

NOTICE

‘NOTICE’ is hereby given that the 108th Annual General Meeting of the Members of Industrial And Prudential Investment Company Limited will be held on Monday, 23rd September, 2024 at 11.30 A.M (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) (“hereinafter referred to as “electronic mode”) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 together with the reports of Board of Directors and of Auditors thereon

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and of the Auditors thereon, be and are hereby received, considered and adopted.

“RESOLVED FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2024, together with the report of Auditors thereon, be and are hereby received, considered and adopted.”

2. To declare dividend on equity shares for the Financial Year ended March, 31, 2024.

To declare Dividend of Rs. 90/- [Rupees ninety only] per equity share having face value Rs. 10/- [Rupee Ten only] each of the Company for the financial year ended 31st March, 2024.

3. To appoint a Director in place of Mr. Gaurav Swarup (DIN 00374298), who retires by rotation and being eligible offers himself for re-appointment and in this regard, to consider & if thought fit, to pass without modification(s), the following resolution as an ordinary resolution.

“RESOLVED THAT Mr. Gaurav Swarup (DIN 00374298), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company.”

SPECIAL BUSINESS:

4. Appointment of Mr. Ajay Gaggar (DIN: 00210230) as an Independent Director of the Company.

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

“RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013 , and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 & other applicable Regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Ajay Gaggar (DIN: 00210230) who was appointed as an Additional Director w.e.f 24th July, 2024 (Independent Director Designate) in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has

received a notice from a member signifying its intention to propose, Mr. Ajay Gaggar (DIN: 00210230), a candidate for the office of Director of the Company and a declaration from Mr. Gaggar that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a period of five consecutive years w.e.f 24th September, 2024 to 23rd September, 2029.

“AND RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual or proper and to give such directions as may be necessary to settle any question, difficulty or doubt that may arise in implementing this resolution.

By Order of the Board of Directors
For Industrial And Prudential Investment Company Limited

Shilpishree Choudhary
Company Secretary & Compliance Officer
ACS : 39659

Registered Office:
Industrial And Prudential Investment Company Limited
Paharpur House ,
8/1/B Diamond Harbour Road,
Kolkata - 700027, India

Date: 24th July, 2024
Place: Kolkata

NOTES

1. Pursuant to Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020, Circular No. 21/2021 dated 14th December 2021, Circular No. 2/2022 dated 5th May 2022, Circular No. 10/2022 dated 28th December 2022 and Circular No. 09/2023 dated 25th September 2023 (“MCA Circulars”), issued by Ministry of Corporate Affairs, Government of India (“MCA”) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 (“SEBI Circular”) issued by the Securities and Exchange Board of India (“SEBI”), the 108th Annual General Meeting of the Members of the Company is being held through VC / OAVM which does not require physical presence of Members at a common venue. Since the AGM will be held through VC / OAVM, the route map is not Annexed to this notice.

The proceedings of 108th Annual General Meeting shall be deemed to be conducted at the Registered Office of the Company which shall be Deemed Venue of the AGM.

2. The relevant information regarding director's who are proposed to be appointed / reappointed under the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (LODR) and secretarial standards on general meeting is annexed hereto.
3. Since this AGM are being held through VC / OAVM, the facility for appointment of proxies by the Members will not be available for the 108th Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email, through their registered email address with copies marked to the Company at contact@industrialprudential.com and to its Registrar & Share Transfer Agent (RTA), Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in.
5. Members attending the 108th Annual General Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its “RTA”/ Depositories, login details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email addresses with the Company/its RTA/ Depositories and/ or not updated the Bank Account mandate for receipt of dividend, the following Instructions are to be followed:

- a. Kindly login to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit.

OR

- b. In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

7. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the 108th Annual General Meeting along with Annual Report 2023-24 are being sent through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may

note that Notice and Annual Report 2023-24 has been uploaded on the website of the Company at www.industrialprudential.com. The Notice can also be accessed from the website of BSE Limited at www.bseindia.com. The 108th Annual General Meeting Notice is also available on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>; i.e agency for providing the Remote e-Voting facility. The Company will publish a public notice by way of advertisement given details of 108th Annual General Meeting for information to the members.

The Register of Members and the Share Transfer Books of the Company will remain closed from September 13, 2024 (Friday) to September 23, 2024 (Monday) (both days inclusive).

8. If dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made on or after September, 29th, 2024 as under:
 - (i) All Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as at the close of business hours on September 12, 2024;
 - (ii) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on September 12, 2024.
9. Pursuant to section 124 of the Act (as notified on the 7th September, 2016), and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares on which dividend has not been paid or claimed for seven consecutive years or more, shall be transferred to an IEPF Account established by the Central Government, within thirty days of such shares becoming due for transfer to the Fund. The Members whose shares/ unclaimed dividend have been transferred to the Fund may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with requisite fee as decided by the Authority from time to time.
10. Pursuant to the provisions of section 205C of the Companies Act, 1956 and section 125 of the Companies Act 2013 (with effect from 7th September, 2016), the Company has transferred the unpaid or unclaimed dividend amount for the financial year ended 31st March, 2016 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company is taking necessary steps in order to comply with the aforesaid provisions.
11. Other unpaid dividends that are due for transfer are detailed below:

Sl. No.	Financial Year ended	Date of AGM	Due for transfer
1	31/03/2017	01/08/2017	06/10/2024
2	31/03/2018	03/08/2018	08/10/2025
3	31/03/2019	02/08/2019	07/10/2026
4	31/03/2020	25/09/2020	01/12/2027
5	31/03/2021	13/08/2021	18/10/2028
6	31/03/2022	05/08/2022	11/10/2029
7	31/03/2023	24/08/2023	29/10/2030

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 the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical mode should submit their PAN to the Company/Registrar and Transfer Agent, Link Intime India Pvt. Ltd. (Link Intime).

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13. Members who have not yet encashed their dividend warrant(s), Demand Drafts/ Electronic remittance pertaining to earlier years are requested to make their claims to the Company and approach Registrar and Transfer Agent, Link Intime India Pvt. Ltd. (Link Intime).
14. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Link Intime to provide efficient and better services. Members holding shares in physical form are also requested to intimate such changes to Link Intime.
15. Members holding shares in physical mode are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company or Link Intime for assistance in this regard.
16. Members holding shares in physical mode in identical order of names in more than one folio are requested to send to the Company or Link Intime, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
17. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
18. Remote E-Voting
 - I. The remote e-voting facility will be available during the following period:

Commencement of E-voting:
From 9:00 A.M (IST) on September, 20, 2024 (Friday)

End of E-voting:
Up to 5:00 P.M (IST) on September 22, 2024 (Sunday)

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of the aforesaid period.
 - II. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circular the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
 - III. The Company has engaged the services of Link Intime India Private Limited to provide remote e-voting facility to the Members.
 - IV. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e. September 12, 2024.

A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 - V. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e., September 12, 2024 only shall be entitled to avail the facility of e-voting.

- VI. Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. September 12, 2024; such Member may obtain the User ID and password by sending a request at rnt.helpdesk@linkintime.co.in.
- VII. The Board of Directors of the Company has appointed CS Mayur Mehta, Practicing Company Secretary Mumbai as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer, after scrutinizing the votes, will, not later than forty-eight hours from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company. The results shall simultaneously be communicated to the Stock Exchanges.
- IX. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting.

19. Remote e-Voting Instructions for shareholders

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

A. Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

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- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

B. Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login>
or
www.cdslindia.com
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: [https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration /](https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/)
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

C. Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website

- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

D. Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
 - a. **User ID:**
Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. **PAN:**
Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - c. **DOB/DOI:**
Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)
 - d. **Bank Account Number:**
Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*
Shareholders holding shares in **NSDL form, shall provide ‘D’ above*
 - ▶ Shareholders may set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘Submit’.

E. Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour /

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Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

F. Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. 'Investor's Name - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DPID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of

InstaVote before the start of remote evoting.

- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number '. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

20. Helpdesk:

- i. Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:
 Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.
- ii. Helpdesk for Individual Shareholders holding securities in demat mode:
 Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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

21. Forgot Password:

i. Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the

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e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%^&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

ii. Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%^&), at least one numeral, at least one alphabet and at least one capital letter.*

iii. Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

22. Instructions for members to attend Annual General Meeting (AGM) through VC/ OAVM:-

- A. Members are entitled to attend the AGM through VC/OAVM provided by RTA, Link Intime Pvt. Ltd by following the below mentioned process:
 - i. Facility for joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and shall be kept open till the expiry of 15 minutes after the scheduled time on first come-first basis.
 - ii. Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons

of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis.

- iii. Members will be provided with Insta Meet facility wherein they shall register their details and attend the AGM as under:

B. Process and manner for attending the General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.
 - ▶ Select the “Company” and ‘Event Date’ and register with your following details: -
 - i. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
 - ii. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - iii. **Mobile No.:** Enter your mobile number.
 - iv. **Email ID:** Enter your email id, as recorded with your DP/Company.
 - ▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting)

(Note: Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience. Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting).

C. Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company on or before September 12, 2024 mentioning their name, demat account number/ folio number, email ID, mobile number, questions to ask for, if any at company’s email id: contact@industrialprudential.com.
2. Shareholders who have registered themselves as a speaker shall be allowed to express their views/ asks questions during the meeting.
3. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
4. Shareholders will get confirmation on first cum first basis. First 10 speakers registered with the company shall be allowed to speak at the AGM for a duration of 3 minutes each.
5. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
6. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
7. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
8. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Notice

- Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

The Members who do not wish to speak during the AGM but have queries may send their queries in advance on or before September 12, 2024 mentioning their name, demat account number/folio number, e-mail ID, mobile number at: contact@industrialprudential.com These queries will be replied by the Company suitably by e-mail.

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance. Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

In case shareholders/members have any queries regarding login, they may send an e-mail to instameet@linkintime.co.in or call on Tel: 022-49186175.

D. Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

- On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
- After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

- Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.
- Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

23. Guidelines to attend the VC Meeting (Webex) of Link Intime India Pvt. Ltd.: InstaMEET

How do I install the WebEx meetings desktop app?

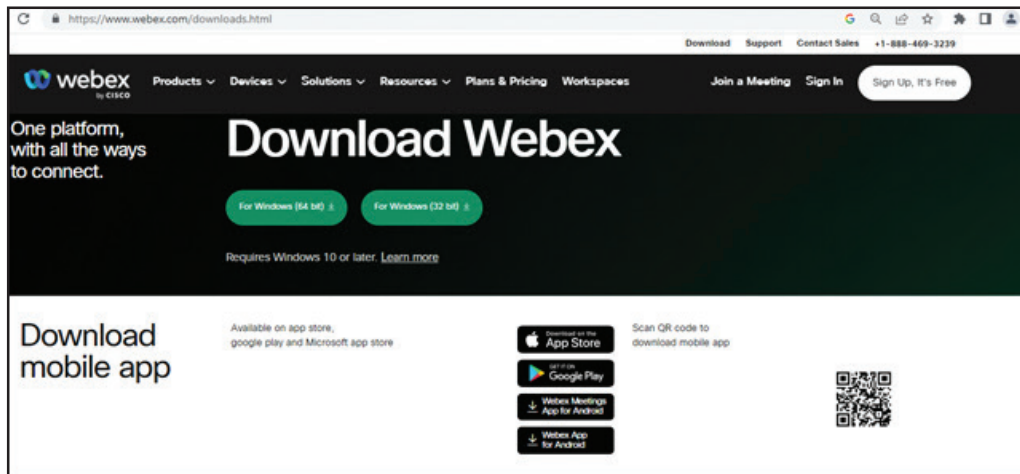
For a smooth experience of viewing the general meeting proceedings of Link Intime India Pvt. Ltd. through webex, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application.

Refer to instructions as under:

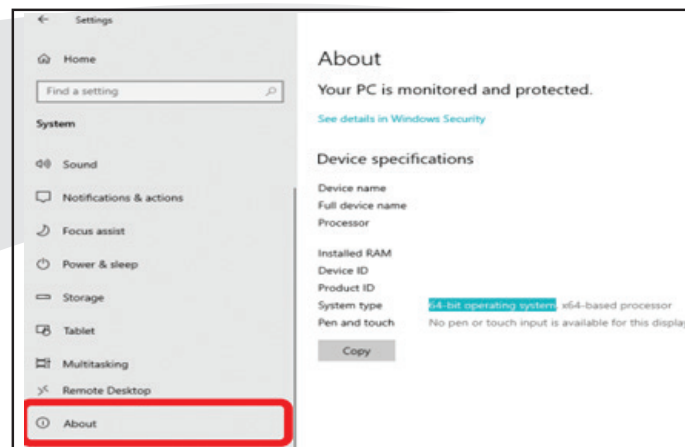
Step 1: Download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html>

Select download option as per device windows configuration i.e. (64 bit or 32 bit)

To check windows configuration i.e. (64 bit or 32 bit) Go to Desktop/PC Device “Setting”, click on “About” to check the system type is 64 bit / 32 bit.



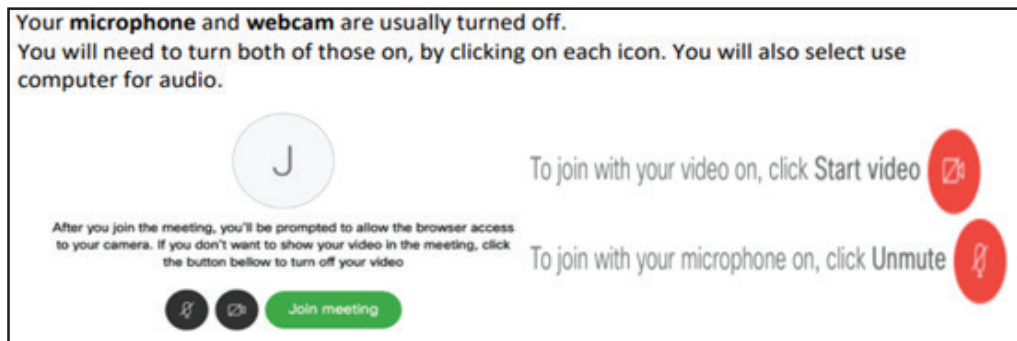
Install the desktop app to get the full-featured Webex Meetings experience.



You can still join from your web browser by clicking Join from your browser, If you can't install apps.

Notice

How do I join the WebEx meetings?



Checkpoints:

Open the internet browser and launch the Meeting URL shared to you.

Or

Open Webex App and further enter Meeting URL.

Enter your name and email address, click “Next” and further click “Join Webinar”.

Click Join Meeting.

In case shareholders/members have any queries regarding login, they may send an e-mail to instameet@linkintime.co.in or contact on 022-49186175

24. SWAYAM’ - Investor Self-Service Portal

- a) Link Intime India Private Limited (“RTA”) (TSR Consultants Private Limited now merged with Link Intime India Private Limited) having its office at C-101, 1st Floor, Embassy 247 Park, Lal Bahadu Shastri Marg, Vikhroli West, Mumbai 400083, is the Registrar and Share Transfer Agent (“RTA”) of the Company.
- b) ‘SWAYAM’ - Investor Self-Service Portal During the year under review, the RTA of the Company has launched ‘SWAYAM’, Investor Self-Service Portal, designed exclusively for the Members serviced by the RTA of the Company.

‘SWAYAM’ is a secure, user-friendly platform that empowers Members to effortlessly access information through a dashboard and avail various services in digital mode. Following are the key features and benefits of ‘SWAYAM’ Portal

Updated status on electronic holdings across various companies serviced by the RTA and its subsidiaries.

- Tracking of corporate actions.
- Generate and track service requests / complaints raised on this portal.
- Members holding shares in physical form can register on the said Portal only after updating their KYC details in their folio.

The investors can visit and access the ‘SWAYAM’ Portal at <https://swayam.linkintime>.

- c) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members

can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited ("RTA") for assistance in this regard.

25. Instructions for Income Tax compliances with respect to dividend:

- i. The Finance Act, 2020 has abolished dividend distribution tax (DDT). Accordingly, effective from 1st April, 2020, dividend income will be taxable in the hands of shareholders. Therefore, the Company is required to deduct tax at source (TDS) at the rates applicable on the amount distributed to the shareholders, if approved at the Annual General Meeting (AGM).
- ii. The forms/documents (duly completed and signed) for claiming tax exemption are required to be uploaded on the url stated below.
<https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>
 - On this page the user shall be prompted to select / share the required information therein to register their request.
- iii. The forms for tax exemption can be downloaded from Link Intime's website.
 - The URL for the same is: <https://www.linkintime.co.in/client-downloads.html>
 - On this page select the General tab. All the forms are available under the head - Form 15G/15H/10F"
- iv. The upload of forms/documents (duly completed and signed) on the above-mentioned URL of Link Intime India Private Ltd should be done on or before September 12, 2024 to enable the Company to determine and deduct appropriate TDS / Withholding Tax.
- v. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction shall be considered after September 12, 2024.
- vi. In terms of the MCA and SEBI circular, in case the Company is unable to pay the dividend to any share holder by electronic mode due to non-availability of the details of their bank account, the Company will dispatch the Dividend Warrants/Demand Drafts to such shareholders by post.

Annexure To The Notice

Explanatory Statement Pursuant to Section 102(1) of The Companies Act, 2013 and The Sebi (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As required by section 102 of the Act, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying Notice

Item 4:

The Board of Directors ('Board') of the Company works closely with the Nomination & Remuneration Committee ('NRC') for Board appointments. The NRC evaluates/ finalizes the desired attributes and balance of skills, knowledge and experience required on the Board and based on such evaluation, recommends suitable candidate(s) to the Board for approval.

Based on the recommendation of NRC, the Board of Directors at its Board meeting dated July, 24, 2024 approved the appointment of Mr. Ajay Gaggar (DIN: 00210230) as an Additional Director (in the capacity of Independent Director) of the Company w.e.f. September, 24, 2024 and to hold office as an Independent Director for a term of five (5) consecutive years i.e. upto September, 23, 2029, subject to approval of the Members of the Company.

The second (2nd) term of office of Mr. Anish Modi as an Independent Director, ends on 24th September, 2024. As per SEBI listing regulation another independent director is to be appointed not later than 24th September, 2024. In view of this, the Board of Directors proposes to appoint Mr. Gaggar as an Independent Director.

Mr. Ajay Gaggar (DIN: 00210230) is being appointed as an Independent Director of the Company under the provisions of Section 149, 152 of the Act, with effect from the conclusion of the ensuing annual general meeting for a period of 5 (five) years.

The Company has received from Mr. Ajay Gaggar (DIN: 00210230):

- (i) A consent in prescribed form in writing to act as director.
- (ii) an intimation in prescribed form to the effect that he is not disqualified under the Act.
- (iii) a declaration to the effect that he meets the criteria of independence as provided in the Act.

Mr. Ajay Gaggar (DIN: 00210230) has varied experience in the field of finance and stock market would certainly benefit the Company. Other details of Mr. Ajay Gaggar (DIN: 00210230) are given in the Annexure to this Statement.

As a Non-executive Independent Director, Mr. Ajay Gaggar (DIN: 00210230) shall be entitled to remuneration in the form of commission and sitting fee for attending Board & Committee meeting(s) which shall be governed by Company's Policy on Nomination, Remuneration and Board Diversity and approval of the Board and shareholders from time to time.

The resolution seeks the approval of Members for the appointment of Mr. Ajay Gaggar (DIN: 00210230) as an Independent Director pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. As an Independent Director, Mr. Ajay Gaggar (DIN: 00210230) would not be liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Ajay Gaggar (DIN: 00210230) proposed to be appointed as an Independent Director, fulfils the conditions specified in the Act.

Mr. Gaggar is independent of the Management.

Mr. Ajay Gaggar (DIN: 00210230) is not related to any Director, Manager or Key Managerial Personnel (KMP) of the Company. However, his father Mr. Ratan Lal Gaggar was an independent director of the holding company. Mr. Ratan Lal Gaggar passed away on 05th April, 2024.

A copy of the draft letter for the appointment of Mr. Ajay Gaggar (DIN: 00210230) as an independent director setting out the terms and conditions is available for inspection without any fee by the Members at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

A brief profile of Mr. Ajay Gaggar (DIN: 00210230), pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the Secretarial Standard on General Meetings (SS- 2), issued by the Institute of Company Secretaries of India is given in Appendix- 1 to this Notice.

Mr. Ajay Gaggar (DIN: 00210230) would be considered as concerned or interested in the resolution as it relates to his appointment. Save as Mr. Gaggar, none of the Directors and KMP and their relatives is interested in the resolutions set at Item 4. The Board of Directors recommend passing of the Resolution at Item 4 for appointment of Mr. Ajay Gaggar (DIN: 00210230).

Document(s) open for inspection

The draft letter of appointment of Independent Directors, setting out terms & conditions of their appointment, is available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and National Holidays) between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of Notice up till the last date of e-voting i.e. September, 22, 2024.

Documents required to be kept open for inspection by the Members at the AGM in terms of the applicable laws, shall be made available on <https://instameet.linkintime.co.in>. The same is also available on the Company's website viz. www.industrialprudential.com.

By Order of the Board of Directors
For Industrial And Prudential Investment Company Limited

Shilpishree Choudhary
Company Secretary & Compliance Officer
ACS : 39659

Registered Office:
Industrial And Prudential Investment Company Limited
Paharpur House ,
8/1/B Diamond Harbour Road,
Kolkata - 700027, India

Date: 24th July, 2024
Place: Kolkata

Annexure 1

Information of Directors who are being appointed/ re-appointment at this AGM, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Companies Act, 2013 and Secretarial Standards-2, as on the date of Notice

Details of Directors seeking appointment/re- appointment

Sl. No	Particulars	Ms. Gaurav Swarup	Mr. Ajay Gaggar
1	DIN	00374298	00210230
2	Date of Birth	21-11-1956	14-08-1963
3	Age (in years)	68 years	61 years
4	Original date of appointment	17-04-1990	24-09-2024 (proposed date of appointment)
5	Qualifications	B.E. MBA (Harvard)	By profession a lawyer specialised in Corporate and Banking Laws and real estate. He is practising Insolvency professional. He is also a Chartered Accountant. Director of various Companies i.e Machino Techno Sales Limited, Tropicana Exports Pvt Ltd, Lovejoy Agencies Pvt Ltd, Padrone Marketing Pvt Ltd, Saral Vintrade Pvt Ltd etc Serving as a Partner in Gaggar & Co. LLP
6	Experience and expertise in specific functional area	Vast experience in Engineering Industry	Specialised in Corporate and Banking Laws and real estate. Practising Insolvency professional. A Chartered Accountant
7	Shareholding in Industrial and Prudential Investment Company Limited including shareholding as a beneficial owner	3600 equity shares	None
8	Terms & conditions of appointment and remuneration	As per Company's Policy on Nomination, Remuneration and Board Diversity (available on the Company's website at www.industrialprudential.com)	As per Company's Policy on Nomination, Remuneration and Board Diversity (available on the Company's website at www.industrialprudential.com)
9	No. of Board Meetings attended during FY 2023-24	5 (five)	NA
10	Remuneration drawn for FY 2023-24	Mr. G. Swarup is not paid any remuneration by the Company	NA
11	Relationship with other Directors/ KMPs inter-se	<ul style="list-style-type: none"> • Ms. Devina Swarup - daughter of Mr. Gaurav Swarup • Mr. Varun Swarup is son of Mr. Vikram Swarup, who is brother of Mr. Gaurav Swarup 	None

Sl. No	Particulars	Ms. Gaurav Swarup				Mr. Ajay Gaggar
12	Directorships held in other Indian companies including equity listed companies	Listed: <ul style="list-style-type: none"> Swadeshi Polytex Limited Industrial And Prudential Investment Company Limited Avadh Sugar & Energy Limited KSB Limited IFGL Refractories Limited Graphite India limited Other Indian companies: <ul style="list-style-type: none"> Paharpur Cooling Towers Limited Medica Synergie Pvt Ltd Garima Private Limited Paharpur 3P Private Limited 				Listed: NIL Other Indian companies: <ul style="list-style-type: none"> Machino Techno Sales Limited Tropicana Exports Pvt Ltd Lovejoy Agencies Pvt Ltd Padrone Marketing Pvt Ltd Saral Vintrade Pvt Ltd Premier Stock Brokers & Finance Services Pvt Ltd Southern Corporate Services Pvt Ltd Aegis Plasto Pvt Ltd
13	Membership/ Chairmanship of Board committees in Indian Companies	Sl. No	Company	Membership in committee	Chairmanship in committee's	NIL
		1	KSB Limited	Audit committee - √ Stakeholders relationship committee - √	-	
		2	Graphite India Limited	-	Audit committee - √	
		3	Avadh Sugar & Energy Ltd.	Stakeholders relationship committee - √	-	
		4	Paharpur Cooling Towers Limited	Audit committee - √	-	
14	Equity listed entities (in India) from which the person has resigned as Director in past 3 years	TIL Limited With effect from 29-08-2022				None