November 19, 2026

Corporate Relationship Department
BSE Limited
1st Floor, New Trading Ring Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001
Scrip code: 501298

Dear Sir/ Madam,

Sub: Notice of Postal Ballot

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of Postal Ballot ('Notice'), seeking approval of Members of the Company, by voting through electronic means ("remote e-voting") only, for the following items of special business:

Sr. no.	Particulars of Resolution	Resolution type
1.	Re-appointment of Mr. Gaurav Swarup (DIN: 00374298) as the Managing Director of the Company, designated as the "Chairman and Managing Director" and "Key Managerial Personnel", for a further term of five (5) years with effect from February 01, 2027.	Special

Pursuant to the General Circular no. 03/2025 dated September 22, 2025 issued by Ministry of Corporate Affairs ('MCA') read with other relevant circulars issued in this regard (hereinafter collectively referred to as "the Circulars") or any further amendment(s) or modification(s) thereof from time to time, the Notice of Postal Ballot has been sent today i.e. on Thursday, November 19, 2026, only through electronic mode on the registered e-mail addresses of the Members of the Company, registered with the Company / Registrar and Share Transfer Agent / Depositories.

The remote e-voting facility to enable the members to cast their vote in electronic mode is provided through the Registrar and Share Transfer Agent (RTA) of the Company i.e., MUFG Intime India Private Limited vide InstaVote. All the Individual Members holding shares in demat mode, may cast their vote electronically through remote e-voting by way of single login credential through their demat accounts / websites of Depositories / Depository Participants (DPs). All the Members other than Individual Members holding shares in demat mode and all Members holding shares in physical mode, may cast their vote electronically through remote e-voting platform provided by RTA through InstaVote at https://instavote.linkintime.co.in.

The details of remote e-voting:

Commencement of e-voting period	**From 09.00 A.M. IST on Monday 23, November, 2026**
Conclusion of e-voting period	**Upto 05.00 P.M. IST on Tuesday 22 December, 2026**
Cut-off date for eligibility to vote and to receive this Postal Ballot Notice	**Friday, November 13, 2026**
URL for remote e-voting:	**a. InstaVOTE:** https://instavote.linkintime.co.in **b. NSDL:** https://eservices.nsdl.com/ **c. CDSL:** www.cdslindia.com/

The Postal Ballot Notice shall also be available on the Company's website www.industrialprudential.com, on the websites of the stock exchange i.e., BSE Limited ('BSE') at www.bseindia.com and on the website of the e-voting service provider, MUFG Intime India Private Limited (InstaVote) or MUFG InTime at https://instavote.linkintime.co.in.

The Board of Directors of the Company has appointed Mr Mayur Mehta, Practicing Company Secretary (Membership No. A3132), as Scrutinizer for conducting remote e-voting for passing of special resolution by issuance of postal ballot notice and for passing of the postal ballot resolution in a fair and transparent manner. The result of the postal ballot will be declared as per the details given in the notice. Members are requested to read the notice carefully. The results will be available on the website of stock exchange i.e., BSE Limited ("BSE") at www.bseindia.com and also on the Company's website at www.industrialprudential.com within the prescribed timeline.

Kindly take the same on record.

Thanking You.

For **Industrial And Prudential Investment Company Limited**

Shilpishree Choudhary

Digitally signed by Shilpishree Choudhary
DN: cn=Shilpishree Choudhary, o, ou, email=cs@paharpur.com, c=IN

Shilpishree Choudhary
Company Secretary & Compliance Officer
Membership No.: A39659

NOTICE OF POSTAL BALLOT

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

To,
The Members of **Industrial and Prudential Investment Company Limited**

NOTICE is hereby given that pursuant to Section 108, 110, 118 (10) and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Rules 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), as amended from time to time, the Company seeks approval of its Members for the following item of business through Postal Ballot (the "**Postal Ballot**") to be conducted by way of voting through electronic means ("**remote e-voting**").

Remote e-voting facility: **Monday, November 23, 2026, (9:00 A.M. IST)** to **Tuesday, December 22, 2026, (5:00 P.M. IST)**.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent **(FOR)** or dissent **(AGAINST)** of the Members would take place only through the remote e-voting system facilitated by MUFG Intime India Private Limited. Accordingly, hard copy of the notice will not be sent to the Members. Further, if your e-mail address is not registered with the Company/Depositories, kindly follow the procedure provided in the Notes to receive this Postal Ballot Notice.

The postal ballot notice shall also be available on the Company's website www.industrialprudential.com, on the websites of the stock exchange i.e., BSE Limited ('BSE') at www.bseindia.com and on the website of the e-voting service provider, MUFG Intime India Private Limited (InstaVote) or MUFG InTime at https://instavote.linkintime.co.in.

The proposed resolution and explanatory statement pertaining to the said resolution setting out all material facts concerning thereto as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below seeking consent of the Members of the Company through Postal Ballot/ e-voting.

Pursuant to Rule 22(5) of the Rules, the Board of Directors at its Board Meeting held on November 11, 2026 has appointed Mr. Mayur Mehta, Practicing Company Secretary (Membership No. A3132), Mumbai, as the Scrutinizer to scrutinize the e-voting process i.e., votes cast through remote e-voting, in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be considered final. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results shall be declared in

accordance with the applicable statutory provisions, prescribed standards, rules, regulations and guidelines issued by the relevant regulatory authorities, as may be applicable.

The Company has engaged the services of MUFG Intime India Private Limited (MUFG), Registrar and Share Transfer Agent (RTA) for facilitating remote e-voting. The remote e-voting period commences from **9.00 A.M.** (IST) on **Monday, November 23, 2026** and ends at **5.00 P.M.** (IST) on **Tuesday, December 22, 2026**. The e-voting facility will be disabled by MUFG Intime India Private Limited immediately thereafter and will not be allowed beyond the said date and time. The last date for receipt of votes vide e-voting i.e., **Tuesday, December 22, 2026**, shall be deemed to be the date of passing of the resolution, if passed by requisite majority in accordance with SS-2 on General Meetings.

SPECIAL BUSINESS:

1. Re-appointment of Mr. Gaurav Swarup (DIN: 00374298) as the Managing Director, designated as the "Chairman and Managing Director" and Key Managerial Personnel (KMP) of the Company for a term of five years with effect from February 01, 2027.

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

RESOLUTION: RE-APPOINTMENT OF MR. GAURAV SWARUP AS MANAGING DIRECTOR DESIGNATED AS THE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V to the Act and Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the rules, notifications, orders and circulars issued thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee (NRC) and the Audit Committee (AC) and approval of the Board of Directors (BOD), the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Gaurav Swarup as the Managing Director of the Company, designated as the "Chairman and Managing Director", for a further term of five (5) years commencing from February 01, 2027 and ending on January 31, 2032, on such terms and conditions as set out in the explanatory statement annexed to the Notice of Postal Ballot."

"**RESOLVED FURTHER THAT**:

1. Mr. Gaurav Swarup, Managing Director of Paharpur Cooling Towers Limited (PCTL), the holding company of the Company, be and is hereby appointed as the Managing Director designated as the "Chairman & Managing Director" of the Company for a term of five (5) years commencing from February 01, 2027 and ending on January 31, 2032.
2. Mr. Swarup shall not be entitled to any remuneration from the Company, except sitting fees for attending meetings of the Board and its Committees and reimbursement of

actual out-of-pocket expenses properly incurred by him in connection with attending such meetings.

3. The term of re-appointment of Mr. Swarup shall be concurrent with his tenure as Managing Director of PCTL, i.e. up to January 31, 2032.
4. Pursuant to the resolution passed by the Members at the 110th Annual General Meeting (AGM) held on August 20, 2026, and in accordance with the SEBI Listing Regulations, Mr. Swarup shall continue to hold office beyond the age of 70 years.

"RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and are hereby severally authorised to make the requisite disclosures to the stock exchanges, file the necessary forms, returns and documents with the Registrar of Companies and other statutory/regulatory authorities, within the prescribed timelines, wherever applicable, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.

"RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and are hereby severally authorised to settle any question, difficulty or doubt that may arise in connection with the implementation of this resolution and to do all such acts, deeds and things as may be necessary, incidental or consequential thereto."

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

Sd/-

Shilpishree Choudhary
Company Secretary & Compliance Officer
(Membership No.: A39659)

Date: November 11, 2026
Place: Kolkata

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

Notes:

A. The Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, along with additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2, setting out the material facts and reasons for the proposed resolution(s), in respect of Special Business(es) of the Notice, is annexed hereto.

B. General instructions to the Members participating in the Postal Ballot through remote e-voting facility:

1. In compliance with Sections 108 and 110 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, read with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot process through e-voting vide General Circular No. 03/2025 dated September 22, 2025, issued by MCA read with other relevant circulars issued in this regard (hereinafter collectively referred to as "the Circulars") or any further amendment(s) or modification(s) thereof from time to time, the Company is providing Members the facility to exercise their right to vote on the proposed resolution(s) electronically. The Company has engaged the services of **MUFG Intime India Private Limited** (formerly Link Intime India Private Limited), the Company's Registrar and Share Transfer Agent ("RTA"), to provide the **remote e-voting facility** through InstaVote.

2. In compliance with the aforesaid Circulars, the Notice of Postal Ballot is being sent by electronic mode to the Members on their registered e-mail ID with the Depositories / RTA. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.

3. Members may note that the Notice of Postal Ballot will also be available on the Company's website www.industrialprudential.com, on the websites of the stock exchange i.e., BSE Limited ('BSE') at www.bseindia.com and on the website of the e-voting service provider, MUFG Intime India Private Limited (InstaVote) or MUFG InTime at https://instavote.linkintime.co.in/.

4. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/Authority Letter etc., with attested specimen signature of duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mayur.pcs199@gmail.com with a copy marked to contact@industrialprudential.com and enotices@in.mpms.mufg.com.

5. The Company has fixed **Friday, November 13, 2026**, as the '**cut-off date**' for the purpose of remote e-voting. The voting rights of Members shall be in proportion to the equity shares held by the Members in the paid-up equity share capital of the Company

as on Cut-off Date. A person, whose name is recorded in the register of Members of the Company and/or in the List of Beneficial Owners maintained by the Depositories as on the Cut-off Date shall be entitled to cast their vote through remote e-voting.

6. 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 shall be entitled to use the facility of remote e-voting during the Postal Ballot process. Members would be able to cast their votes and convey their assent / dissent to the proposed resolution(s) only through the remote e-voting process. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

7. As the Notice of the Postal Ballot is being sent only by e-mail to the Members, whose e-mail IDs are registered with the Company/ Depositories. Members, whose e-mail ID is not registered with the Company or with their respective Depository Participant(s), and who wish to receive electronic copy of the Notice of Postal Ballot can send their request to the Company on contact@industrialprudential.com.

   Members are requested to register the e-mail ID with their respective DPs, in respect of electronic holding and with the Company/RTA in respect of physical holding, by submitting Form ISR-1 duly filled in and signed by the respective holders.

8. Members shall vote electronically by following the detailed procedure/instructions as mentioned in Point 'C'. The remote e-voting facility will be available during the following period: Commencement of Remote E-Voting:

Commencement of Remote E-Voting	**End of Remote E-Voting**
Monday, November 23, 2026 (9:00 A.M. IST)	Tuesday, December 22, 2026 (5:00 P.M. IST)

9. Members desiring to exercise their vote should cast their vote during this period. 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 aforesaid period. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.

10. The Company has engaged the services of MUFG Intime India Private Limited, Registrar and Share Transfer Agent (RTA) to provide e-voting facility. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialization of shares, payment of dividend etc. will be attended to by RTA at the following address:

MUFG Intime India Private Limited
Unit: **Industrial And Prudential Investment Company Limited**
Address: C-101, 1st Floor, 247 Park L.B.S. Marg, Vikhroli (West), Mumbai 400083
E-mail: rnt.helpdesk@in.mpms.mufg.com and investor.helpdesk@in.mpms.mufg.com

11. Members may please note that SEBI, vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR–4 / ISR–5. It may be noted that any service request can be processed only after the folio is KYC-compliant.

12. With reference to above point, SEBI has mandated furnishing the following information by holders of securities in physical form:

    a. Valid PAN i.e. PAN linked with Aadhaar;
    b. Choice of Nomination – registration by submitting Form SH-13 or Declaration to opt-out nomination by submitting Form ISR-3;
    c. KYC Details including:
        a. contact details i.e., present postal address with PIN code and mobile number in all cases and e-mail ID for availing of online services;
        b. bank account details – i.e. bank and branch name, bank account number, IFSC code;
        c. specimen signature – by submitting duly attested Form ISR- 2.

    The SEBI Circular further mandates that any service request or grievance shall be entertained or any payment, including payment of dividends, shall be made only through electronic mode to the security holders holding securities in physical or demat form, only upon furnishing of the Valid PAN and updating the KYC details, as mentioned above, against their respective folios. Kindly note that, pursuant to the SEBI circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, the condition of furnishing or updating of 'Choice of Nomination' against your folio has been relaxed and any service request or grievance shall be entertained or payment of dividend etc. shall be made if all other mandatory information, except the Choice of Nomination, has been furnished. However, the shareholders are encouraged, in their own interest, to provide or update the 'Choice of Nomination' against the folio for ensuring smooth transmission of securities. You are requested to forward the duly filled-in Forms ISR-1 and ISR-2 and Form SH-13/Form ISR-3, along with the supporting documents, at the earliest. The format of all the above mentioned service request ISR forms, is available on the website of the Company's RTA i.e., MUFG Intime India Private Limited, at https://web.in.mpms.mufg.com/KYC-downloads.html.

13. Relevant documents as referred to in this Notice and Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection electronically from the date of the circulation of this Notice until the last date of remote e-voting. Members seeking to inspect such documents can send an e-mail request on contact@industrialprudential.com.

14. Members may send their queries related to the item(s) included in the Notice of Postal Ballot on the e-mail contact@industrialprudential.com from their registered e-mail ID, mentioning their names, folio number / DP ID-Client ID as applicable, mobile number.

15. Pursuant to Rule 22(5) of the Rules, the Board of Directors at its Board meeting held on November 11, 2026 has appointed Mr. Mayur Mehta, Practicing Company Secretary (Membership No. A3132), Mumbai, as the Scrutinizer to scrutinize the e-voting process i.e., votes cast through remote e-voting, in a fair and transparent manner. The Scrutinizer's decision on the validity of the vote shall be final. The Scrutinizer shall submit the report to the Chairman or the Company Secretary as authorized by the Board after completion of the scrutiny of the votes cast by the remote e-voting facility. The results of the Postal Ballot remote e-voting will be declared within two working days from the end of remote e-voting period by placing the results, along with the Scrutinizer's report, on the Company's website www.industrialprudential.com, on the websites of the Stock Exchanges i.e. BSE at www.bseindia.com.

16. The resolution as set out in the Notice, if approved, shall be deemed to have been passed on the last date of e-voting, i.e., Tuesday, December 22, 2026.

17. Resolution passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

REMOTE E-VOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.
d) 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.
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 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".
b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
c) Post successful authentication, you will be able to see e-Voting services under Value added services section. 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.

Shareholders not registered for 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) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
c) Enter the last 4 digits of your bank account / generate 'OTP'
d) Post successful registration, user will be provided with Login ID and password.
e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play App Store

METHOD 3 - NSDL e-voting website

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 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
d) 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.
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.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.
b) Go to e-voting tab.
c) Enter 16-digit 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) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
b) Enter existing username, Password & click on "Login".
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-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, 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) Post successful authentication, 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.

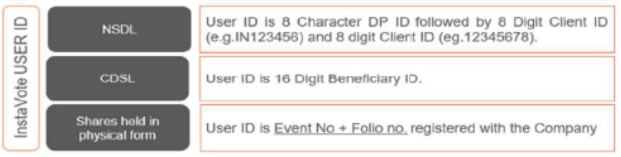
Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

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 and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

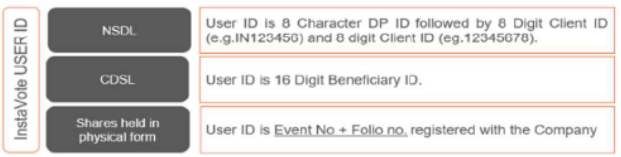
Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.
b) Enter details as under:
   A. User ID: Enter User ID
   B. Password: Enter existing Password
   C. Enter Image Verification (CAPTCHA) Code
   D. Click "Submit".
   (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")



Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:
   A. User ID: Enter User 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 **NSDL form**, shall provide 'point 4' above.
      - Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
      - Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
   E. 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).
   F. Enter Image Verification (CAPTCHA) Code.
   G. Click "Submit" (You have now registered on InstaVote).
   Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).



STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
B. Select 'View' icon. E-voting page will appear.
C. 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).
D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
2) 'Investor's Name - Enter Investor's Name as updated with DP.
3) 'Investor PAN' - Enter your 10-digit PAN.
4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: 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.

D. 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 – Steps to cast vote for Resolutions through InstaVote

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.".
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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
f) 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).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will see "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).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

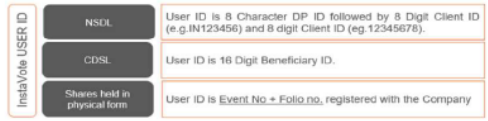
Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

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

Individual 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.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

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
- Further Click on **"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.*

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.

General Instructions - Shareholders

- 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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('SEBI LISTING REGULATIONS') REGARDING THE ITEM (S) INCLUDED IN THIS POSTAL BALLOT

ITEM NO. 1

APPROVAL FOR RE-APPOINTMENT OF MR. GAURAV SWARUP AS MANAGING DIRECTOR, DESIGNATED AS "CHAIRMAN & MANAGING DIRECTOR" OF THE COMPANY

Mr. Gaurav Swarup (DIN: 00374298) was appointed as the Managing Director of the Company by the Members at the 106th Annual General Meeting (AGM). His term is due to expire on January 31, 2027. The Board of Directors of the Company, at its meeting held on November 11, 2026, upon the recommendation of the Nomination and Remuneration Committee (NRC) and of the Audit Committee, has approved, subject to the approval of the Members, the re-appointment of Mr. Swarup as the Managing Director designated as Chairman and Managing Director of the Company for a further period of five (5) years commencing from February 1, 2027 and ending on January 31, 2032.

Mr. Gaurav Swarup was born on November 21, 1956, and shall attain the age of 70 years on November 21, 2026. His continuation as the Chairman & Managing Director for the remaining tenure of his existing appointment beyond 70 years of age has been approved by the Members of the Company at the 110th Annual General Meeting held on August 20, 2026. The proposed re-appointment also provides for holding the position beyond 70 years.

Mr. Gaurav Swarup has been associated with the Company as a Director since April 17, 1990 and has provided leadership and strategic direction to the Company over several decades. Having regard to his extensive experience, long-standing association with the Company, in-depth understanding of its business and operations, strategic leadership and continued contribution to the growth and governance of the Company, the Board considers his continued leadership particularly beneficial to the Company. Accordingly, the Board is of the opinion that his re-appointment beyond the age of 70 years for the proposed tenure would be in the best interests of the Company.

Accordingly, the Board considered the proposed re-appointment of Mr. Gaurav Swarup as Chairman and Managing Director for a further term of five (5) years and recommends the same for approval of the Members by way of Special Resolution.

Brief profile of Mr. Gaurav Swarup is set out in **Annexure A** to this Notice.

Additional information in respect of Mr. Gaurav Swarup pursuant to Regulation 36 of SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is set out in **Annexure B** to this Notice. The principal terms and conditions of the proposed re-appointment are set out in the Resolution.

Mr. Gaurav Swarup is a promoter and a related party of the Company within the meaning of the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The proposed re-appointment, being a related party transaction, has been considered and approved by the Audit Committee in accordance with the applicable statutory and regulatory requirements. Mr. Swarup holds 3,600 equity shares in the Company. The Audit Committee, at its meeting held on November 11, 2026, considered and approved the proposed re-appointment of Mr. Gaurav Swarup as Chairman & Managing Director.

Except Mr. Gaurav Swarup, being the proposed appointee, and Mrs. Devina Swarup, Director of the Company and daughter of Mr. Gaurav Swarup, none of the other Directors, Key Managerial Personnel or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The relevant documents pertaining to the proposed re-appointment shall be available for inspection by the Members electronically, in accordance with the applicable provisions, until the conclusion of the Postal Ballot process. Members seeking inspection may write to the Company at its designated e-mail address.

Annexure A - Brief profile

Mr. Gaurav Swarup, aged 69 years (date of birth: November 21, 1956), holds a Master of Business Administration (MBA) degree from Harvard University, USA (1980), and a Bachelor of Engineering (Mechanical Engineering) from Jadavpur University, Calcutta (1978). He was first appointed to the Board of Industrial and Prudential Investment Company Limited on April 17, 1990. He possesses extensive experience and expertise in finance, business strategy and corporate management. He is presently serving as the Chairman and Managing Director of Industrial and Prudential Investment Company Limited and the Co-Chairman and Managing Director of Paharpur Cooling Towers Limited.

In view of Mr. Gaurav Swarup's (DIN: 00374298) extensive industry experience, leadership capabilities, strategic vision and significant contribution to the Company's operations, governance and long-term growth, the Nomination and Remuneration Committee and the Board of Directors are of the opinion that his continued appointment as Chairman and Managing Director of the Company for the proposed renewed tenure of five years commencing from February 1, 2027, would be in the best interests of the Company.

Annexure B

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

Name of the Director	Gaurav Swarup
Director Identification Number (DIN)	00374298
Age (as on 11.11.2026)	69 years
Date of Birth	21/11/ 1956
Date of first appointment to the Board	17/04/1990
Qualification	Master of Business Administration, Harvard University, USA (1980), Bachelor of Engineering (Mechanical Engineering), Jadavpur University, Calcutta (1978)
Shareholding in Industrial And Prudential Investment Company Limited	As a shareholder/ members of the Company, Mr. Swarup is 3,600 equity shares
Directorships held in other companies	A. **Listed Companies**: a. Swadeshi Polytex Limited b. Industrial And Prudential Investment Company Limited c. Avadh Sugar & Energy Limited d. KSB Limited e. IFGL Refractories Limited **B. Unlisted Public:** a. Paharpur Cooling Towers Limited b. TKIL Industries Private Limited (deemed to be public company)
Membership/Chairmanship of Audit and Stakeholders Relationship Committees	**1. KSB Limited** a. Member – Audit Committee b. Member – Stakeholders Relationship Committee **2. Avadh Sugar & Energy Limited** a. Member – Stakeholders relationship Committee

Number of Board Meetings attended during the financial year (26-27)	Four (4) – including November 11, 2026 i.e., April 3, 2026, May 22, 2026, August 6, 2026 and November 11, 2026
Terms & Conditions	Re-appointment as Managing Director designated as the Chairman & Managing Director of the Company for a further period of five (5) consecutive years commencing from February 01, 2027 and ending on January 31, 2032, subject to the approval of the shareholders.
Names of listed entities in which the person also holds Directorship and membership of the Committees of the Board along with listed entities from which the person has resigned in the past three years;	**Directorships in Listed Companies-** • Swadeshi Polytex Limited • Industrial And Prudential Investment Company Limited • Avadh Sugar & Energy Limited i. Member – Stakeholders relationship Committee • KSB Limited i. Member – Audit Committee ii. Member – Stakeholders relationship Committee • IFGL Refractories Limited **Listed Companies from which the Director has resigned during the preceding three years -** NIL

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

Sd/-

Shilpishree Choudhary
Company Secretary & Compliance Officer
(Membership No.: A39659)

Date: November 11, 2026
Place: Kolkata

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