

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

'Notice is hereby given to the members of Industrial and Prudential Investment Company Limited ("the Company"), that pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, ["the Act"], together with the Companies (Management and Administration) Rules, 2014, ["the Rules"], 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, Circular No. 09/2023 dated 25th September 2023 and Circular No. 09/2024 dated 19th September, 2024 issued by Ministry of Corporate Affairs ["MCA"], Government of India ["the MCA Circulars"], Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ["SS-2"], Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["the Listing Regulations, 2015"], and any other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot ["the Postal Ballot"] only by way of remote e-voting ["e-voting"] for the following special resolution:

1. Appointment of Mr Vishnu Kumar Tulsyan (DIN: 00638832) as an Independent Director and Non- Executive Director of the Company for a period of 5 consecutive years from 20th January, 2025 upto 19th January, 2030

An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice ["the Notice" or "the Postal Ballot Notice"].

Members are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) after following the procedure as stated in the notes forming part of the Notice for remote e-voting. The schedule of remote e-voting is as under

In terms of the requirements specified in the Act and the MCA Circulars, the Company is sending this Notice only in electronic form, to those Members whose e-mail addresses are registered with the Company/Depositories/Registrars and Transfer Agent.

Commencement of e-voting period:	From 09.00 a.m. IST on Thursday, 06th February, 2025
Conclusion of e-voting period:	Upto 05.00 p.m. IST on Friday, 07th March, 2025
Cut-off date: (Eligibility to vote and to receive this Postal Ballot Notice)	Tuesday, 28th January, 2025
URL for remote e-voting:	a. InstaVOTE: https://instavote.linkintime.co.in b. NSDL: https://eservices.nsdl.com/ c. CDSL: www.cdslindia.com/

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and evoting user manual for Members available at the download section of website of MUFG Intime India Private Limited (formerly known as Linkintime India Private Limited) ["LINK INTIME"] (the agency for providing the Remote e-voting facility) at <https://instavote.linkintime.co.in> [under help section] or write an e-mail at enotices@linkintime.co.in

The Explanatory Statement pertaining to the said resolution setting out the material facts and related particulars is annexed hereto along with Postal Ballot Notice. The Notice will also be placed on the website of the Company at www.industrialprudential.com and websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of e-voting service provider i.e [www. linkintime.co.in](http://www.linkintime.co.in).

In the event the resolution as set out in the notice are assented to by the requisite majority by means of remote e-Voting, they shall be deemed to have been passed at a General Meeting.

RESOLUTION:

Appointment of Mr Vishnu Kumar Tulsyan (DIN: 00638832) as an Independent Director and Non- Executive Director of the Company for a term of 5 consecutive years from 20th January, 2025 upto 19th January, 2030

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, orders, notifications and circulars issued thereunder (hereinafter collectively referred to as "the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations"), **Mr Vishnu Kumar Tulsyan (DIN: 00638832)** who was appointed as an Additional Director (Independent Director- Designate) of the Company by the Board of Directors on the recommendations of the Nomination and Remuneration Committee (NRC) in pursuant to provisions of the Act and the Articles of Association of the Company on 20th January, 2025 and who has submitted a declaration that he meets the criteria of independence as provided in the Act and SEBI Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying the member's intention to propose appointment of **Mr Vishnu Kumar Tulsyan** as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years with effect from 20-01-2025 to 19-01-2030 and whose office shall not be liable to retire by rotation;

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer (s) of the Company.

**By order of the Board of Directors
For Industrial and Prudential Investment Company Limited**

**Sd/-
Shilpishree Choudhary
Company Secretary & Compliance Officer
(Membership No.: A39659)**

Registered office:
Paharpur House,
8/1/B, Diamond Harbour Road,
Kolkata 700027, West Bengal

Date: 04-02-2025

Place: Kolkata

**Regd. Office: Paharpur House, 8/1/B Diamond Harbour Road, Kolkata 700 027, West Bengal.
Telephone No. 033-40133000 Email: contact@industrialprudential.com**

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, an Explanatory Statement setting out material facts and reasons for the proposed resolution is appended hereto.

2. This Postal Ballot Notice is being sent by email only to the members of the Company, whose names appear on the Register of members/list of Beneficial owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Tuesday, 28th January, 2025 the cut-off date. Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. The Postal Ballot Notice is sent electronically to all the members who have registered their email addresses with the Company /Depositories/Registrar and Share Transfer Agent (RTA). The same may also be downloaded from the Company's on the website of the Company at www.industrialprudential.com and websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of e-voting service provider i.e www.linkintime.co.in.

3. As permitted by the MCA vide its Circulars, the Company is sending this Postal Ballot Notice in electronic form only. Hence, in compliance with MCA circulars, hard copy of Postal Ballot Notice along with Postal Ballot forms and Pre-paid Business Reply Envelope will not be sent to the members for this Postal Ballot. Accordingly, the members may note that communication of the assent or dissent of the members would take place through the remote e-Voting system only.

4. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants and members holding shares in physical mode are requested to update their email addresses with the Company by sending an email to www.industrialprudential.com to receive Postal Ballot Notice in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Postal Ballot Notice, user ID / password for e-Voting.

Type of Holder:

Registering Email Address:

5. The Board of Directors has appointed Mayur Mehta, Practicing Company Secretaries, (ICSI Membership No. A3132) as the Scrutinizer ("Scrutinizer") for conducting the postal ballot / e-Voting process in a fair and transparent manner and in accordance with the provisions of the Companies Act, 2013 and the rules made there under.

6. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the MCA Circulars the Company has provided only e-Voting facility for its members to enable them to cast their votes electronically.

7. The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Linkintime India Pvt Ltd) [www. linkintime.co.in](http://www.linkintime.co.in).to provide e-Voting facility to its members.

8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on cut-off date i.e 28-01-2025. Members can vote for their entire voting rights as per their discretion.

9. The e-Voting commences on Thursday, 06th February, 2025 at 9:00 A.M (IST) and ends on Friday, 07th March, 2025 at 5:00 P.M (IST). The e-Voting module shall be disabled after 05.00 PM on Friday, 07th March, 2025 for voting.

10. Once the vote on the Resolution is cast by the members, the members shall not be allowed to change it subsequently.

11. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to www.industrialprudential.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period mentioned above.

12. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e- Voting not later than two working days from the last day of e-Voting. The result declared along with the Scrutinizer's report shall be communicated on the website of the Company at www.industrialprudential.com and websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of e-voting service provider i.e [www. linkintime.co.in](http://www.linkintime.co.in) and on notice Board of the registered office of the Company.

13. The last date specified by the Company for e-Voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.

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

1. Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders 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. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders 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 successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders 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.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- b) Click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted 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 Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "Link InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders 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/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "Link InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders 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 "Link InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

3. 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, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on "MUFG Intime/ Link InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

II. Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

1. Shareholders who have not registered for INSTAVOTE facility:

- b) Click on "**Sign Up**" under 'SHARE HOLDER' tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

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 **NSDL form, shall provide 'D' above*

***Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ❖ 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).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

2. Shareholders who have registered for INSTAVOTE facility:

c) Click on "**Login**" under 'SHARE HOLDER' tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit"

d) Cast your vote electronically:

- A. After successful login, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon.
- C. E-voting page will appear.
- D. 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).
- E. 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.

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

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ 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) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e., IN00000012345678*
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Votes Entry”** tab under the Menu section.
- c) Enter the **“Event No.”** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- 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’.
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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select **“View”** icon for **“Company’s Name / Event number”**.
- d) E-voting page will appear.
- e) Download sample vote file from **“Download Sample Vote File”** tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under **“Upload Vote File”** option.
- g) 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).

IV. Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE

helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

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
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

V. Forgot Password:

1. Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

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

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. 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:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

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

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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".

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

On recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on 20-01-2025 had approved the appointment of **Mr Vishnu Kumar Tulsyan (DIN: 00638832)** as an Additional Director (categorized as 'Independent Director') of the Company for a term of 5 consecutive years with effect from 20-01-2025 to 19-01-2030 based on his skills, experience, knowledge and eligibility.

The Board of Directors in compliance with the Act and Listing Regulations, has decided to fill the casual vacancy caused by the resignation of Mr. Debanjan Mandal (DIN 00469622) by appointing Mr Vishnu Kumar Tulsyan by passing of special resolution through the process of postal ballot.

The Company has received a notice under the provisions of section 160 of Act, proposing the appointment of **Mr Vishnu Kumar Tulsyan** as an Independent Director of the Company.

In the opinion of the Board of Directors of the Company, **Mr Vishnu Kumar Tulsyan** is a person independent of the management of the Company and has relevant experience and expertise for him to be appointed as an Independent Director of the Company. Mr. Vishnu K Tulsyan fulfils the conditions of eligibility specified in the Act, and SEBI Listing Regulations. Mr. Vishnu K Tulsyan has given his consent to act as an Independent Director and a declaration confirming that he meets the criteria of independence as prescribed.

The draft letter of appointment of **Mr Vishnu Kumar Tulsyan** setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to www.industrialprudential.com

Mr Vishnu Kumar Tulsyan is Senior Partner of M/s V.K. Tulsyan & Co. LLP and an innovative and dedicated Chartered Accountant and Company Secretary with two decades of professional and practical experience both as Company Secretary and as Chartered Accountant (in different time period) in the field of Corporate law, RBI, Stock Exchange, NCLT (erstwhile CLB), Audit, Taxation and Financial matters along with our associates at our centralized office with more than 15 Nos. of human resources.

Mr. Vishnu K Tulsyan is deemed to be interested and concerned in the resolution as it relates to his appointment. Save as **Mr Vishnu Kumar Tulsyan**, none of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the

Company as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in the proposed resolution. Accordingly, the Board of Directors recommends passing of special resolution as set out at in the Notice, for the approval of the members.

Pursuant to Regulation 36 of SEBI Listing Regulations and Secretarial Standard 2, issued by the Institute of Company Secretaries of India, additional details about **Mr Vishnu Kumar Tulsyan** is annexed to this Notice. This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Additional information on Director recommended for appointment as required under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings

Name of the Director	Mr Vishnu Kumar Tulsyan (DIN: 00638832)
DIN (Director Identification Number)	00638832
Brief profile of Director	Mr Vishnu K Tulsyan (Director Identification Number: 00638832) is Senior Partner of M/s V.K. Tulsyan & Co. LLP and an innovative and dedicated Chartered Accountant and Company Secretary with two decades of professional and practical experience both as Company Secretary and as Chartered Accountant (in different time period) in the field of Corporate law, RBI, Stock Exchange, NCLT (erstwhile CLB), Audit, Taxation and Financial matters along with our associates at our centralized office with more than 15 Nos. of human resources
Date of Birth (Age)	11/05/1974 (51 years)
Date of Appointment	20-01-2025
Qualification	The Institute of Chartered Accountants of India & The Institute of Company Secretaries of India
Expertise in specific functional areas	Corporate law, RBI, Stock Exchange, NCLT (erstwhile CLB), Audit, Taxation and Financial matters
Conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	NA
Number of Board Meetings attended during the FY 24-25	Board Meeting dated 20-01-2025, Mr Vishnu was invited as an Invitee
Directorships held in other Listed Companies	NIL
Listed entities from which the person has resigned in the past three years	NIL
Membership of Committees of other Public Companies	NIL
Relationship with other Directors of the Company and	NIL

Key Managerial Personnel inter-se	
Number of shares held in the Company including shareholding as a beneficial owner	NIL
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Nomination and Remuneration Committee had identified amongst others, exposure to leadership role(s) in large corporations, deep expertise in Corporate law, RBI, Stock Exchange, NCLT (erstwhile CLB), Audit, Taxation and Financial matters

**By order of the Board of Directors
For Industrial and Prudential Investment Company Limited**

**Sd/-
Shilpishree Choudhary
Company Secretary & Compliance Officer
(Membership No.: A39659)**

**Date: 04-02-2025
Place: Kolkata**