



MIRAJ PIPES AND FITTINGS PRIVATE LIMITED

CIN : U25209RJ2004PTC019879

REGISTERED OFFICE
Opposite Gangotri Badi - Thur Road, Fenyon Ka Guda,
Udaipur, Rajasthan, India, PIN-313001

1800 120 3699

www.mirajpipes.com

NOTICE OF 18TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 18th Annual General Meeting (“AGM” or “Meeting”) of the **MIRAJ PIPES AND FITTINGS PRIVATE LIMITED** will be held on Wednesday, the 28th day of September, 2022 at 05:00 P.M. at the registered office of the company at Opposite Gangotri, Badi-Thur Road, Fenyon Ka Guda, Udaipur, Rajasthan, India, PIN-313001 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. To ratify the remuneration of Cost Auditor for the financial year ended on March 31, 2023:

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

“**RESOLVED THAT**, pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 or any statutory modification or re-enactment thereof, M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No.000024), Jaipur, appointed as Cost Auditor by the Board of Directors of the Company to conduct an audit of the Cost Records of the Company for the financial year ended 31st March, 2023 at a remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable tax and out of pocket expenses, if any, be and is hereby ratified and approved.”




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“FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. To appoint Mr. Kailash Chandra (DIN: 02165331) as a Director [Professional-Executive] of the Company:

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

“RESOLVED THAT pursuant to the provision of Section 152 of the Companies Act, 2013 readwith the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kailash Chandra (DIN: 02165331), who was appointed as an Additional Director of the Company with effect from 01st April, 2022 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and Article 64 of Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director with effect from the date of this Meeting.”

By Order of the Board of Directors
For **Miraj Pipes and Fittings Private Limited**

Sd/-

Name: **Rakesh Lasod**

Designation: **Director**

DIN: **08636245**

Date: **20th August, 2022**

Place: **Udaipur**

Address: **House No. 54, Sector 6, Hiran Magri, Manwa
Khera (Rural), Udaipur, Rajasthan, India, PIN-313002**



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NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), with respect to the business under Item No. 2 and 3 forms part of this Notice.
2. **A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a Member of the company.**
3. **Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the company not less than forty-eight hours before the time fixed for the Meeting.**
4. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
6. Members / Proxies / Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members / Proxies / Authorised Representatives attending meeting are requested to sign the attendance register kept at the meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company i.e. from 09:00 A.M. to 05:00 P.M. All documents referred to in the Notice are open for




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- inspection at the Registered Office of the company on all working days of the company between 09:00 A.M. and 05:00 P.M. upto the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.
8. Register of Contracts or arrangement in which Directors are interested as stipulated under Section 189 of the Companies Act, 2013 and Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 are open for inspection by members and others at the registered office of the company on all working days during business hours of the company i.e. from 09:00 A.M. to 05:00 P.M. The said Registers shall also be produced at the commencement of Annual General Meeting and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.
 9. Shareholders holding shares in physical mode are requested to –
 - a. Avail nomination facility in respect of their shareholding in the Company by submitting Nomination Form SH-13 prescribed pursuant to the provisions of Section 72 of the Companies Act, 2013.
 - b. Contribute to the cause of Green Initiative by registering their e-mail addresses, thereby facilitating the Company to send them by way of an e-mail, copies of Notice/s, Annual Report etc.
 - c. Submit a self-attested copy of their PAN Card, if not submitted earlier, with a view to comply with KYC norms.
 10. Shareholders are requested to notify change of address, bank particulars, NECS particulars etc., if any, immediately to Company.
 11. Any query relating to financial statements must be sent to the company's Registered Office at least seven days before the date of the Meeting.
 12. Route-map to the venue of the Meeting is provided at the end of the Notice.



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13. A brief details / resume of Mr. Kailash Chandra, Additional Director seeking appointment or re-appointment is given below:

DETAILS OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT AND/OR FIXATION OF REMUNERATION FOR ITEM NO. 3 AS REQUIRED UNDER POINT 1.2.5 OF SECRETARIAL STANDARD-2:

Name of Director	Mr. Kailash Chandra
DIN	02165331
Date of Birth	27-June-1980
Nationality	Indian
Qualifications	Commerce Post Graduate
Expertise in specific Functional Areas	Mr. Kailash Chandra is having rich experience of more than two (2) decades in the field of Accounts, Finance, Audit, Taxation, etc.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Appointment / Regularization as a Director of the Company. Gross Salary of Rs. 50,000/- (Rupees Fifty Thousand Only) per month was agreed to be paid to Mr. Kailash Chandra as an employee [designated as A.G.M. (Accounts)] of the Company and the same remuneration is proposed / sought to be paid on appointment subject to annual increment, if any.
The remuneration last drawn	Rs. 50,000/- (Rupees Fifty Thousand Only)
Date of first appointment on the Board	01/04/2022
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Kailash Chandra and other members of the Board and Key Managerial Personnel of the Company
The number of Meetings of the Board	Not Applicable



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attended during the financial year 2021-22	
Other Directorships, Membership / Chairmanship of Committees of other Boards	Directorship: Nil
	Chairperson of Committees: Nil
	Member of Committees: Nil

By Order of the Board of Directors
For **Miraj Pipes and Fittings Private Limited**

Sd/-

Name: **Rakesh Lasod**

Designation: **Director**

DIN: **08636245**

Date: **20th August, 2022**

Place: **Udaipur**

Address: **House No. 54, Sector 6, Hiran Magri, Manwa
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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following statement, pursuant to section 102 of the Companies Act, 2013 ('the Act'), sets out all material facts relating to the businesses mentioned at Item No. 2 and 3 of the accompanying Notice.

Item No. 2:

The Board of Directors, at its Meeting held on 30th April, 2022, has approved the appointment and remuneration of M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No.000024), Jaipur as Cost Auditor of the Company, to conduct the audit of cost records made and maintained by the Company, for the financial year commencing on 1st April, 2022 and ending on 31st March, 2023 at a remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable tax and out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as approved by the Board of Directors has to be ratified by the members of the Company.

Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item No. 2 of the Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year ended 31st March, 2023.

None of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution(s) as set out at Item no. 2 of the accompanied Notice for approval of the shareholders by way of Ordinary Resolution.

Item No. 3:

The Board of Directors has appointed Mr. Kailash Chandra as an Additional Director [Professional – Executive Director] of the Company with effect from 01st April, 2022 and



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presently designated as A.G.M. (Accounts). In terms of Section 161 of the Companies Act, 2013 readwith Article 64 of the Articles of Association of the Company, he holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as a Director of the Company.

Mr. Kailash Chandra, being eligible has offered himself for appointment as a Director of the Company. In this context, the Company has received from Mr. Kailash Chandra (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act. Additional information in respect of Mr. Kailash Chandra, pursuant to standard 1.2.5 of the Secretarial Standard on General Meetings (SS-2), is provided in notes to this Notice.

The Board is of the view that the appointment of Mr. Kailash Chandra on the Company's Board as a Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 3 for approval by the members of the Company.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Kailash Chandra, being an appointee and/or to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

By Order of the Board of Directors
For **Miraj Pipes and Fittings Private Limited**

Sd/-

Name: **Rakesh Lasod**

Designation: **Director**

DIN: **08636245**

Date: **20th August, 2022**

Place: **Udaipur**

Address: **House No. 54, Sector 6, Hiran Magri, Manwa
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ATTENDANCE SLIP

18th Annual General Meeting dated 28th September, 2022

Folio No.	:	
Name of First named Member / Proxy / Authorised Representative	:	
Name of Joint Member(s), if any:	:	
No. of shares held	:	

I/we certify that I/we am/are member(s) / proxy / authorised representative for the member(s) of the Company.

I/we hereby record my/our presence at the 18th Annual General Meeting of the Company being held on Wednesday, the 28th day of September, 2022 at 05.00 P.M. at the registered office of the company at Opposite Gangotri, Badi-Thur Road, Fenyon Ka Guda, Udaipur, Rajasthan, India, PIN-313001.

.....
Signature of First holder / Proxy / Authorised Representative

.....
Signature of 1st Joint holder

.....
Signature of 2nd Joint holder

Note(s):

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.
2. Only shareholders of the Company and/or their Proxy and/or their Authorised Representative will be allowed to attend the Meeting.
3. Members are requested to bring their copies of the Annual Report to the Meeting.



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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the member(s)	:	
Registered address	:	
E-mail Id	:	
Folio No.	:	

I/We, being the member(s) of.....shares of the above named company, hereby appoint

1.	Name			
	Address			
	E-mail id		Signature	
Or failing him				
2.	Name			
	Address			
	E-mail id		Signature	
Or failing him				
3.	Name			
	Address			
	E-mail id		Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company held on Wednesday, the 28th day of September, 2022 at 05.00 P.M. at the registered office of the company at Opposite Gangotri, Badi-Thur Road, Fenyon Ka Guda, Udaipur, Rajasthan, India, PIN-313001 and at any adjournment thereof in respect of such resolutions as are indicated below:



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Resolution No.	Resolution	Vote (Optional See Note 2) (Please mention no. of Shares)		
		For	Against	Abstain
ORDINARY BUSINESS				
1.	To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon			
SPECIAL BUSINESS				
2.	To ratify the remuneration of Cost Auditors for the financial year ended on March 31, 2023			
3.	To appoint Kailash Chandra (DIN: 02165331) as a Director [Professional-Executive] of the Company			

Signed this.....day of.....2022

.....

Signature of shareholder

.....

Signature of Proxy holder(s)

Affix
revenue
stamp

Notes:

1. This form of proxy, in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

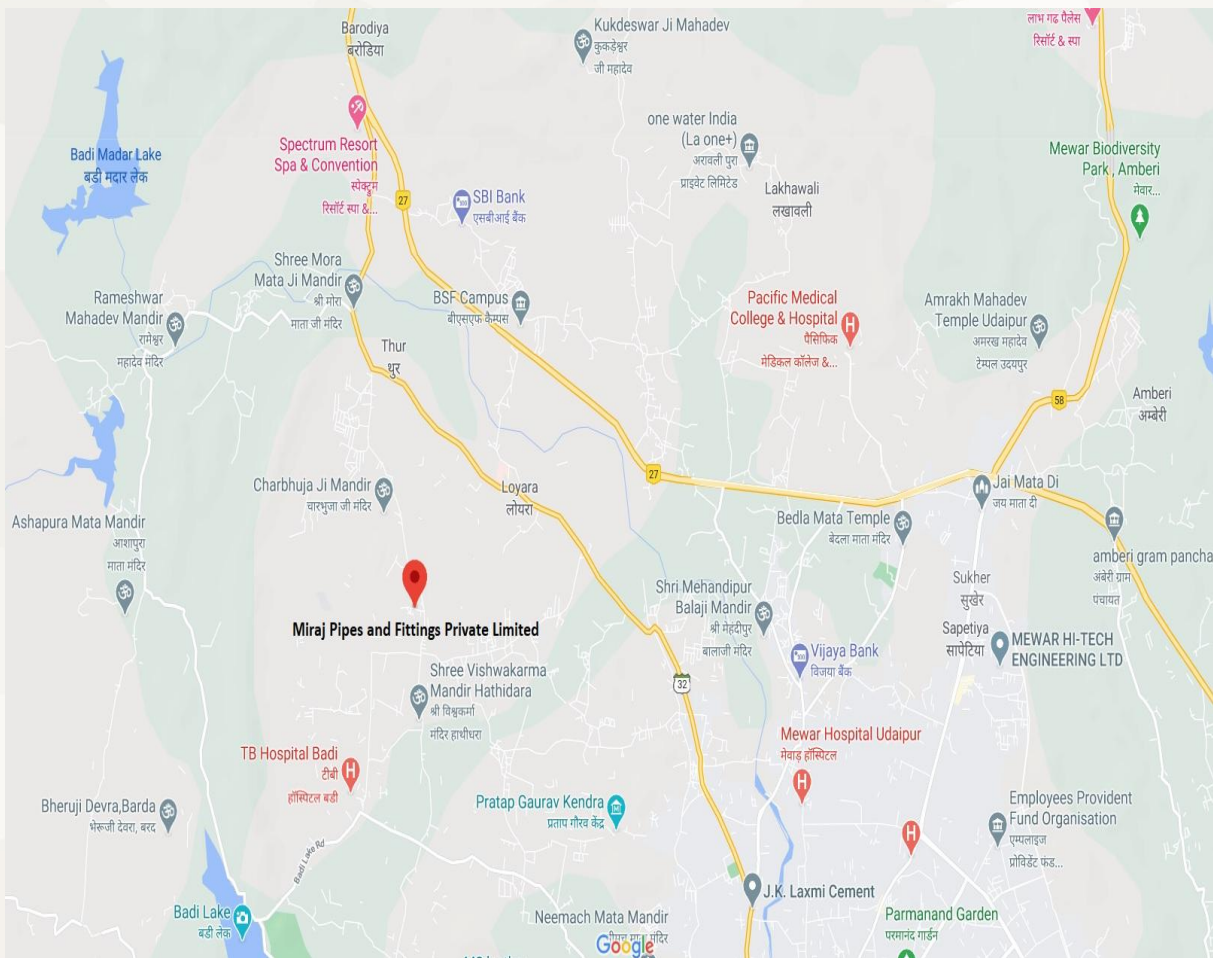


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Route map of the venue of the 18th Annual General Meeting of Miraj Pipes and Fittings Private Limited



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If undelivered,
Please return to Registered Office of the Company at:
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