhole Patil Road,  
Pune 411 001.

During financial year 2023-24, the Company has transferred the unpaid or unclaimed dividend of ₹ 15,25,700/- (Rupees Fifteen Lakhs Twenty Five Thousand Seven Hundred only) to IEPF in accordance with the provisions of Section 125 of the Act read with the IEPF Rules, as amended.

10. Pursuant to the provisions of Section 124(6) of the Act read with IEPF Rules, 2016, as amended, all the shares in respect of which dividend has not claimed for 7 consecutive years or more shall be transferred by the Company in the name of IEPF.
- The shareholders who have not claimed / encashed the dividend in the last 7 consecutive years from financial year 2016-17 are requested to claim the same to avoid transfer of shares to IEPF.

In accordance with the aforesaid provisions, the Company has transferred 36,174 equity shares pertaining to the financial year 2015-16, in respect of which the dividend has not been claimed by the concerned shareholder/s consecutively for 7 years to IEPF on 1<sup>st</sup> June, 2023. Shareholders may note that the unclaimed dividend amount transferred to IEPF and the shares transferred to the Demat Account of IEPF can be claimed back from IEPF by making an online application in web Form IEPF 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) to IEPF authority with a copy to the Company.

11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link, for consolidation into a single folio.
12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link.
13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
14. Non-Resident Indian Members are requested to inform Link, immediately of:
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN code number, if not furnished earlier.
15. To further Company's environment friendly agenda and to participate in MCA's Green Initiatives, members are requested to register / update their e-mail address with their Depository Participants. Members who are holding shares in physical form are requested to send their e-mail address at [investorsfeedback@praj.net](mailto:investorsfeedback@praj.net) for updation.
16. The notice of 38<sup>th</sup> AGM and instructions for remote e-voting, is being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same.
17. Members are requested to notify their queries, if any, on financial statements etc. latest by **20<sup>th</sup> July, 2024** to facilitate the answering thereto. The queries be sent on e-mail at [investorsfeedback@praj.net](mailto:investorsfeedback@praj.net).
18. Members who would like to express their views or ask questions during 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 No., mobile number at [investorsfeedback@praj.net](mailto:investorsfeedback@praj.net) on or before 20<sup>th</sup> July, 2024 by 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. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.
19. When a pre-registered speaker is invited to speak at the meeting but does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed.
20. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

By Order of the Board of Directors  
For **Praj Industries Limited**

**Anant Bavare**  
**Company Secretary &**  
**Compliance Officer**  
**(M. No.: 21405)**

**Place: Pune**  
**Date: 30<sup>th</sup> May, 2024**

**Registered Office:**  
"Praj Tower", S. No. 274 & 275/2,  
Bhumkar Chowk-Hinjewadi Road,  
Hinjewadi, Pune 411 057.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT:

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

### Item No. 5

#### **To ratify the remuneration of Dhananjay V. Joshi & Associates, Cost Accountants, Pune as Cost Auditors for the financial year ending 31st March, 2025:**

The Board, on the recommendation of the Audit Committee, has approved the appointment of Dhananjay V. Joshi & Associates, Cost Accountants, Pune, the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2025 for a total remuneration of ₹ 3,25,000/- (Rupees Three Lakhs Twenty Five Thousand only) as Audit fees plus out of pocket expenses at actual on submission of supporting bills and taxes as may be applicable.

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 has to be ratified by the shareholders of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

By Order of the Board of Directors  
For **Praj Industries Limited**

**Anant Bavare**  
Company Secretary &  
Compliance Officer  
(M. No.: 21405)

**Place: Pune**

**Date: 30<sup>th</sup> May, 2024**

#### **Registered Office:**

"Praj Tower", S. No. 274 & 275/2,  
Bhumkar Chowk-Hinjewadi Road,  
Hinjewadi, Pune 411 057.

## Annexure

<b>Name of the Director</b>	<b>Ms. Parimal Chaudhari, Non-Executive Director</b>
<b>DIN</b>	00724911
<b>Date of Birth</b>	1 <sup>st</sup> August, 1956
<b>Age</b>	67 years
<b>Qualifications</b>	Post Graduate degree in Journalism & Communications from Pune University and MS in Television-Radio-Film (TRF) from Syracuse University, USA.
<b>Brief resume and expertise in specific functional areas</b>	Versatile experience in Communication and Human Resource development. As Managing Trustee of Praj Foundation, she steers the CSR activities of the Company.
<b>Date of first appointment on the Board</b>	5 <sup>th</sup> June, 2007
<b>Date of re-appointment by the Members</b>	26 <sup>th</sup> July, 2023
<b>Shareholding in the Company as on the date of AGM</b>	1,44,00,000
<b>Terms and conditions of appointment</b>	Liable to retire by rotation
<b>Details of remuneration last drawn</b>	₹ 30,00,000/- as commission on profits
<b>Details of proposed remuneration</b>	Profit based commission on annual basis, as per the recommendation of Nomination and Remuneration Committee (NRC)
<b>Relationship with other Directors and Key Managerial Personnel</b>	Spouse of Dr. Pramod Chaudhari, Executive Chairman
<b>Number of meetings of the Board attended during the financial year 2023-24</b>	3
<b>Chairperson/Membership of the Committee(s) of Board of Directors of the Company as on the date of notice of AGM*</b>	Member of Stakeholders' Relationship Committee
<b>Other companies in which she is a Director excluding Directorship in Private and Section 8 companies as on the date of notice of AGM</b>	Nil
<b>Chairperson/Membership of the Committee(s) of Board of Directors of other companies in which she is a Director excluding Private and Section 8 companies as on the date of notice of AGM*</b>	Nil
<b>Listed companies from which she has resigned in the past three years</b>	Nil

\* Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether listed or not).

## E-voting related instructions

1. Ministry of Corporate Affairs (“MCA”), vide its General Circular No., 09/2023 dated 25<sup>th</sup> September, 2023 (“MCA Circular”) and the Securities and Exchange Board of India (“SEBI”) vide its Circular dated 7<sup>th</sup> October, 2023 (“SEBI Circular”), has permitted convening the general meetings through VC/OAVM, without physical presence of the members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the MCA Circular, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. 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. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations (as amended), and the MCA Circular and SEBI Circular, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the MCA Circular, the Notice calling the AGM has been uploaded on the website of the Company at [www.praj.net](http://www.praj.net). The Notice can also be accessed from the websites of the Stock Exchanges i.e. 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 and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, the 22<sup>nd</sup> July, 2024 at 09:00 A.M. and ends on Wednesday, the 24<sup>th</sup> July, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, the 18<sup>th</sup> July, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18<sup>th</sup> July, 2024.

### How do I vote electronically using NSDL e -Voting system?





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 e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their 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.	<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.nsd.com">https://eservices.nsd.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 or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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 ‘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 <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 or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <b>App Store</b>     <b>Google Play</b></div> <div style="display: flex; justify-content: center; gap: 20px;">   </div>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 use your existing my easi username &amp; password.</li> <li>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 &amp; voting during the meeting. 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>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>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>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <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 and joining virtual meeting 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’.
    - (ii) 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.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 and join General Meeting 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.

### **General Guidelines for shareholders**

1. 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 [sunil.nanal@kanjcs.com](mailto:sunil.nanal@kanjcs.com) with a copy marked to [evoting@nsdl.com](mailto: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.
2. 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.
3. 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 or send a request to Ms. Prajakta Pawle 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 [investorsfeedback@praj.net](mailto:investorsfeedback@praj.net)
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 [investorsfeedback@praj.net](mailto:investorsfeedback@praj.net). 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.**
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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. 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 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 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investorsfeedback@praj.net](mailto:investorsfeedback@praj.net). The same will be replied by the company suitably.

## DIVIDEND AND TDS RELATED INFORMATION

1. The Record Date for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting is **Thursday, the 18<sup>th</sup> July, 2024.**
2. Dividend as recommended by the Board of Directors, if approved at this meeting, will be paid by 23<sup>rd</sup> August, 2024 by way of electronic mode or in physical form as follows:
  - a) To all those shareholders holding shares in electronic form, as per the beneficial ownership data made available to the Company by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as at the close of business hours on the record date i.e., Thursday, the 18<sup>th</sup> July, 2024 and
  - b) To all those shareholders holding shares in physical form, as per the details provided to the Company by the share transfer agent of the Company i.e., Link Intime India Private Limited (“Link Intime”) as at the close of business hours on the record date i.e., Thursday, the 18<sup>th</sup> July, 2024.
3. Accordingly, you are requested to ensure that the below details, as applicable to you, are submitted and/ or updated with Link Intime / your Depository participant(s):
  - Valid Permanent Account Number (PAN);
  - Residential status as per the Income-tax Act, 1961 (‘the Act’), i.e. Resident or Non-Resident for FY 2024-25;
  - Category of the Shareholder, viz. Mutual Fund, Insurance Company, Alternate Investment Fund (AIF) – Category I, II or III, Government (Central/ State Government), Foreign Portfolio Investor (FPI)/ Foreign Institutional Investor (FII), Foreign Company, Individual, Hindu Undivided Family (HUF), Firm, Limited Liability Partnership (LLP), Association of Persons (AOP), Body of Individuals (BOI) or Artificial Juridical Person, Trust, Domestic Company, etc.;
  - Email Address;
  - Mobile number;
  - Bank account details; and
  - Address with PIN code (including country).
4. Following additional documents are to be submitted by the shareholders holding shares in physical form:
  - scanned copy of cancelled cheque leaf of the above-mentioned bank account (In case the cancelled cheque leaf does not bear your name, please attach a copy of the bank pass-book statement, duly self-attested); and
  - self-attested copy of your PAN card.

This will facilitate receipt of dividend directly in your bank account.
5. Members holding shares in physical form are requested to send a communication duly signed by all the holder(s) intimating about the change of address, if any, immediately to the R&T agent / Company along with the self-attested copy of their PAN Card(s), unsigned copy of the Cheque leaf where an active Bank account is maintained and the copy of the supporting documents evidencing change in address. Communication details of R&T agent are as under:  
 Link Intime India Pvt. Ltd. Block No. 202, Akshay Complex, Off. Dhole Patil Road, Pune 411 001; Tel No: 02026160084  
 E-mail : [pune@linkintime.co.in](mailto:pune@linkintime.co.in).
6. In case, the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant to such shareholder by post.
7. The Company is required to deduct Tax at Source (‘TDS’) in respect of approved payment of dividend to its shareholders (resident as well as non-resident). To give effect to the TDS provisions, the shareholders are required to upload / provide with the Registrar and Transfer Agent at <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html#> or on email to [investorsfeedback@praj.net](mailto:investorsfeedback@praj.net) the documents/ certificates/ declarations as stated in the ensuing paragraph and corresponding Annexures by the following dates:

Sr. No	Date of shareholding	Last date to submit details
1	Shareholders holding shares as on 28 <sup>th</sup> June, 2024 and continuing to be shareholders on 18 <sup>th</sup> July, 2024	10 <sup>th</sup> July, 2024
2	Shareholders acquiring shares in between 1 <sup>st</sup> July, 2024 to 18 <sup>th</sup> July, 2024	25 <sup>th</sup> July, 2024

No communication on the tax determination / deduction shall be entertained after the above-mentioned dates.

## 8. TDS Rates:

### 8.1 Resident Shareholders:

TDS at the rate of 10% under section 194 of the Act is subject to provisions of section 206AB of Act (effective from July 1, 2021) which introduces special provisions for TDS in respect of non-filers of income-tax return.

As provided in section 206AB of the Act, tax is required to be deducted **at the highest of the following rates** in case of payments to specified persons:

- at twice the rate specified in the relevant provision of the Act; or
- at twice the rate or rates in force; or
- at the rate of 5%.

Where sections 206AA and 206AB are applicable simultaneously i.e., in a case where the specified person has not submitted the PAN as well as not filed returns, tax shall be deducted at the higher of the rates prescribed in these two sections.

The term 'specified person' is defined in sub section (3) of section 206AB of the Act as a person who satisfies the following conditions:

- A person who has not filed the income tax return for the previous year immediately prior to the year in which tax is required to be deducted, for which the time limit of filing of return of income under section 139(1) of the Act has expired; and
- The aggregate of TDS and TCS in his case is ₹50,000 or more in such previous year.

A non-resident who does not have a permanent establishment in India is excluded from the scope of a specified person.

In order to check the status of specified person, the Company would rely on the details available on the online portal of the Income tax Department and shall accordingly determine the applicable TDS rate. The Company shall not rely on any declaration in relation to non-applicability of provisions of section 206AB of the Act.

Further, no tax shall be deducted at source on the dividend payable to a resident individual if the total dividend to be received by the said resident individual from the Company during the financial year does not exceed ₹5,000.

Tax will not be deducted at source in cases where a shareholder provides Form 15G (where applicable) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are met.

Blank Form 15G and 15H can be downloaded from the link given at the end of this communication. Please note that all fields mentioned in the Form are mandatory and the Company may reject the forms submitted, if it does not meet the requirement of the law.

NIL / lower tax shall be deducted on the dividend payable to following resident shareholders on submission of self-declaration (as per formats attached) enclosed as **Annexure - A (Part 1)** herewith:

- i. Insurance companies;
- ii. Mutual Funds;
- iii. Category I/ Category II Alternative Investment Fund (AIF) established in India;
- iv. New Pension System Trust;
- v. Other exempt shareholders; and
- vi. Government

The above referred documents submitted by you will be verified by us and we will consider the same while deducting the appropriate taxes, if any, provided that these documents are in accordance with the provisions of the Act.

### 8.2 Non-resident Shareholders:

Tax is required to be deducted at source in the case of non-resident shareholders in accordance with the provisions of section 195 of the Act at the rates in force. As per the relevant provisions of the Act, the TDS on dividend shall be @ 20% or applicable rate under the DTAA plus applicable surcharge and health & education cess on the amount of dividend payable to the non-resident shareholders. For FII/ FPI shareholders, section 196D provides for TDS @ 20% or applicable rate under the DTAA plus applicable surcharge and health & education cess.

However, as per section 90 of the Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) read with applicable Multilateral Instrument (MLI) provisions, if they are more beneficial to them.

In order to claim the benefit of the DTAA, non-resident shareholders will have to provide required documents/ declarations. A list of such documents/ declarations required to be provided by the shareholders is enclosed as **Annexure - A (Part 2)** herewith.

Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by non-resident shareholders and meeting the requirement of the Act read with applicable DTAA. In absence of the same, the Company will not be obligated to apply the beneficial DTAA rate at the time of tax deduction on dividend.

The above referred documents submitted by you will be verified by us and we will consider the same while deducting the appropriate taxes, if any, provided that these documents are in accordance with the provisions of the Act.

- (i) In addition to the above, please note the following:
- In case you hold shares under multiple accounts under different status/ category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.
  - In case of joint shareholding, the withholding tax rates shall be considered basis the status of the primary beneficial shareholder.
  - For deduction of tax at source, the Company would be relying on the above data shared by Link Intime as updated up to the record date.
- (ii) It may be further noted that in case tax on dividend is deducted at a higher rate in the absence of receipt of any of the details/ valid documents mentioned in preceding paragraphs from the shareholders within the timeline mentioned above, the shareholders may consider claiming appropriate refund, as may be eligible in their return of income. No claim shall lie against the Company for such taxes deducted. The Company shall arrange to email the soft copy of the TDS certificate to shareholders at the registered email ID within the prescribed time, post payment of the said dividend, if approved in the AGM. The tax credit can also be viewed in Form 26AS by logging in with your credentials (with valid PAN) at TRACES <https://contents.tdscpc.gov.in/> or the e-filing website of the Income Tax department of India Home | Income Tax Department.
- (iii) Please note dividend shall be paid to the shareholders as per the details provided to the Company by Link Intime as at the close of business hours on the record date and TDS will be deducted accordingly, subject to declarations received by the Company in this regard.
- (iv) NIL / lower tax shall be deducted on the dividend payable to resident as well as non-resident shareholders who have provided a valid certificate issued under section 197 of the Act for nil/ lower rate of deduction or an exemption certificate issued by the income tax authorities along with Declaration. Also, please provide valid declaration under Rule 37BA of the Income Tax Rules in case of Joint shareholders, Minor shareholders, etc. in case the dividend income is assessable for tax in the hands of person, other than the person whose name appears in the shareholder register as on the record date.
- (v) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Shareholder/s, such Shareholder/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operate in any assessment/ appellate proceedings before the Tax/ Government authorities.

The Company will be sending out individual communication to you through Link Intime. In the communication, step by step procedure for sharing/ uploading the aforementioned documents will be provided.

Kindly note that the aforementioned documents are required to be uploaded before 19th July, 2024 with Link Intime India Pvt. Ltd., the R&T Agent at <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html#>

You can also visit their site at <https://www.linkintime.co.in> under tab – Resources-> Downloads-> General to download the documents as applicable.

9. **UPDATION OF BANK ACCOUNT DETAILS:**

While on the subject, we request you to submit / update your bank account details with your Depository Participant, in case you are holding shares in the electronic form. In case your shareholding is in the physical form, you will have to submit a scanned copy of a covering letter, duly signed by you, along with a cancelled cheque leaf with your name and bank account details and a copy of your PAN card duly self-attested. This will facilitate receipt of dividend directly into your bank account. In case the cancelled cheque leaf does not bear your name, please attach a copy of the bank pass-book statement, duly self-attested.

10. The Company shall arrange to email the soft copy of TDS certificate at the registered email ID of members post payment of the dividend.
11. No claim shall lie against the Company for such taxes deducted.
12. For further information, Members are requested to refer to the email communication sent to them in this regard.

By **Order of the Board of Directors**

**Anant Bavare**  
**Company Secretary &**  
**Compliance Officer**  
**(M. No.: 21405)**

**Place: Pune**  
**Date: 30<sup>th</sup> May, 2024**



## ANNEXURE - A

### List of documents to be submitted for determination of appropriate rate of deduction of tax at source

#### Part 1 - Resident Shareholders

##### Individual Resident Shareholders

- Lower or nil withholding tax certificate under section 197 of the Income-tax Act, 1961 ('the Act'), if any.
- Form 15G/ 15H [as prescribed under sections 197A(1) and 197A(1C) of the Act, respectively]. Click here for the format of Form 15G/ 15H.
- Declaration under Rule 37BA of the Income-tax Rules, 1962 ('the Rules') in case of Joint shareholders, Minor shareholders, Clearing Members, etc. Click here for the format of the self-declaration.

Note: No tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received during a financial year does not exceed Rs. 5,000.

##### Non-individual Resident Shareholders

- Lower or nil withholding tax certificate under section 197 of the Act, if any
- Form 15G [as prescribed under sections 197A (1) of the Act] applicable in case of HUF. Click here for the format of Form 15G.

##### Additional documents for following categories of shareholders:

Categories of resident shareholders	Documents required
Insurance Companies	Registration certificate along with declaration that you are an Insurance company as defined under the second proviso to section 194 of the Act
Mutual Funds	Certificate of registration under section 10(23D) of the Act issued by the appropriate authority
Category I/ Category II Alternative Investment Fund	Certificate of registration/ declaration evidencing that you are a Category I/ Category II Alternative Investment Fund, as defined under Section 10(23FBA) and clause (a) of Explanation 1 to Section 115UB of the Act [covered by Notification No. 51/2015 dated June 25, 2015]
National Pension Scheme Trust	Registration certificate/ declaration that you qualify as NPS Trust for the purpose of section 197A(1E) of the Act, and that your income is eligible for exemption under section 10(44) of the Act
Entities unconditionally exempt under section 10 and not required to file a return of income	Documentary evidence and self-declaration substantiating that you are an entity covered by Circular No. 18 of 2017 issued by the Central Board of Direct Taxes and that your income is unconditionally exempt under section 10 of the Act and that you are not statutorily required to file a return of income under section 139 of the Act
Government	Documentary evidence and self-declaration that you are a Corporation set up under a specific legislation whose income is exempt from income-tax and can be considered as 'Government' and qualify for exemption under section 196 of the Act

## Part 2 - Non-Resident Individuals/ Foreign Nationals/ Foreign Corporate Bodies, Foreign Banks, OCBs, FPI/ FIIs

- Copy of lower or nil withholding tax certificate under section 197 of the Act, if any.

**OR**

- Copy of the PAN Card (duly attested) allotted by the Indian Income-tax authorities.
- Copy of Tax Residence Certificate (TRC) (of FY 2023-24 or calendar years 2023 and 2024, valid as on record date) obtained from the tax authorities of the country of which the shareholder is resident. In case, the TRC is furnished in a language other than English, the said TRC would have to be translated from such other language to English language and thereafter, duly notarized and an apostilled copy of the TRC would have to be provided.
- Self-declaration by the non-resident shareholder in the prescribed format. [Click here for the format of the self-declaration.](#)
- Self-declaration in Form 10F. [Click here for the format of Form 10F.](#)
- Self-declaration to be provided under Rule 37BC(2) of the Rules (in case PAN is not available). [Click here for the format of the self-declaration.](#)
- Declaration under Rule 37BA of the Rules – in case of Joint shareholders, Minor shareholders etc. [Click here for the format of the self-declaration.](#)





Notes

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---