



MIRAJ

PIPES AND FITTINGS PRIVATE LIMITED

Registered Office : Opposite Gangotri, Badi - Thur Road, Fenyon Ka Guda, Udaipur, Rajasthan, India, PIN-313001
CIN : U25209RJ2004PTC019879

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the Members of **MIRAJ PIPES AND FITTINGS PRIVATE LIMITED** is scheduled to be held on **Wednesday, the 9th day of May, 2018** at 1:00 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 business:

SPECIAL BUSINESS:

Item No. 1 – Substitution of the Heading of Memorandum of Association of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any amendment thereto or re-enactment thereof), and/or subject to the approval of the Registrar of Companies, Rajasthan or any other statutory or regulatory or competent authority (ies), as may be necessary, consent of the Members be and is hereby accorded for substituting / replacing / amending the existing heading of the Memorandum of Association in the manner as mentioned below:–

**THE COMPANIES ACT, 2013
MEMORANDUM OF ASSOCIATION
OF
MIRAJ PIPES AND FITTINGS PRIVATE LIMITED
(COMPANY LIMITED BY SHARES)
(INCORPORATED UNDER THE COMPANIES ACT, 1956)**

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized, to do all such acts, deeds, matters and things as may be deemed necessary and expedient, including filing the requisite E-forms with Ministry of Corporate Affairs, submission of documents with any regulatory authorities for giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto, on behalf of the Company.”



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Item No. 2 – Substitution / Renaming/ Alteration in the Objects Clause of the Memorandum of Association of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any amendment thereto or re-enactment thereof), and/or subject to the approval of the Registrar of Companies, Rajasthan or any other statutory or regulatory or competent authority (ies), as may be necessary, consent of the Members be and is hereby accorded for:

- I. Renaming the Clause III (A) and III (B) of the Memorandum of Association of the Company, as under:

III (A) – The Main objects to be pursued by the company on its incorporation are:

III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

- II. Replacing / appending the following sub clause 1 to 32 of Clause III (B) of the Memorandum of Association of the company with new sub clause 1 to 42.
- III. Deleting the existing Clause III (C) Other Objects consisting of sub-clauses 01 to 51 of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized, to do all such acts, deeds, matters and things as may be deemed necessary and expedient, including filing the requisite E-forms with Ministry of Corporate Affairs, submission of documents with any regulatory authorities for giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto, on behalf of the Company.”

Item No. 3 – Amendment of the Liability Clause of Memorandum of Association:

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



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“**RESOLVED THAT** pursuant to the provisions of section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any amendment thereto or re-enactment thereof), and/or subject to the approval of the Registrar of Companies, Rajasthan or any other statutory or regulatory or competent authority(ies), as may be necessary, consent of the Members be and is hereby accorded for altering the Clause IV of the Memorandum of Association of the Company by replacing the existing Clause IV with the following new Clause IV:

IV. The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized, to do all such acts, deeds, matters and things as may be deemed necessary and expedient, including filing the requisite E-forms with Ministry of Corporate Affairs, submission of documents with any regulatory authorities for giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto, on behalf of the Company.”

Item No. 4 – Adoption of New Set of Articles of Association:

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

“**RESOLVED THAT** pursuant to the provisions of section 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any amendment thereto or re-enactment thereof), and/or subject to the approval of the Registrar of Companies, Rajasthan or any other statutory or regulatory or competent authority(ies), as may be necessary, the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations 1 to 65 with the new regulations 1 to 88 and adopted as the Articles of Association of the Company.



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RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized, to do all such acts, deeds, matters and things as may be deemed necessary and expedient, including filing the requisite E-forms with Ministry of Corporate Affairs, submission of documents with any regulatory authorities for giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto, on behalf of the Company.”

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

Sd/-

Name: **Pushendra Jain**

Designation: **Director**

DIN: **03228950**

Address: **87 Dhan Mandi Road Udaipur, Rajasthan,
India, Pin-313001**

Date: 23rd March, 2018

Place: Udaipur



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NOTES:

1. EXPLANATORY STATEMENT:

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in item is annexed.

2. PROXY:

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.

During the period beginning 24 hours before the time fixed for the commencement of the 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, provided not less than 3 days written notice is given to the Company.

3. ATTENDANCE SLIP:

Members/proxies/authorized representative should bring and furnish the duly filled Attendance slip (copy enclosed herewith) along with a valid identity proof such as the PAN Card, Passport, AADHAR Card or Driving License and tender at the registration counters at the venue of the Extraordinary General Meeting and seek registration before entering the meeting hall.

4. CORPORATE MEMBERS:

Corporate Members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend the Extraordinary General Meeting.

5. Members are requested to bring their copy of the notice with them at the Extraordinary General Meeting as no extra copies of notice will be distributed at the meeting venue.



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6. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
7. Electronic copy of the Notice is being sent to all the Members whose email addresses are registered with the Company/depository participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Notice is being sent in the permitted mode.
8. Route Map showing directions to reach to the venue of the Extraordinary General Meeting is annexed and forms part of this Notice.

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

Sd/-

Name: **Pushendra Jain**

Designation: **Director**

DIN: **03228950**

Address: **87 Dhan Mandi Road, Udaipur,
Rajasthan, India, Pin-313001**

Date: 23rd March, 2018

Place: Udaipur



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ANNEXURE TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 to 3:

In order to comply with the provisions of section 4 of the Companies Act, 2013, the Company proposes to alter/amend/delete/omit/replace/append the headings, sub-heading, clauses of Memorandum of Association (MOA). The proposed modifications in MOA are carried out to give effect to the provisions of the Companies Act, 2013.

Consequent to the proposed deletions of the entire Other Objects Clause in the Memorandum of Association and the existing sub-clause 1 to 32 of Clause III (B) of the Memorandum of Association of the Company is also being proposed to replace with the new sub-clause 1 to 42.

Pursuant to provisions of section 13 of the Companies Act, 2013, the approval of shareholders of the Company is required by way of a special resolution for the proposed alteration in the Memorandum of Association of the Company, as mentioned in agenda item nos. 1 to 3 of this Notice.

A copy of the existing and altered MOA will be available for inspection at the Extraordinary General Meeting and such copy will also be made available for inspection in physical or in electronic form on all working days during the business hours i.e. from 9:00 A.M. to 6:00 P.M., at the registered office of the Company.

The Board of Directors recommend passing of the special resolutions set out in item Nos. 1 to 3 of the accompanying Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolutions set out at Item Nos. 1 to 3 of the Notice.

ITEM No. 4:

The Existing regulations 1 to 65 of the Articles of Association (AOA) are proposed to be replaced by the new set of regulations 1 to 88 and proposed to be adopted as new set of Articles



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of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013.

Pursuant to provisions of section 14 of the Companies Act, 2013, the approval of shareholders of the Company is required by way of a special resolution for the proposed alteration in the Articles of Association of the Company, as mentioned in agenda item nos. 4 of this Notice.

A copy of the existing and altered AOA will be available for inspection at the Extraordinary General Meeting and such copy will also be made available for inspection in physical or in electronic form on all working days during the business hours i.e. from 9:00 A.M. to 6:00 P.M., at the registered office of the Company. The Board of Directors recommend passing of the special resolutions set out in item No. 4 of the accompanying Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolutions set out at Item No. 4 of the Notice.



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ATTENDANCE SLIP

CIN:	U25209RJ2004PTC019879
Name of the Company:	Miraj Pipes and Fittings Private Limited
Registered Office:	Opposite Gangotri Badi- Thur Road, Fenyon Ka Guda Udaipur, Rajasthan, India, PIN- 313001

Extraordinary General Meeting – 9th May, 2018

Folio No.	
No. of shares held	

I certify that I am a member / proxy / authorised representative for the member of the Company.

I hereby record my presence at the Extraordinary General Meeting of the Company held on Wednesday, the 9th day of May, 2018 at 1:00 P.M. at the registered office of the Company at Opposite Gangotri Badi- Thur Road, Fenyon Ka Guda Udaipur, Rajasthan, India, PIN- 313001.

.....
Name of Member / Proxy

(In BLOCK letter)

.....
Signature of Member / Proxy

NOTE: Please fill up this attendance slip and hand it over at the entrance of meeting hall. Members are requested to bring their copy of Notice of the Extraordinary General Meeting for reference at 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]

CIN:	U25209RJ2004PTC019879
Name of the Company:	Miraj Pipes and Fittings Private Limited
Registered Office:	Opposite Gangotri Badi- Thur Road, Fenyon Ka Guda Udaipur, Rajasthan, India, PIN- 313001
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 Extra-Ordinary General Meeting of the Company held on Wednesday, the 9th day of May, 2018 at 1:00 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	SUBSTITUTION OF THE HEADING OF MEMORANDUM OF ASSOCIATION OF THE COMPANY			
2	SUBSTITUTION / RENAMING/ ALTERATION IN THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY			
3	AMENDMENT OF THE LIABILITY CLAUSE OF MEMORANDUM OF ASSOCIATION			
4	ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION			

Affix revenue stamp of not less than Re. 1/-

Signed this.....day of2018

.....
Signature of Member

.....
Signature of Proxy holder(s)

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.

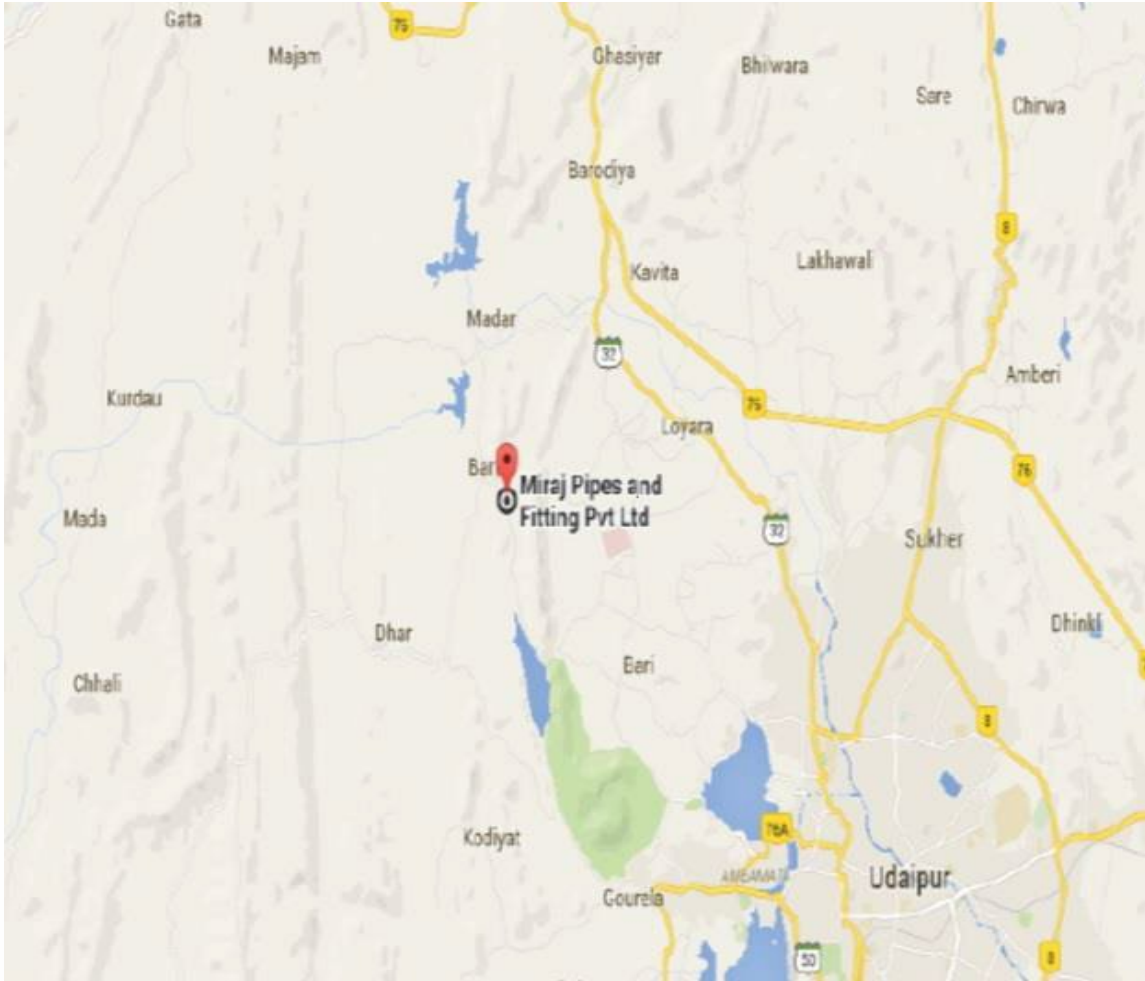


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Route map of the venue of Extraordinary General Meeting of Miraj Pipes And Fittings Private Limited



Registered office : Miraj Pipes and Fittings Private Limited
Opposite Gangotri Badi-Thur Road, Fenyon Ka Guda,
Udaipur, Rajasthan, India, PIN - 313001

If undelivered,

Please return to Registered Office of the Company at:
Miraj Pipes and Fittings Private Limited
Opposite Gangotri Badi-Thur Road, Fenyon Ka Guda,
Udaipur, Rajasthan, India, PIN -313001