

The Chairman  
Praj Industries Limited  
Registered Office: "PRAJ TOWER", S. No. 274 & 275/2,  
Bhumkar Chowk – Hinjewadi Road,  
Hinjewadi, Pune 411 057.

Dear Sir,

**Sub: Passing of Resolution through Postal Ballot**

Pursuant to the resolution passed by the Board of Directors of Praj Industries Limited on October 12, 2023, we have been appointed as Scrutinizer for the purpose of scrutinizing the postal ballot process conducted through remote e-voting in respect of the following resolution:

Reference to the Companies Act, 2013	Type and Description of the resolution
Sections 149, 150, 152, 161 and Schedule IV	<p>Type of resolution: Special Resolution</p> <p>Description and the text of resolution:</p> <p>Appointment of Ms. Rujuta Jagtap (DIN: 00861890) as a Non-Executive Director, not liable to retire by rotation and as an Independent Director of the Company to hold office for a period of Three (3) consecutive years from 21st August 2023 to 20th August 2026.</p> <p>"RESOLVED THAT based on the recommendations of the Nomination and Remuneration Committee and in accordance with Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Ms. Rujuta Jagtap (DIN: 00861890), who was appointed as an Additional Director in the capacity of an Independent Director, by the Board of Directors of the Company, through Circular Resolution Nos. CIR/PIL/BOARD/02/2023-24 and</p>



	<p>CIR/PIL/BOARD/03/2023-24 respectively with effect from 21<sup>st</sup> August, 2023, be and is hereby appointed as a Non-Executive , not liable to retire by rotation and as an Independent Director, to hold office for a period of Three (3) consecutive years with effect from 21<sup>st</sup> August, 2023 till 20<sup>th</sup> August 2026.</p> <p>RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto”.</p>
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We report that in compliance with framework issued by the Ministry of Corporate Affairs (MCA) through its circular No. 14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated 13<sup>th</sup> April, 2020, General Circular No.3/2022 dated 5<sup>th</sup> May, 2022 and General Circular No.11/2022 dated 28<sup>th</sup> December, 2022, and General Circular No.09/2023 dated 25<sup>th</sup> September, 2023 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India the Company has sent Postal Ballot Notice dated October 12, 2023 in electronic form only to those Members who have registered their email address with the Depositories and Registrar and Share Transfer Agent.

We report that the management of the Company is responsible to ensure compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating ,and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India to Postal Ballot through remote e-voting only, on the resolution contained in the Postal Ballot Notice. Our responsibility as a scrutinizer for Postal Ballot through remote e-voting only is restricted to presenting a Scrutinizer’s report on the votes cast “in favour” or “against” the resolution stated above, based on the reports generated from the remote e-voting facility provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company.

We report that as stated in the notice sent to the members, the Company had fixed Friday, the 17th November, 2023 as the last date for remote e-voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in “Financial Express” in 'English' on

