

# Notice of 04<sup>th</sup> Annual General Meeting

NOTICE is hereby given that the Fourth Annual General Meeting (the "Meeting") of the Members of Platinum Industries Limited (herein referred as "the Company") will be held on **Friday, 27<sup>th</sup> day of September, 2024 at 11:00 A.M. (IST)** through video conferencing ("VC")/ Other Audio-Visual Means (OAVM) to transact the following businesses:

## ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.**
- To appoint a director in place of Mr. Anup Singh (DIN: 08889150), who retires by rotation in terms of Section 152 of companies act 2013 and being eligible, offers himself for re-appointment.**

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anup Singh (DIN:08889150), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company".

Brief resume and other details of Mr. Anup Singh are provided in Annexure to the Notice pursuant to the provision of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

- To appoint Statutory Auditor of the Company & fix their Remuneration.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **M/s. PKF Sridhar & Santhanam LLP** (Registration No.: 003990S/ S200018) be and is hereby appointed as the Statutory Auditor of the Company, to hold office from the conclusion of this 04th Annual General Meeting until the conclusion of the 9th Annual General Meeting of the company to be held in the year 2029 at such remuneration plus taxes as applicable and reimbursement of out-of pocket expenses in connection with the audit, as the Board of Directors has appointed **M/s. PKF Sridhar & Santhanam LLP** in place of M/s. AMS & Co., Chartered Accountants, Mumbai (Firm Registration No. 130878W), the Retiring Statutory Auditors"

## SPECIAL BUSINESS:

- To appoint M/s. PKF Sridhar & Santhanam LLP. as a Statutory Auditors of the Company to fill in causal vacancy arisen due to resignation of M/s. AMS & Co.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to sub-section (8) of section 139 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to recommendation made by the Audit Committee and Board of Directors, M/s. PKF Sridhar & Santhanam LLP., Chartered Accountant (Firm Registration No 003990S/ S200018) be and are hereby appointed as Statutory Auditors of the Company for the financial year 2024-25, to fill up the casual vacancy caused due to resignation of M/s. AMS & Co. (Firm Registration No. 130878W), Chartered Accountants, and they shall hold office until the conclusion of the 4th Annual General Meeting, at such remuneration, as remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

- Re-appointment of the Cost Auditor and approve remuneration payable to the Cost Auditor for the financial year 2024-25.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**Notice (contd.)**

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. Ashish Bhavsar & Associates, Cost Accountants (Firm Registration Number: 000387), re-appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2024-25, amounting to ₹ 75,000/- (Rupees Seventy-Five Thousand only) per annum and also the payment of GST as applicable and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid Audit be, and is hereby, approved.”

**RESOLVED FURTHER THAT** any one Director of the Company be and are hereby severally authorised to do all acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. To approve continuation of Mr. Radhakrishnan Ramchandra Iyer (DIN: 01309312) as an Independent Director (Non-Executive) of the Company for the current term of his appointment notwithstanding that he has attained age of 75 years.**

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

**“RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of Members of the Company be and is hereby accorded to Mr. Radhakrishnan Ramchandra Iyer (DIN: 01309312), to continue his office as an Independent Director of the Company till his current tenure of appointment which is up to 23rd March, 2028, notwithstanding that he has crossed age of 75 years of age.”

**7. Ratification, amendments and approval of Platinum Industries Limited - Employees Stock Option Scheme-2023:**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with rules framed thereunder and Reg. 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and any other applicable laws, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the Platinum Industries Limited - Employees Stock Option Scheme - 2023 (“PIL ESOS 2023” or “ESOS 2023” or “Scheme”) as formulated and approved by the shareholders of the Company on June 14, 2023, prior to Initial Public Offer (“IPO”) of the Company, be and is hereby ratified, re-approved, and amended as detailed in explanatory statement, and the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination & Remuneration Committee of the Company (“NRC”) which also acts as the Compensation Committee, constituted by the Board to exercise its powers, including the powers, conferred by this resolution and/or such other persons as may be authorized in this regard by the Board and/or NRC), to create, offer, issue, reissue, grant, transfer and allot options, at any time, to or for the benefit of the Employees of the Company and to issue fresh options, re-issue options that may have lapsed / cancelled / surrendered, already granted under the “PIL ESOS 2023”.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot equity shares to the Employees upon exercise of stock options from time to time in accordance with the scheme and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.

**Notice (contd.)**

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the equity shares to be allotted under the scheme on the Stock Exchanges as per the provisions of the SEBI Listing Regulations, SEBI SBEB & SE Regulations and other Applicable Laws, regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized without prejudice to the generality of the above, but subject to the terms, as approved by the shareholders, to implement, formulate, evolve, decide upon and bring into effect the scheme on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the scheme (within the contours of the scheme), from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the scheme in such a manner as the Board or any other person authorized by the Board may determine.

**RESOLVED FURTHER THAT** subject to the extent allowed under the Applicable Laws, the Board be and is hereby authorized to delegate such powers to the NRC to formulate, vary, modify, alter, revise or amend the necessary terms and conditions of the scheme to administer, implement and superintend the scheme, to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the shareholders of the Company, with a power to further delegate to any executives / officers of the Company thereof, to do required acts, deeds, matters and things as may be deemed necessary or expedient in the regard.

**8. Approval of the grant of options to the identified employees during any one year, equal to or exceeding 1% of the issued capital of the Company at the time of grant of option:**

To consider and, if thought fit, to give assent / dissent, to the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** in accordance with Regulation 6(3)(d) of the SEBI (Share Based Employee Benefit) Regulations, 2014, Rule 12 of The Companies (Share Capital and Debenture) Rules, 2014 and other applicable provisions of the applicable laws and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the shareholders be and is hereby accorded for the grant of Stock Options to the each of such identified employees as may be identified by the Board of Directors of the Company (hereinafter referred to as the "Board of Directors" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI (SBEB Regulations) 2021 under "Platinum Industries Limited - Employees Stock Option Scheme- 2023" ("PIL ESOS 2023"), during any one year equal to or exceeding one percent (1%) of the issued capital of the Company at the time of grant of options.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, the Board of Directors including the Nomination and Remuneration Committee and/or such other committee as may be decided by the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders."

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR PLATINUM INDUSTRIES LIMITED**

Sd/-

**KRISHNA DUSHYANT RANA**

Managing Director

(DIN 02071912)

Date: August 12, 2024

Place: Mumbai

**Notice (contd.)****NOTES:**

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the Annual General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice.

Information pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to appointment of the Auditors of the Company, as proposed under Item No. 3 of this Notice under Ordinary Business, is also provided in the Explanatory Statement.

Further, information on the Directors proposed to be appointed/re-appointed at the Meeting as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 are provided in the Annexure to this Notice.

2. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 January 13, 2021, December 8, 2021, December 14, 2021 , 02/2023 dated May 5, 2023 and 10/2023 dated December 28, 2023 respectively ("MCA Circulars"), , in accordance with the requirements provided inter-alia in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 5, 2020. Accordingly, the AGM of the Company is being held through Video Conferencing (VC) or Other Audio Visual Means (OAVM) which does not require physical presence of the members at a common venue and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2024 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith(Collectively referred to as Notice) is being sent only to those members whose e- mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member. The Notice has also been hosted on the website of the Company [www.platinumindustriestd.com](http://www.platinumindustriestd.com)
3. In compliance with the said Circulars, the Company will also publish a public notice by way of an advertisement to be published in Financial Express and Loksatta, both having a wide circulation in the State of Maharashtra along with their electronic editions, inter alia, advising the members whose e-mail ids are not registered with the Company, its Registrar and Share Transfer Agent (RTA) or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.
4. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, M/s Bigshare Services Private Limited (RTA) at <https://www.bigshareonline.com/InvestorRegistration.aspx> to enable servicing of notices / documents / Annual Reports electronically to their email address.
5. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
6. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's [website www.platinumindustriestd.com](http://www.platinumindustriestd.com). Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company in case the shares are held in physical form.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

**Notice (contd.)**

8. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the SEBI Listing Regulations, the Company has engaged the services of Bigshare Services Private Limited through their i-vote website: <https://ivote.bigshareonline.com> to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.
9. Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by Remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through Remote e-Voting.
10. Voting rights of the members (for voting through remote e-voting or e-voting system provide in the Meeting itself shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date Friday, 20th September, 2024. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting or e- voting system provide in the Meeting.
11. In accordance with the aforementioned MCA Circulars, the Company has appointed Bigshare Services Private Limited for providing the VC facility to the members for participating in the Meeting. The members are requested to follow the instructions mentioned in point 14(iv) in order to participate in the Meeting through VC mechanism.
12. Applicable statutory records and all the documents referred to in the accompanying Notice of the 04th AGM and the Explanatory Statement shall be available for inspection by the members at the Registered Office and Corporate Office of the Company on all working days during business hours up to the date of the Meeting. Such documents will also be available electronically for inspection by the members from the date of circulation of this notice upto the date of AGM and during the AGM. Members seeking to inspect such documents can send an email to [cs@platinumindustriesltd.com](mailto:cs@platinumindustriesltd.com)
13. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility.
- 14. THE FOLLOWING ARE THE INSTRUCTIONS FOR SHAREHOLDERS ON ELECTRONIC VOTING (OR "E-VOTING") AND OTHER RELATED MATTERS:**
  - i. The Remote e-Voting period begins on Tuesday, 24th September, 2024 at 09.00 AM and ends on Thursday, 26th September, 2024 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 20th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
  - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

**Notice (contd.)**

- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.
1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to <b>Easi/Easiest</b> is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. For joining the meeting click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option, Select event for which you are desire to attend the AGM under the dropdown option, click on the option VOTE NOW on right hand side top corner, you need to click on "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option.</p> <p>2) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p>

## Notice (contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>3) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p> <hr/> <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <hr/> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <hr/> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Notice (contd.)****Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on **"LOGIN"** button under the **'INVESTOR LOGIN'** section to Login on E-Voting Platform.
- Please enter you **'USER ID'** (User id description is given below) and **'PASSWORD'** which is shared separately on you register email id.
  - o Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID as user id.**
  - o Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.**
  - o Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

**Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.  
NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on **'LOGIN'** under **'INVESTOR LOGIN'** tab and then Click on 'Forgot your password?'
- Enter "User ID" and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on 'Reset'. (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, Bigshare E-voting system page will appear.
- Click on **"VIEW EVENT DETAILS (CURRENT)"** under **'EVENTS'** option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option **"IN FAVOUR"**, **"NOT IN FAVOUR"** or **"ABSTAIN"** and click on **"SUBMIT VOTE"**. A confirmation box will be displayed. Click **"OK"** to confirm, else **"CANCEL"** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on investor portal.



**Notice (contd.)****3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on **"REGISTER"** under **"CUSTODIAN LOGIN"**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **'LOGIN'** under **'CUSTODIAN LOGIN'** tab and further Click on 'Forgot your password?'
- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on 'RESET. (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

**Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, Bigshare E-voting system page will appear.

**Investor Mapping:**

First you need to map the investor with your user ID under **"DOCUMENTS"** option on custodian portal.

- Click on **"DOCUMENT TYPE"** dropdown option and select document type power of attorney (POA).
- Click on upload document **"CHOOSE FILE"** and upload power of attorney (POA) or board resolution for respective investor and click on **"UPLOAD"**.

Note: The power of attorney (POA) or board resolution has to be named as the **"InvestorID.pdf"** (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

**Investor vote File Upload:**

- To cast your vote select **"VOTE FILE UPLOAD"** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **"UPLOAD"**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on custodian portal.

**Helpdesk for queries regarding e-voting:****Login type**

Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.

**Helpdesk details**

In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.

**Notice (contd.)****4. Procedure for joining the AGM through VC/ OAVM:**

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, Bigshare E-voting system page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.
- For joining virtual meeting click on the option **VOTE NOW** on right hand side top corner.
- For joining virtual meeting, you need to click on "**VC/OAVM**" link placed beside of "**VIDEO CONFERENCE LINK**" option.
- Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**15. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM, without restriction on account of a first come first served basis.
- Only those members/shareholders, who will be present in the AGM through VC/OAVM 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 system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 07 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@platinumindustriesltd.com](mailto:cs@platinumindustriesltd.com) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 07 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@platinumindustriesltd.com](mailto:cs@platinumindustriesltd.com). These queries will be replied to by the company suitably by email.

**Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.

**16. INSTRUCTIONS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-

**Notice (contd.)**

attested scanned copy of Aadhar Card) by email to Company at [cs@platinumindustriesltd.com](mailto:cs@platinumindustriesltd.com) or to RTA at <https://www.bigshareonline.com/InvestorRegistration.aspx>.

- II. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company at [cs@platinumindustriesltd.com](mailto:cs@platinumindustriesltd.com) or to RTA at <https://www.bigshareonline.com/InvestorRegistration.aspx>
- 17.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. Friday, 20th September, 2024, may obtain the login ID and password by sending a request at [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com). However, if you are already registered with Bigshare for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on <http://ivote.bigshareonline.com>.
- 18.** In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
- 19.** Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGAM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
- 20.** Corporate members are required to send to the Scrutinizer by e-mail to at [cs@mayankarora.co.in](mailto:cs@mayankarora.co.in) with a copy marked to [cs@platinumindustriesltd.com](mailto:cs@platinumindustriesltd.com), a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.

Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through Remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail [cs@mayankarora.co.in](mailto:cs@mayankarora.co.in) with a copy marked to [cs@platinumindustriesltd.com](mailto:cs@platinumindustriesltd.com), not later than 48 hours before the scheduled time of the commencement of the Meeting.

- 21.** The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 21st September, 2024 to Friday, 27th September, 2024 (both days inclusive) for the purpose of Annual General Meeting.
- 21.** The Board of Directors of the Company has appointed Mr. Mayank Arora (FCS 10378 & CP 13609) of M/s. Mayank Arora and Co., Practicing Company Secretaries as Scrutinizer for conducting the remote e-voting and the voting process at the meeting in a fair and transparent manner.
- 22.** The results of remote e-voting and e- voting system provided in the Meeting shall be aggregated and declared on or after the Meeting of the Company by the Chairman or by any other person duly authorised in this regard. Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e. Friday, 27th September, 2024.

The results declared along with the report of the scrutinizer shall be placed on the Company's website [www.platinumindustriesltd.com](http://www.platinumindustriesltd.com) and on the website of Bigshare Services immediately after the result is declared by the Chairman and simultaneously communicated to the Stock Exchanges.

**Notice (contd.)**

23. Members are requested to contact the Company's Registrar & Share Transfer Agent, i.e. M/s Bigshare Services Private Ltd for reply to their queries/ redressal of complaints, if any, or send email on [cs@platinumindustriesltd.com](mailto:cs@platinumindustriesltd.com)
24. The Securities and Exchange Board of India (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 their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA M/s Bigshare Services Private Limited or the Company.
25. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 & Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from 1st April, 2020 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Members holding shares in physical form are therefore requested to dematerialize their holdings immediately. However, members can continue to make request for transmission or transposition of securities held in physical form.
26. **Non-Resident Indian Members are requested to inform RTA, immediately on:**
  - (a) Change in their residential status on return to India for permanent settlement;
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
27. Members holding shares in single name and wishes to appoint nominee in respect of their shareholding may download the nomination form from the website of the Company
28. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at [cs@platinumindustriesltd.com](mailto:cs@platinumindustriesltd.com) by Friday, 20th day of September, 2024 (upto 6:00 p.m).
29. All other relevant documents referred to in the accompanying notice/explanatory statement shall be made open for inspection by the members only in electronic form at the Meeting on all working days, except Saturdays, from 11:00 A.M. TO 1:00 P.M. up to the date of the ensuing Meeting which can be accessed at [www.platinumindustriesltd.com](http://www.platinumindustriesltd.com)
30. The Notice for this Meeting along with requisite documents and the Annual Report for the financial year ended 2023-2024 shall also be available on the Company's website [www.platinumindustriesltd.com](http://www.platinumindustriesltd.com)

**FOR PLATINUM INDUSTRIES LIMITED**

**KRISHNA DUSHYANT RANA**  
Managing Director  
(DIN 02071912)

Date: August 12, 2024  
Place: Mumbai

Notice (contd.)

**ANNEXURE TO THE NOTICE:  
EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE  
COMPANIES ACT, 2013 ("THE ACT")**

As required by Section 102 of the Companies Act, 2013 (the "Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 3 to 8 of the accompanying notice:

**Item No. 3: Appointment of Statutory Auditor of the Company & fix their Remuneration.**

M/s AMS & Co., Chartered Accountants, Mumbai (Registration No. 130878W), were appointed as Statutory Auditors of the Company at the 02nd Annual General Meeting held on September 30, 2022 for a period of 5 years, up to the conclusion of 07th Annual General Meeting. The company has received Resignation Letter from M/s. AMS & Co. Chartered Accountants, with reference to the letter dated 12th August, 2024, effective from Board Meeting 12th August, 2024, when the limited review of unaudited Financial results for the Quarter ended on June 30, 2024 were approved by the Board of Directors. Further, based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to the shareholders to appoint M/s. PKF Sridhar & Santhanam LLP having Registration No. 003990S/ S200018, as the Statutory Auditors of the Company for the term of 5 consecutive years, to hold office for a term of 5 years starting from the conclusion of this 04th Annual General Meeting till the conclusion of the 09th Annual General Meeting to be held in the year 2029.

**Profile of M/s PKF Sridhar & Santhanam LLP, Chartered Accountants:**

M/s PKF Sridhar & Santhanam LLP, Chartered Accountants having Firm Registration Number 003990S/ S200018 and having the existence and experience of over 45 years, with 05 offices across the country, 24 partners and a team of over 700 professionals, providing audit, tax and advisory services in India. Handling various large listed and multi-national companies for statutory audit as well as other services, also having the presence globally.

The Company has received eligibility certificate as required under Section 141 of Companies Act 2013 from M/s PKF Sridhar & Santhanam LLP, Chartered Accountants (FRN: 003990S/ S200018 who have also conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that their appointment, if made by the Shareholders, would be within the limits prescribed under the Companies Act, 2013. Proposed fees payable to the Statutory Auditors will be as mutually decided by Board/ Audit Committee and Auditors.

After evaluating and considering various factors such as experience, efficiency in conduct of audit, size and audit team competency, independence etc. the Board of Directors of the Company at their meeting held on August 12, 2024, on the recommendation of the Audit Committee, approved the appointment of M/s PKF Sridhar & Santhanam LLP, Chartered Accountants (FRN: 003990S/ S200018), as Statutory Auditors for a period of 5 years starting from the conclusion of this 04th Annual General Meeting till the conclusion of the 09th Annual General Meeting to be held in the year 2029.

As confirmed to Audit Committee, the Auditors have reported their independence from the Company and its subsidiary according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit.

**Additional Disclosure under Regulation 36(5) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015:**

Proposed Statutory Audit Fees payable to Auditors	₹ 18,00,00,000/-
Terms of Appointment of Statutory Auditors	Appointment of M/s PKF Sridhar & Santhanam LLP, Chartered Accountants (FRN: 003990S/ S200018 is being appointed as a Statutory Auditor, due to resignation of M/s. AMS & Co. Chartered Accountants for a period of five (5) years starting from the conclusion of this 04th Annual General Meeting till the conclusion of the 09th Annual General Meeting to be held in the year 2029.

**Notice (contd.)**

Material Change in fees payable to new Auditors No material change as compared to the fees payable to previous from that outgoing Auditors along with rational for auditor such change	No material changes as compared to the fees payable to previous.
Basis for recommendation for appointment including the details in relation to and Credentials of Statutory Auditors proposed to be appointed	M/s PKF Sridhar & Santhanam LLP, Chartered Accountants having Firm Registration Number 003990S/ S200018 and having the existence and experience of over 45 years, with 05 offices across the country, 24 partners and a team of over 700 professionals, providing audit, tax and advisory services in India. Handling various large listed and multi-national companies for statutory audit as well as other services, also having the presence globally

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Board recommends the Resolution for approval of the Members as an Ordinary Resolution as set out in the item no. 3 of the notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

**Item No. 4**

Due to resignation of M/s. AMS & Co., Statutory Auditors, and pursuant to compliance of Section 139 of Companies Act, 2013 and rules there under, the Board of Directors is required to fill casual vacancy of Auditor's office within 30 days but if such casual vacancy is as a result of the resignation of an Auditor, such appointment shall also be approved by the Company at a general meeting convened within 3 months of the recommendation of the Board and the said Auditor shall hold the office till the conclusion of the next annual general meeting.

Pursuant to compliance of aforesaid Section, Board at its meeting held on August 12, 2024 has appointed M/s. PKF Sridhar & Santhanam LLP, Chartered Accountant (Registration No.: 003990S/ S200018), as Statutory Auditors of the Company to fill-in causal vacancy caused due to resignation of M/s. AMS & Co and to hold office till the conclusion of ensuing 4th Annual General Meeting subject to approval of Shareholder at ensuing general meeting which shall be conducted within 3 months from recommendation of Board.

On recommendation of Audit Committee and Board of Directors of the Company, it is proposed to appoint M/s. PKF Sridhar & Santhanam LLP, Chartered Accountant (Registration No.: 003990S/ S200018), as Statutory Auditors. The Company has received eligibility certificate as required under Section 141 of Companies Act 2013. M/s. PKF Sridhar & Santhanam LLP have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Proposed fees payable to the Statutory Auditors will be as mutually decided by Board/ Audit Committee and Auditors.

The Board of Directors recommends the resolution as set out in Item No. 4 of the accompanying notice for the approval of the Shareholders of the Company as an Ordinary Resolution.

None of the other Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

**Notice (contd.)****Item No. 5: Approval of remuneration to the Cost Auditors for the Financial Year 2024-25.**

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the Company.

On the recommendation of the Audit Committee, the Board of Directors of the Company had approved the appointment of M/s. Ashish Bhavsar and Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2024-25 at a remuneration of ₹ 75,000/- per annum plus applicable taxes and out of pocket expenses. The remuneration payable to Cost Auditors is required to be approved by the shareholders in accordance to the provisions of the Act and Rule 14 of the Rules.

None of the Directors or Key Managerial Personnel of the Company (including relatives of the Directors and Key Managerial Personnel) is concerned or interested, financially or otherwise, in this resolution at Item No. 5.

The Board recommends the Ordinary Resolution at Item No. 5 of this Notice for approval by the shareholders.

**Item No. 6: To approve continuation of Mr. Radhakrishnan Ramchandra Iyer (DIN: 01309312) as an Independent Director (Non-Executive) of the Company for the current term of his appointment notwithstanding that he has attained age of 75 years.**

The Board is hereby informed that Mr. Radhakrishnan Ramchandra Iyer was appointed as an Independent Director of the Company for a term of 5 years at the Extra-Ordinary General Meeting held on 24th March, 2023. He holds office as an Independent Director of the Company upto 23rd March, 2028.

In terms of Regulation 17(1A) of the SEBI Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as non-executive director who has attained the age of seventy-five years unless special resolution is passed to that effect.

Mr. Radhakrishnan Ramchandra Iyer has attained the age of 75 years and hence, approval of the Members is required for continuation of his directorship.

Mr. Radhakrishnan Ramchandra Iyer is the Independent and Non-Executive Director of our Company. He has been associated with our Company since March 24, 2023. He holds a master's degree in commerce from Kerala University and is also a registered Insolvency Professional with the Insolvency and Bankruptcy Board of India. He is an Associate of Indian Institute of Banks and Institute of Internal Auditors and also holds a Certificate in Industrial Finance from the Indian Institute of Bankers.

He had been associated with State Bank of India at various designations within the organization for over three decades. He was also associated with SIES College of Management Studies since 2006 initially as Chairperson – Centre for Excellence in Banking and Finance and as a Dean Finance and Administration.

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, on the basis of the report of performance evaluation of Independent Directors, has recommended and approved continuation of office by Mr. Radhakrishnan Ramchandra Iyer as an Independent Director of the Company until the expiry of his current term of appointment which is upto 23rd March, 2028.

Brief resume and other details of Mr. Radhakrishnan Ramchandra Iyer are provided in annexure to the Notice pursuant to the provision of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends passing the Special Resolution as set out in Item no. 6 of this Notice, for approval by the Members of the Company.

**Notice (contd.)**

Except Mr. Radhakrishnan Ramchandra Iyer, none of the other the Directors or Key Managerial Personnel, of the Company or their relatives, is in any way, concerned or interested, financially or otherwise in the proposed Special Resolution, as set out in Item no. 6 of this Notice.

**Item No. 7 and 8: Ratification, amendments and approval of Platinum Industries Limited - Employees Stock Option Scheme- 2023 and Approval of the grant of options to the identified employees during any one year, equal to or exceeding 1% of the issued capital of the Company at the time of grant of option:.**

The Company believes that equity-based Employees Stock Option Scheme are an effective tool to reward the talents working with the Company. With a view to motivate the key work force, the Company had implemented an employee stock option scheme namely "Platinum Industries Limited - Employees Stock Option Scheme- 2023" ("PIL ESOS 2023" or "ESOS 2023" or "Scheme") to cover employees of the Company. The scheme was aimed to achieve sustained long-term growth of the Company and creation of shareholder value by aligning the interests of the employees with the long-term interests of the Company and create sense of ownership and collaboration amongst the employees and increase their proprietary interest in the Company. In view of above, the Board of Directors and Members of the Company had approved the scheme prior to the listing of the Equity Shares of the Company and the said Plan was implemented in due compliance of the provisions of the then applicable laws and rules framed thereunder.

In terms of Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), the scheme formulated prior to the listing of Equity Shares of the Company is further required to be ratified by the Members post listing of the Equity Shares of the Company.

Accordingly, the scheme is placed before the Members for ratification in terms of the aforesaid SEBI SBEB & SE Regulations and approve certain other changes as explained hereinafter in this explanatory statement. The said amendments/ changes in the Plan are not prejudicial to the interests of the Employees of the Company.

The Board of Directors of the Company, at its meeting held on August 12, 2024, based on the recommendation of Nomination and Remuneration Committee ("NRC") and subject to approval of members, approved the proposal for ratification and amendment in PIL ESOS 2023.

Clause	Existing clause	Amended/ revised clause	Rationale
3.1	"Applicable Law(s)" means every law relating to Employee Stock Options in force and to the extent applicable, including, without limitation to, Companies Act, 2013 and Rules framed thereunder, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and all relevant revenue, tax, securities or exchange control regulations or corporate laws of India or any relevant jurisdiction. The Applicable Law includes any provision of the applicable law, rules, regulations, notifications, circular(s) or any other similar form of directives issued by the competent authority under the relevant applicable law	"Applicable Law(s)" means every law relating to Employee Stock Options in force and to the extent applicable, including, without limitation to, Companies Act, 2013 and Rules framed thereunder, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and all relevant revenue, tax, securities or exchange control regulations or corporate laws of India or any relevant jurisdiction. The Applicable Law includes any provision of the applicable law, rules, regulations, notifications, circular(s) or any other similar form of directives issued by the competent authority under the relevant applicable law or by any stock exchange on which the equity shares of the Company are listed or quoted and includes, any amendment, modification, alteration or re-enactment made to such laws, rules, regulations or bye-laws;	Post IPO, as the shares of the Company are listed, it is proposed to update the definition of Applicable Laws.



**Notice (contd.)**

<b>Clause</b>	<b>Existing clause</b>	<b>Amended/revised clause</b>	<b>Rationale</b>
3.13	"Fair Market Value" means and shall refer to the fair market value of a Share of the Company for the purpose of compliance with the accounting and disclosure requirements in respect of Employee Stock Options administered under the Scheme as determined by a registered valuer or Independent Valuer as required under the Companies Act, 2013	"Fair Market Value" means the latest available closing price on a recognised stock exchange on which the shares of the Company are listed on the date immediately prior to the date of Grant approval by the Board. Explanation — If such shares are listed on more than one recognised stock exchange, then the closing price on the recognised stock exchange having higher trading volume shall be considered as the market price	Post IPO, as the shares of the Company are listed, it is proposed that the "Fair Market Value" be linked with the stock price quoted on the stock exchange.
3.19	New clause has been inserted.	"Nomination and remuneration committee" means a committee constituted as per Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.  The company has opt to designate its nomination and remuneration committee to act as a compensation committee for the purposes of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	Change in terms of the scheme
8.1	Options granted under PIL ESOS 2023 shall vest in accordance with Clause 8.2 and the Vesting of any Option shall commence only at the end of one (1) year from the date of Grant and options granted shall be vested maximum within a period of five (5) years. Provided that in case where Options are granted by the Company under its scheme in lieu of options held by a person under a similar scheme in another Company ("Transferor Company") which has merged or amalgamated with the Company, the period during which the options granted by the Transferor Company were held by him may be adjusted against the minimum Vesting Period required under this Sub-clause.	Options granted under PIL ESOS 2023 shall vest in accordance with Clause 8.2 and the Vesting of any Option shall commence only at the end of one (1) year from the date of Grant and options granted shall be vested maximum within a period of four (4) years. Provided that in case where Options are granted by the Company under its scheme in lieu of options held by a person under a similar scheme in another Company ("Transferor Company") which has merged or amalgamated with the Company, the period during which the options granted by the Transferor Company were held by him may be adjusted against the minimum Vesting Period required under this Sub-clause.	Change in terms of the scheme
8.2	20% of the Options granted would vest at the end of each year from the date of Grant of Options.	25% of the Options granted would vest at the end of each year from the date of Grant of Options.	Change in terms of the scheme

**Notice (contd.)****Disclosures under Section 62 of the Companies Act, 2013 read with the Rules and SEBI SBEB & SE Regulations, 2021:****1. Brief Description of PIL ESOS 2023:**

"Platinum Industries Limited- Employees Stock Option Scheme- 2023" (PIL ESOS 2023 or ESOS 2023 or Scheme) of Platinum Industries Limited, (PIL) has been formulated and approved unanimously by the Board of Directors at their meeting held on 12th June, 2023 to create, offer, issue and allot at any time to or for the benefit of the employees of the Company under the Scheme such number of stock options exercisable into equity shares, not exceeding Sixteen Lakh (16,00,000) stock options of the Company ("Options Pool") to the eligible Employees in one or more tranches, from time to time, with each such Option conferring a right upon the Employees for such shares in the Company in accordance with the terms and conditions as may be decided by the Nomination and Remuneration Committee under the Scheme.

**2. Total number of options to be granted**

A maximum Sixteen Lakh (16,00,000) Stock Options will be granted subject to adjustments as may be required due to any corporate action. Each option is convertible into/or equal to 1 (One) equity share of ₹ 10/- (Rupees Ten) each fully paid-up of the Company.

**3. Identification of classes of Employees entitled to participate in the ESOS, 2023**

Only Employees as defined under the PIL ESOS 2023 are eligible for being granted Options under PIL ESOS 2023, that is:

- an employee as designated by the company, who is exclusively working in India or outside India; or
- a director of the company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- an employee as defined above, of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include—
  - (a) an employee who is a promoter or a person belonging to the promoter group; or
  - (b) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company.

The specific Employees to whom the Option would be granted, and their Eligibility Criteria shall be determined by the Nomination and Remuneration Committee of the Board.

**4. Requirements of vesting and period of vesting**

The Vesting of any Option shall commence only at the end of one (1) year from the date of Grant and options granted shall be vested maximum within a period of four (4) years. Provided that in case where Options are granted by the Company under its scheme in lieu of options held by a person under a similar scheme in another Company ("Transferor Company") which has merged or amalgamated with the Company, the period during which the options granted by the Transferor Company were held by him may be adjusted against the minimum Vesting Period required under this Sub-clause.

25% of the Options granted would vest at the end of each year from the date of Grant of Options.

Notwithstanding anything contained above, the Vesting will be linked and conditional upon the performance of the Employee each year, which shall be assessed based on the performance matrix and Eligibility Criteria approved by the Board. For instance, in the event an Employee has failed to perform in accordance with the performance matrix approved by the Board in a given year, only Options proportionate to his/her performance (as determined

**Notice (contd.)**

by the Board) shall vest in the Employee for that relevant year. This will be at sole discretion of Nomination and Remuneration Committee.

**5. Maximum period within which the options shall be vested**

The maximum period within which the options shall be Vested is 4 (four) years from the date of grant of option.

**6. Exercise price or the formula for arriving at the same:**

The Exercise Price per Option shall be at par or fair market value, or any other discounted price as decided by the Board of Directors/ Nomination and Remuneration Committee of the Board at the time of grant.

**7. exercise period and process of exercise of offer;**

Unless otherwise provided for under the Scheme, the Exercise Period for vested Options granted under this Scheme shall be subject to a maximum period of FIVE (5) year from the date of Vesting of Options and the employees have the option to exercise either in whole or part. In the event an Employee (in employment with the Company) fails to exercise the vested Options within the Exercise Period stipulated hereabove, the lapsed Options can be rolled over to next year and the Employee can exercise those lapsed Options within a period of 2 (two) years of such roll over. If the Employee further makes any default in the next year the rolled over options will lapse and the lapsed Options shall be added back to the Options Pool of ungranted Options.

**8. Appraisal process for determining the eligibility of Employee to the ESOS 2023.**

Only Employees as defined under the PIL ESOS 2023 are eligible for being granted Options under PIL ESOS 2023. The specific Employees to whom the Option would be granted, and their Eligibility Criteria shall be determined by the Nomination and Remuneration Committee of the Board.

Appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Board of Directors/ Nomination and Remuneration Committee of the Board, from time to time ("Eligibility Criteria").

**9. maximum number of options to be offered and issued per employee and in aggregate;**

Not Applicable.

**10. maximum quantum of benefits to be provided per employee under a scheme**

Any benefit other than grant of Options or consequential issue of equity shares is not envisaged under the Plan. Accordingly, the maximum quantum of benefits for employees under the Plan will be the difference between the market value of Company's Share on the Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the employee.

Apart from above, no other monetary benefits are contemplated under the scheme.

**11. whether the scheme(s) is to be implemented and administered directly by the company or through a trust;**

The Option shall be implemented and administered directly by the Company, through the Nomination and Remuneration Committee duly constituted by the Board from time to time.

**12. whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;**

The Plan contemplates fresh issue of shares by the Company.

**Notice (contd.)****13. the amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;**

This is currently not contemplated under the scheme, as the scheme is being implemented and administered directly by the Company.

**14. maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);**

This is currently not contemplated under the scheme, as the scheme is being implemented and administered directly by the Company.

**15. a statement to the effect that the company shall conform to the accounting policies specified in regulation 15;**

The Company shall follow the laws/regulations applicable to accounting and disclosure related to Options, including but not limited to the IND AS/Guidance Note on Accounting for Employee Share-based Payments and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

**16. the method which the company shall use to value its options;**

The Company will follow a fair value method for computing the compensation cost, if any, for the options granted. The Company will follow IND AS/ any other requirements for accounting of the Employees stock Options as are applicable to the Company for the same.

**17. Statement with regard to Disclosure in Directors' Report:**

In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

**18. period of lock-in.**

Shares issued and allotted under this ESOS shall be locked in for a minimum period of one year from the date of allotment

**19. Terms & conditions for buyback, if any, of specified securities covered under these regulations.**

The Board/NRC has the power to specify the procedure and other terms and conditions for buy-back of Options granted, if to be undertaken at any time by the Company, in compliance with applicable laws.

As per Regulation 6(3) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, a separate special resolution is required to be passed if the benefits of the Scheme are to be extended to identified Employees, during any one year, equal to or exceeding one per cent (1%) of the issued capital of the company at the time of grant of option.

Further, the Board /NRC may identify certain Employees to whom it may be necessary to grant option exceeding one per cent in one year to ensure continuity of their service with the Company. The resolution as set out in Item No. 8 provides that the Company may grant option equal to or exceeding one percent (1%) in one year to identified Employees of the Company.

**Notice (contd.)**

A draft copy of the scheme is available for inspection at the Company's Registered Office during official hours on all working days during the remote e-voting period.

The Board of Directors of the Company recommends the Special Resolution(s) set out at Item Nos. 7 and 8 for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out in item nos. 7 and 8, except to the extent of their shareholding in the Company or the employee stock options that are or may be granted to them under the Plan.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR PLATINUM INDUSTRIES LIMITED**

**KRISHNA DUSHYANT RANA**  
Managing Director  
(DIN 02071912)

Date: August 12, 2024  
Place: Mumbai

Notice (contd.)

### ANNEXURE TO NOTICE

#### Detail of Director Seeking re-appointment at the 4th Annual General Meeting of the Company

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, details are as follows:

Name of Director	Mr. Radhakrishnan Ramchandra Iyer	Mr. Anup Singh
Designation	Non-Executive, Independent Director	Executive Director
Date of Birth	10.11.1945	02.06.1990
Date of first appointment on Board	24.03.2023	14.04.2023
Qualification	Masters degree in Commerce	Bachelor of Technology degree in Chemical Engineering
No. of Equity Shares held in the Company	Nil	Nil
Nature of expertise in specific functional areas, Brief resume and Skill and Capabilities required. For Independent Director.	<p>Mr. Radhakrishnan Ramchandra Iyer is the Independent and Non-Executive Director of our Company. He has been associated with our Company since March 24, 2023. He holds a master's degree in commerce from Kerala University and is also a registered Insolvency Professional with the Insolvency and Bankruptcy Board of India. He is an Associate of Indian Institute of Banks and Institute of Internal Auditors and also holds a Certificate in Industrial Finance from the Indian Institute of Bankers.</p> <p>He had been associated with State Bank of India at various designations within the organization for over three decades. He was also associated with SIES College of Management Studies since 2006 initially as Chairperson - Centre for Excellence in Banking and Finance and currently is the associated with them as Honorable Dean Finance and Administration.</p>	<p>Mr. Anup Singh is the Executive Director of our Company and has been associated with the Company since its incorporation as the Head of Production. He has been appointed as the Executive Director on the Board of the Company with effect from April 14, 2023. He holds Bachelor of Technology degree in Chemical Engineering from Uttar Pradesh Technical University. He has over a decade of experience in handling production processes in the chemical industry. His key areas of experience are operational management and quality control</p>
Terms and conditions of appointment or reappointment	NA	NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
Other Directorship (Includes directorship in public, private and foreign companies and insurance corporations)	<ul style="list-style-type: none"> <li>• Platinum Industries Limited*</li> <li>• Integro Finserv Private Limited<sup>&amp;</sup></li> <li>• N R Agarwal Industries Limited*</li> <li>• Akara Capital Advisors Private Limited<sup>&amp;</sup></li> </ul>	Platinum Industries Limited*

## Notice (contd.)

Name of Director	Mr. Radhakrishnan Ramchandra Iyer	Mr. Anup Singh
<b>Past Directorships in Listed Companies during last three years</b>	NR Agarwal Industries Limited	NIL
<b>Chairmanship/ Membership of the Committees of other Companies in which position of Director is held</b>	<ul style="list-style-type: none"> <li>• Platinum Industries Limited* <ul style="list-style-type: none"> <li>- Audit Committee (Chairman)</li> <li>- Nomination and Remuneration Committee (Member)</li> </ul> </li> <li>• N R Agarwal Industries Limited * <ul style="list-style-type: none"> <li>- Audit Committee (Member)</li> <li>- Stakeholders and Relationship Committee (Member)</li> </ul> </li> <li>• Akara Capital Advisors Private Limited &amp; <ul style="list-style-type: none"> <li>- Audit Committee (Chairman)</li> <li>- Nomination and Remuneration Committee (Member)</li> <li>- Corporate Social Responsibility Committee (Member)</li> </ul> </li> </ul>	NIL
<b>Details of Board/ Committee Meetings attended by the Director during the year</b>	The details of his attendance are given in the Corporate Governance Report, which forms part of this Annual Report.	The details of his attendance are given in the Corporate Governance Report, which forms part of this Annual Report.
<b>Remuneration drawn in the Company during the year</b>	Mr. Radhakrishnan Ramchandra Iyer is the Independent Director of the company, hence do not draw any remuneration from the company. Sitting Fees is being paid to him and the details regarding his Sittings fees are given in the Corporate Governance Report, which forms part of this Annual Report.	Remuneration drawn during FY 2023-24 is ₹ 19,50,000/-.
<b>Remuneration proposed to be paid</b>	He is entitled for sitting fees only	₹ 48,00,000/-
<b>Shareholding in the Company as on March 31, 2024</b>	NIL	NIL

\* Listed Entity

& Private Limited

None of the Director is debarred from holding the Office of Director by virtue of any SEBI order or any other such authority.