



MIRAJ

PIPES AND FITTINGS PVT. LTD.

Registered Office : Opposite Gangotri, Badi - Thur Road, Fenyon Ka Guda, Udaipur, Rajasthan, India PIN - 313 001
CIN : U25209RJ2004PTC019879

NOTICE

NOTICE is hereby given that the 11th Annual General Meeting of the Members of **MIRAJ PIPES AND FITTINGS PRIVATE LIMITED** will be held on Saturday, the 26th day of September, 2015 at 10:00 AM at the registered office of the Company at Opposite Gangotri, Badi-Thur Road, Fenyon Ka Guda, Udaipur, Rajasthan, India PIN - 313 001 to transact the following business:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Financial Statements

To Receive, Consider and Adopt the financial statements of the Company for the year ended March 31, 2015 and the reports of the Directors and Auditors thereon.

Item No. 2 - Ratification and Fixation of Remuneration of Auditors

To Ratify the Auditor and Fix of their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution thereof:

“RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, pursuant to the recommendations of the Board of Directors, and pursuant to the resolution passed by the members at the Annual General Meeting held on September 29th, 2014, the re-appointment of M/s. Jain Nilesh and Company, Chartered Accountants (**Firm Registration No. 018943C**) as the auditors of the Company to hold office from the conclusion of this Annual General Meeting to till the conclusion of the 14th Annual General Meeting of the company be and is hereby ratified, subject to further ratification by the members at every Annual General Meeting of the company held after this meeting and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be decided by the Board of Directors.”

SPECIAL BUSINESS:

Item No. 3-Appointment / regularization of Mr. Jitender Kumar (DIN: 03597813) as the Managing Director of the Company:



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

“RESOLVED THAT pursuant to provisions of Sections 196 and other applicable provisions, if any, of the Companies Act 2013, including any statutory modifications or reenactment(s) thereof, for the time being in force, the consent of the Company be and is hereby accorded to appoint Mr. Jitender Kumar (DIN : 03597813) as Managing Director of the Company for a period of five years from 01st April, 2015 to 31st March, 2020 on the basis of remuneration, terms and conditions set out in the agreement entered into by the company with him and will be paid following monthly salary:-

Basic Salary + DA	Rs. 62,100.00
Uniform All./Helper Reimb.	Rs. 3622.50
HRA	Rs. 24,840.00
Conv. Reimb./Car Reimb./Hire Chgs.	Rs. 10,350.00
Medical Allowance	Rs. 2,587.50
Special/HR Allowance	Rs. 10,716.00
Gross Salary	Rs. 1,14,216.00”

“RESOLVED FURHTER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Jitender Kumar (DIN: 03597813) and to do all such acts, deeds, matters and things as may be considered necessary for this purpose.”

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

Sd/-
Jitender Kumar
Managing Director
DIN 03597813

Place: Udaipur
Dated: 13.08.2015



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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 No. 3 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. RETIFICATION OF AUDITORS:** Pursuant to provisions to section 139,142 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 the appointment of M/s. Jain Nilesh & Company, Chartered Accountants (Firm Registration No. 018943C), who were re-appointed as statutory auditors of the company in the Annual General Meeting held on 29th September, 2014 to the conclusion of 14th Annual General Meeting, subject to ratification of the appointment by the members at every Annual General Meeting and to fix their remuneration is put up for the approval of members.
- 4. 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.
- 5. INSPECTION OF RECORDS:** Register of Contracts or arrangement in which Directors are interested as stipulated under Section 189 of the Companies Act, 2013



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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. 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.

6. **GREEN INITIATIVE IN CORPORATE GOVERNANCE:** In terms of provisions of Section 101 and 136 of the Companies Act, 2013 and Rules made thereunder, Shareholders who have opted to receive the Notice convening the general meetings, Financial Statements, Directors' 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.**
7. **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.
8. **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 Annual General Meeting.

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

Sd/-

Jitender Kumar
Managing Director
DIN 03597813

Place: Udaipur
Dated: 13.08.2015



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ANNEXURE TO THE NOTICE OF THE 11TH ANNUAL GENERAL MEETING Explanatory Statement in respect of the Special Business pursuant to section 102 of the Companies Act, 2013

Item no. 3:

Mr. Jitender Kumar, Director of the Company designated as CEO, having vast practical business experience of more than 20 year in industry, has played an integral and very instrumental in growth of Company. Keeping in view of his role and responsibilities in the organization and his past working experience, the Board of Directors at their meeting dated 01stApril, 2015, appointed Mr. Jitender Kumar (DIN: 03597813) as the Managing Director of the Company for a period of five years with effect from 01stApril, 2015 to 31stMarch, 2020 pursuant to the provisions of section 196 of the Companies Act, 2013 and subject to the approval of the members of the Company in General Meeting.

Therefore your director recommends appointment of Mr. Jitender Kumar as Managing Director of the Company in terms of section 196 of the Companies Act, 2013 for a period of five year w.e.f. from 01stApril, 2015 to 31st March, 2020 on the terms and conditions more specified in agreement dated 01st April, 2015 executed by and between Mr. Jitender Kumar and the Company.

The said agreement shall 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. A copy of the said agreement is also available for inspection by members at the registered office of the Company on any working days.

The particulars required to be disclosed in the explanatory statement in accordance with provisions of Secretarial Standard-2 related to appointment or re-appointment and/or fixation of remuneration of Directors including Managing Director, are enclosed in a separate statement and form a part of this notice.

No director, key managerial personnel or their relatives, except Mr. Jitender Kumar, to whom the resolution relates, are concerned or interested in this resolution.

The Board recommends the resolution set forth in Item no. 3 for the approval of the members.

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

Sd/-

Jitender Kumar
Managing Director

DIN 03597813

Place: Udaipur

Dated: 13.08.2015



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DETAILS OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT AND/OR FIXATION OF REMUNERATION AS REQUIRED UNDER SECRETARIAL STANDARD-2:

Name of Director	Mr. Jitender Kumar
DIN	03597813
Date of Birth	20/05/1971
Nationality	Indian
Qualifications	Graduate
Expertise in specific Functional areas	vast practical business experience of more than 20 year in pipe industry
terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per agreement executed by and between Mr. Jitender Kumar and Miraj Pipes and Fittings Pvt Ltd
The remuneration last drawn (March, 2015)	Rs. 1,03,833/- per month
Date of first appointment on the Board	20/08/2011
Date of Appointment (as Managing Director)	01/04/2015
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No inter-se relationship
The number of Meetings of the Board attended during the year (Financial Year 2014-15)	Five (5)
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil

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

Sd/-

**Jitender Kumar
Managing Director
DIN 03597813**

Place: Udaipur

Dated: 13.08.2015



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Folio No.	
No. of Shares Held	

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the venue of AGM

Name and address of the registered member	
Folio No./DP ID No./ Client ID No.	
No. of Shares	

I/We hereby record my/our presence at the 11thAnnual General Meeting of the Company on **Saturday, 26th day of September, 2015 at 10.00 A.M.** at Opposite Gangotri, Badi-Thur Road, Fenyon Ka Guda, Udaipur, Rajasthan, India, Pin - 313 001

Signature of the Member/Joint Member/Proxy attending 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 - 313 001
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 11th Annual General Meeting of the Company on Saturday, the 26th day of September, 2015 at 10:00 A.M. at the registered office of the Company at Opposite Gangotri, Badi-Thur Road, Fenyon Ka Guda, Udaipur, Rajasthan, India, Pin - 313 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1.	
2.	
3.	

Signed this.....day of.....2015

Signature of Shareholder:.....

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

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

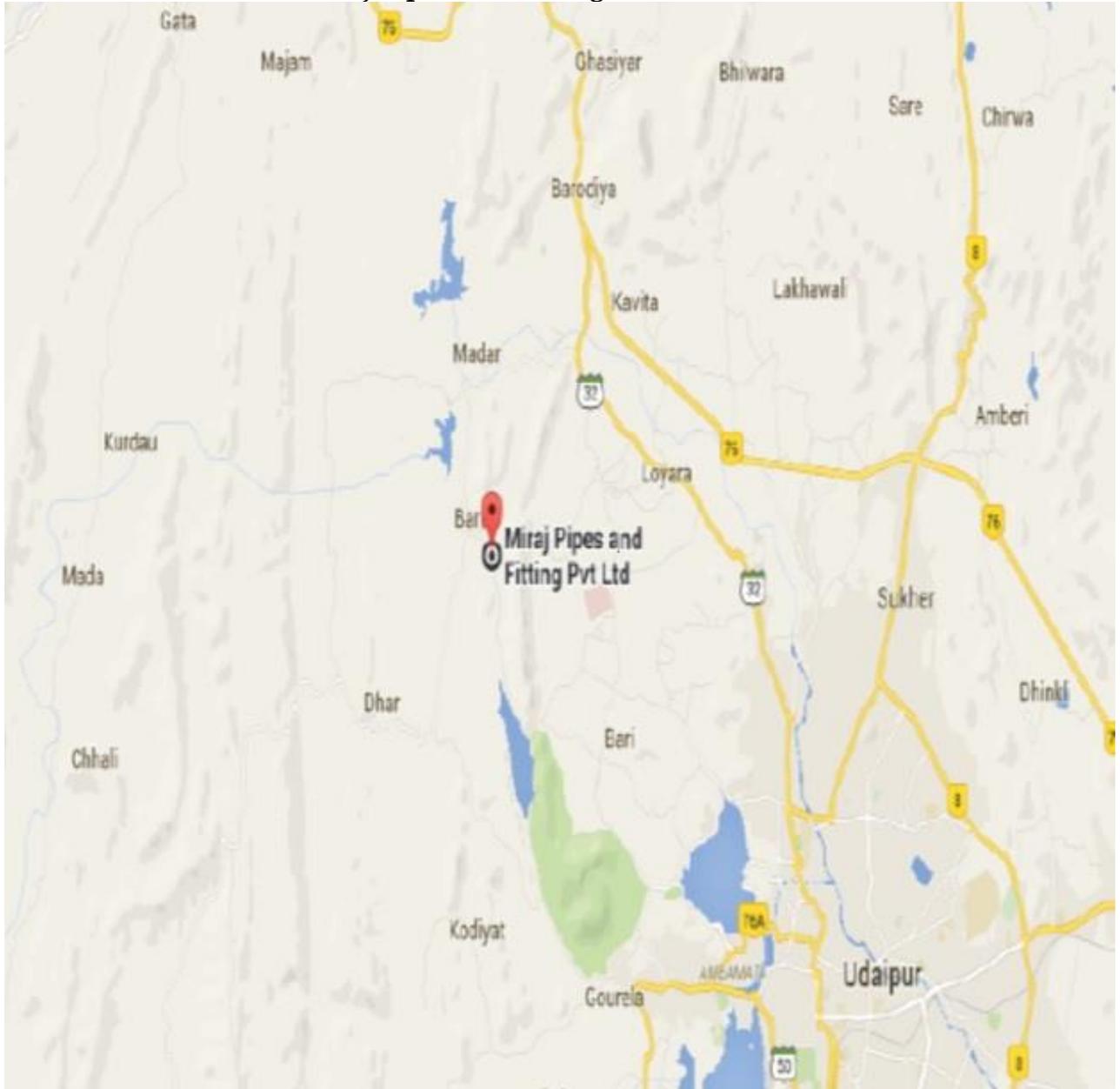


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Route map of the venue of the 11th annual general meeting of Miraj Pipes And Fittings Private Limited



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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Fenyon Ka Guda, Udaipur, Rajasthan, India, Pin - 313 001.

[f/mirajgroup](https://www.mirajpipes.com) • www.mirajpipes.com

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