



Date: 17th August, 2026

To,
Ms. Rujuta Jagtap
45, Saint Patricks Town,
Off Solapur Highway, Pune 411013.

Dear Ms. Rujuta,

Sub.: Re-appointment as Independent Director

I am pleased to inform you that upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors (the Board') of Praj Industries Ltd. ('the Company') have approved your re-appointment as an Independent Director of the Company as per the requirement of Section 149(4) of the Companies Act, 2013 for further period of three (3) years with effect from 21st August, 2026 till 20th August, 2029. The re-appointment is also approved by the shareholders at their 40th Annual General Meeting of the Company held on 13th August, 2026. This letter sets out the terms of your appointment.

1. Appointment

In accordance with the provisions of the Companies Act, 2013 and other applicable laws, you will serve as an Independent Director of the Board who shall not be liable to retire by rotation in terms of the provisions of Section 152(6) & (7) of the Companies Act, 2013.

2. Board committees

- 2.1. As advised by the Board, during the tenure of office, you may be required to serve on one or more of the Committees of the Board established by the Company. Upon your appointment to any one or more Committees, you will be provided with the appropriate Committee charter which sets out the functions of that Committee.
- 2.2 The Board is responsible for constituting, assigning, co-opting and fixing terms of service for committee members. The Chairman of the Board, in consultation with the Company Secretary and the Committee Chairperson, determines the frequency and duration of the committee meetings. Normally, the committees meet four times a year. Recommendations of the committees are submitted to the Board for approval. The quorum for meetings is as per the applicable laws, rules and legislations from time to time.

Praj Industries Limited

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CIN : L27101PN1985PLC038031



3. Professional Conduct

As an Independent Director, you shall:

- (a) Uphold ethical standards of integrity and probity.
- (b) Act objectively and constructively while exercising your duties.
- (c) Exercise your responsibilities in a bona fide manner in the interest of the Company.
- (d) Devote sufficient time and attention to your professional obligations for informed and balanced decision-making.
- (e) Not allow any extraneous considerations that may vitiate your exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision-making.
- (f) Not abuse your position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person.
- (g) Refrain from any action that could lead to a loss of your independence.
- (h) Ensure that if circumstances arise under which you may lose your independence, you will immediately inform the Board accordingly.
- (i) Assist the Company in implementing the best corporate governance practices.

4. D & O Insurance

The Company has taken a Directors' and Officers' Insurance Policy (D & O policy) amounting to ₹1000 million to pay for the personal liability of Directors and Officers for claims made against them while serving on the Board and / or as an officer of the Company.

5. Memberships of other Boards

It is expected that you will not serve on the Boards of competing Companies without previous written consent of the Chairman. Apart from the applicable law and good corporate governance practices, there are no other additional limitations.

6. Information on meetings

6.1. Scheduling and selection of agenda items for Board meetings

The Chairman of the Board / Committee and the Company Secretary, draft the agenda for each meeting, along with explanatory notes, and distribute it in advance to the Board / Committee members. Every Board / Committee member is free to suggest the inclusion of items on the agenda. Normally, the Board / Committees meet once a quarter to review the quarterly results and other items on the agenda.



6.2. Availability of information to the Board

The Board has full and unfettered access to any information of the Company, and to any employee of the Company. At Board meetings, the Board invites Business Unit (BU) /Functional Heads of the Company, if required.

6.3. Independent Directors' discussion

As per provisions of Schedule IV to the Companies Act, 2013, Independent Directors should have separate meeting, without presence of Executive Directors, at least once in financial year, to ensure full and frank discussion on the performance of the Company as well as Executive Directors.

7. Retirement age

The age of retirement for Non-Executive Directors and Independent Directors is 70 years.

It is a pleasure to have you on Board. I am confident that your association, expertise and advice will immensely benefit the Company and the Board.

Best regards,

Sincerely,

For Praj Industries Ltd.

A handwritten signature in green ink, appearing to read 'Dr. Pramod Chaudhari', is written over a horizontal line.

Dr Pramod Chaudhari
Chairman

