



MIRAJ

PIPES AND FITTINGS PRIVATE LIMITED

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

CIN : U25209RJ2004PTC019879

**NOTICE
OF
1ST EXTRAORDINARY
GENERAL MEETING
OF
2019-20**



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**NOTICE OF
01ST EXTRAORDINARY GENERAL MEETING
OF 2019-20**

Date	24 th February, 2020
Day	Monday
Time	05.00 P.M.
Venue (Registered Office)	Opposite Gangotri, Badi – Thur Road, Fenyon Ka Guda, Udaipur, Rajasthan, India PIN-313001

Board of Directors	Mr. Pradeep Sadanand Kolaskar (DIN: 08318509) Mr. Pushendra Jain (DIN: 03228950)
Auditors	M/s Jain Nilesh And Company Chartered Accountants, Firm Registration No. 018943C 1338-A, Prabhatnagar, Sector-5, Hiranmagri, Udaipur, Rajasthan, India, PIN – 313001
Registered Office	Opposite Gangotri, Badi – Thur Road, Fenyon Ka Guda, Udaipur, Rajasthan, India PIN-313001
CIN	U25209RJ2004PTC019879
Email	cs@mirajgroup.in

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NOTICE

NOTICE is hereby given that the 01st Extra ordinary General Meeting of 2019-20 (“the meeting” or “EGM”) of the Members of **MIRAJ PIPES AND FITTINGS PRIVATE LIMITED** is scheduled to be held on Monday, the 24th day of February, 2020 at 05:00 P.M. at 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:

1. CONVERSION OF LOAN INTO SHARES:

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

“**RESOLVED THAT** pursuant to Section 62 (3) 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), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “**Board**”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution, to the extent permitted by law), on the terms and conditions contained in the financing / loan documents, such terms and conditions to provide, *inter alia*, to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not, including outstanding interest thereon), (as already stipulated or as may be specified by the Financial Institutions / Banks / Companies / Body Corporate / Persons etc. under the financing documents executed or to be executed in respect of the financial assistances which have already been availed or which may be availed by the Company) under the lending arrangements, (existing and/or future arrangements), with various Financial Institutions / Banks / Companies / Body Corporate / Persons etc. (hereinafter collectively referred to as the “**Lenders**”), at the option of the Lenders, the loans or any other financial assistance categorized as loans (hereinafter referred to as the “**Financial Assistances**”), in Foreign Currency or Indian Rupees, which have already been availed from the Lenders or as may be availed from the Lenders, from time to time, in one or more tranches, not exceeding Rs. 150 Crores (Rupees One Hundred Fifty Crores), each such Financial Assistances being separate and distinct from the other, into fully paid up shares of the Company on such terms and conditions as may be stipulated in the financing / loan documents and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company



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(hereinafter referred to as the “Notice of Conversion”) and in accordance with the following conditions:

1. the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistances;
2. on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders may accept the same in satisfaction of the part of the loans so converted;
3. the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment installments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted.
4. the loans shall be converted into shares at a price to be determined by the Board of Director of the Company, in accordance with the applicable Laws / Regulations at the time of such conversion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistances, from time to time, with an option to convert the Financial Assistances into shares of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing / loan documents.

RESOLVED FURTHER THAT on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up shares in the Company to such Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of shares for conversion of the outstanding portion of the loans as may be desired by the Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by



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the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

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

Sd/-

Name: **Pushpendra Jain**

Designation: **Director**

DIN: **03228950**

Address: **87, Dhan Mandi Road,
Lakhara Chowk, Udaipur,
Rajasthan, India, PIN-313001**

Date: **18th January, 2020**

Place: **Udaipur**



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NOTES:

1. EXPLANATORY STATEMENT:

The Explanatory Statement pursuant to sub-section (1) of section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto and forms part of the Notice.

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. NOTIFICATION BY SHAREHOLDERS:

Shareholders are requested to notify change of address, bank particulars, NECS particulars etc., if any, immediately at the registered office of the company in writing.

4. INSPECTION OF RECORDS:

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 i.e. from 9:00 A.M. to 6:00 P.M. The said Registers



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shall also be produced at the commencement of meeting and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.

All documents referred to in the Notice are available for inspection of the members at the Company's registered office on all working days during business hours i.e. from 9:00 A.M. to 6:00 P.M. and shall also be placed in the ensuing EGM for the purpose of verification by members.

5. **GREEN INITIATIVE IN CORPORATE GOVERNANCE:**

In terms of provisions of Section 101 and 136 of the Companies Act, 2013 and Rules made there under, Shareholders who have opted to receive the Notice convening the General Meetings, Financial Statement, Board's Report, Auditors' Report etc. in electronic form, by registering their e-mail addresses with the Company, are being sent with such documents in the electronic form.

As a Shareholder of the Company; you are entitled to be furnished, free of cost, with the copies of such documents upon receipt of requisition from you to that effect.

6. **REGISTRATION OF E-MAIL ADDRESS:**

Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars etc. from the company electronically.

7. **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 EGM.

8. **ATTENDANCE SLIP:**

Members/proxies/authorized representative should bring and furnish the duly filled Attendance slip (copy enclosed herewith) along with a valid identity proof and tender at the registration counters at the venue of the EGM and seek registration before entering the meeting hall.



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9. Members are requested to bring their copy of the notice with them at the EGM as no extra copies of notice will be distributed at the meeting venue.
10. Route Map showing directions to reach to the venue of the EGM is given at the end of this Notice.

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

Sd/-

Name: **Pushpendra Jain**

Designation: **Director**

DIN : **03228950**

Date: **18th January, 2020**

Place: **Udaipur**

Address: **87, Dhan Mandi Road, Lakhara Chowk,
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EXPLANATORY STATEMENT:

The following explanatory statement, pursuant to section 102 of the Companies Act, 2013 ('the Act'), sets out all material facts relating to the businesses mentioned in the accompanying Notice.

Item No. 1:

In line with the regulatory changes in the recent past, the changes in the Companies Act, 1956, the Company has been advised to pass a Special Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made there-under to enable the Financial Institutions / Banks / Companies / Body Corporate / Persons etc. (hereinafter referred to as the "Lenders") to convert the outstanding loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistances"), in foreign currency or Indian Rupee, already availed from the Lenders or as may be availed from the Lenders, from time to time, in one or more tranches, at their option, into shares of the Company upon such terms and conditions as may be deemed appropriate by the Board, at a price to be determined in accordance with the applicable Laws / Regulations at the time of such conversion.

Accordingly, the Board recommends the resolution as set out in Item No. 1, to enable the Lenders, in terms of the lending arrangements, entered/to be entered, and as may be specified by the Financial Institutions / Banks / Companies / Body Corporate / Persons etc. under the financing documents already executed or to be executed in respect of the Financial Assistances availed/to be availed, at their option, to convert the whole or part of their respective outstanding Financial Assistances into shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board, at a price to be determined in accordance with the applicable Laws / Regulations at the time of such conversion.

Since decisions for raising the Financial Assistances or agreeing to terms and conditions for raising the Financial Assistances (including option to convert loan into shares) are required to be taken on quick basis, especially keeping in view the interest of the Company, it may not be feasible for the Company to seek shareholders consent each and every time, in view of the timings and the expenses involved, hence this resolution.

Pursuant to provisions of Section 62(3) of the Companies Act, 2013, this resolution requires approval of the members by way of passing of a Special Resolution. Hence, the Board recommends the said enabling resolution for the approval of the members.



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None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be interested / concerned in this resolution, except to their respective shareholdings in the Company, if any.

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

Sd/-

Name: **Pushendra Jain**

Designation: **Director**

DIN : **03228950**

Date: **18th January, 2020**

Place: **Udaipur**

Address: **87, Dhan Mandi Road, Lakhara Chowk,
Udaipur, Rajasthan, India, PIN-313001**



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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

1st Extra Ordinary General Meeting of 2019-20 - 24th February, 2020

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 01st Extra Ordinary General Meeting of 2019-20 of the Company on Monday, the 24th day of February, 2020 at 05:00 P.M. at 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 copies of the notice 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]

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 01st Extra Ordinary General Meeting of 2019-20 of the Company on Monday, the 24th day of February, 2020 at 05:00 P.M. at 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
SPECIAL BUSINESS				
1	CONVERSION OF LOAN INTO SHARES			

Signed this.....day of.....2020

.....
Signature of Member

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

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

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.

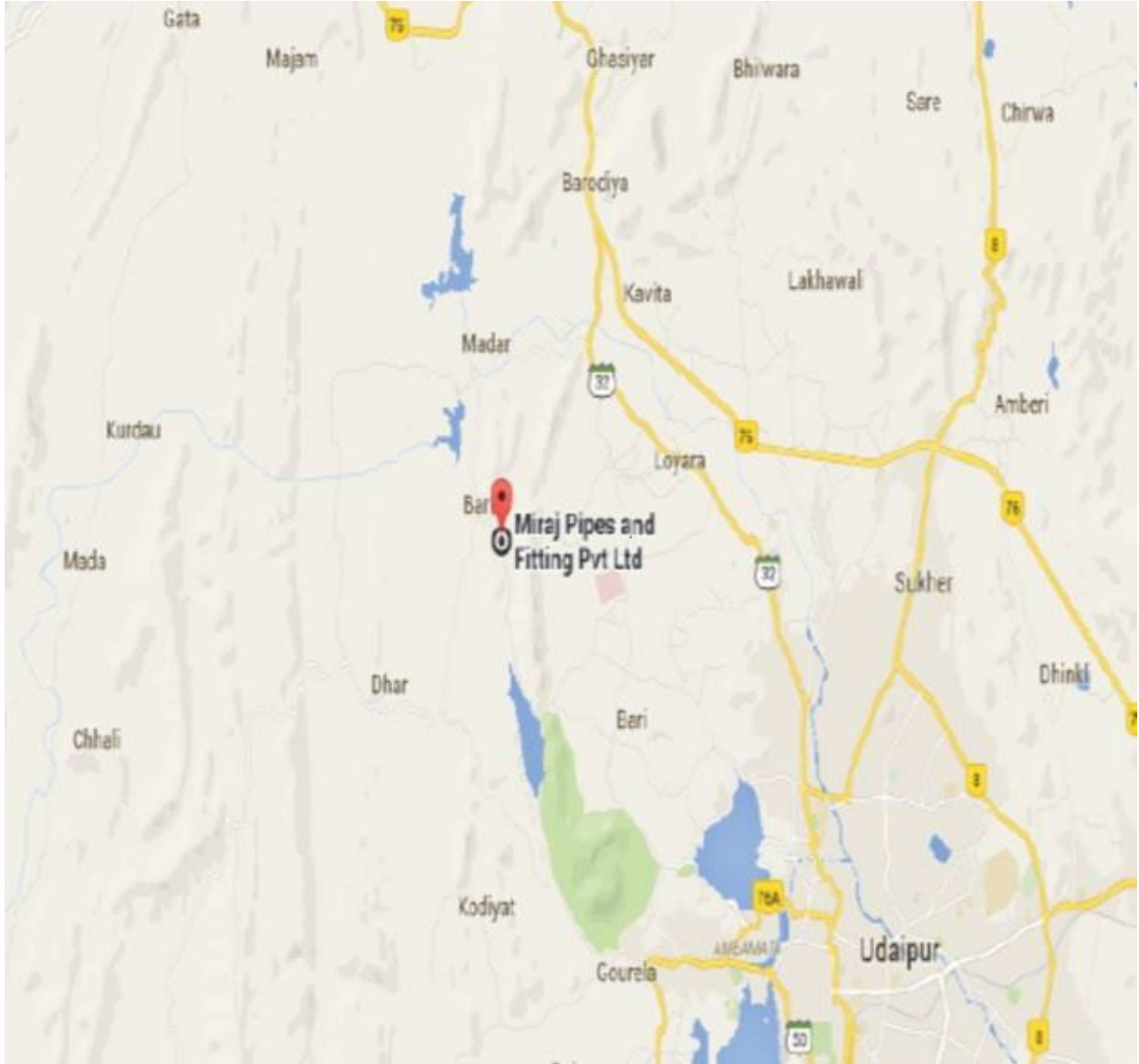


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Route map of the venue of the 01st Extra Ordinary General Meeting of 2019-20 of Miraj Pipes and Fittings Private Limited



Miraj Pipes And Fittings Private Limited
Opposite Gangotri, Badi-Thur Road, Fenyon Ka Guda,
Udaipur, Rajasthan, India, PIN-13001

If undelivered,
Please return to Registered Office of the Company at:
Miraj Pipes And Fittings Private Limited
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Udaipur, Rajasthan, India, PIN-313001