



# 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

**NOTICE** is hereby given that the 16<sup>th</sup> Annual General Meeting (“AGM” or “Meeting”) of the Members of **MIRAJ PIPES AND FITTINGS PRIVATE LIMITED** will be held on Wednesday, the 30<sup>th</sup> day of September, 2020 at 05.30 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. ADOPTION OF AUDITED FINANCIAL STATEMENT TOGETHER WITH REPORT OF THE BOARD OF DIRECTORS AND AUDITORS:**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020 and the Report of the Board of Directors (“the Board”) and Auditors thereon.

### **SPECIAL BUSINESS:**

#### **2. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR 2020-21:**

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 other applicable provisions, if any, of the Companies Act, 2013 read with rule 14 (Remuneration of the Cost Auditor) of The Companies (Cost Record and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable tax and out of pocket expenses, if any, payable to M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No.000024), Jaipur, appointed by the Board of Directors, in their meeting duly held on 18<sup>th</sup> April, 2020, as Cost Auditors to conduct the audit of cost records of the Company for the financial year commencing on 1<sup>st</sup> April, 2020 and ending on 31<sup>st</sup> March, 2021, 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. APPOINTMENT OF MR. ADITYA PRAKASH YADAV (DIN: 08860629) AS DIRECTOR [PROFESSIONAL – EXECUTIVE] OF THE COMPANY:**

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 152 and any other applicable provisions of the Companies Act, 2013, if any and rules made there under, Mr. Aditya Prakash Yadav (DIN: 08860629) who was appointed as an additional director of the Company by the Board at its meeting held on 03<sup>rd</sup> September, 2020 in terms of Section 161 of the Companies Act, 2013 and Article 64 of Articles of Association of the Company (“AOA”), to hold the office up to conclusion of this Annual General Meeting be and is hereby appointed as a Director [Professional – Executive] of the Company.”

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

Sd/-

Name: **Pradeep Sadanand Kolaskar**

Designation: **Director**

DIN: **08318509**

Date: **03<sup>rd</sup> September, 2020**

Place: **Udaipur**

Address: **Miraj Pipes and Fittings Private Limited, Opp Gangotri  
B, Udaipur, Rajasthan, India, PIN-313001**



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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, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Member maintained under Section 88 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 09:00 A.M. to 06:00 P.M. The said Registers shall also be produced at the



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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.

All documents referred to in the Notice will be available for inspection of the members at the Company's registered office on all working days during business hours i.e. from 09:00 A.M. to 06:00 P.M. and shall also be placed in the ensuing AGM 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 Statements, 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 AGM.

## 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 such as the PAN Card / Passport / AADHAAR Card or Driving License and tender at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.

9. Members are requested to bring their copy of the notice with them at the AGM as no extra copies of notice will be distributed at the meeting venue.



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## 10. ROUTE MAP:

Route Map showing directions to reach to the venue of the AGM is given at the end of this Annual Report.

11. A brief details / resume of Mr. Aditya Prakash Yadav, 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. 2 AS REQUIRED UNDER POINT 1.2.5 OF SECRETARIAL STANDARD-2:

Name of Director	Mr. Aditya Prakash Yadav
DIN	08860629
Date of Birth	21/07/1966
Nationality	Indian
Qualifications	Bachelor's degree in Physics and Statistics [B.Sc.] from University of Allahabad and Master's Degree in Marketing [MBA in Marketing] from Birla Institute of Technology, Mesra (Ranchi)
Expertise in specific Functional Areas	Having vast practical business experience of more than Twenty-Six (26) years in Sales and Marketing Field in the renowned companies.
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. Presently Mr. Aditya Prakash Yadav is drawing remuneration of Rs. 3,84,800 (Rupees Three Lakh Eighty-Four Thousand Eight Hundred Only) per month as salary and the same is being proposed / sought to be paid on appointment.
The remuneration last drawn	Rs. 3,84,800 (Rupees Three Lakh Eighty-Four Thousand Eight Hundred Only) per month
Date of first appointment on the Board	03/09/2020



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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. Aditya Prakash Yadav and other members of the Board and Key Managerial Personnel of the Company
The number of Meetings of the Board attended during the financial year 2019-20	Not Applicable
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: **Pradeep Sadanand Kolaskar**

Designation: **Director**

DIN: **08318509**

Date: **03<sup>rd</sup> September, 2020**

Address: **Miraj Pipes and Fittings Private Limited, Opp Gangotri**

Place: **Udaipur**

**B, Udaipur, Rajasthan, India, PIN-313001**



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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. 2: Ratification of Remuneration Payable to Cost Auditors for the Financial Year 2020-21:

The Company is engaged in the manufacture of Pipes and Fittings (Plastics and polymers) and maintaining cost records and getting them audited under the provisions of the Companies Act, 2013.

The Board of Directors, at its Meeting held on 18<sup>th</sup> April, 2020, has approved the appointment and remuneration of M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No.000024), Jaipur as Cost Auditors of the Company, for conducting the audit of the cost records of the Company, for the financial year commencing on 1<sup>st</sup> April, 2020 and ending on 31<sup>st</sup> March, 2021 at a remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable tax and out of pocket expenses, if any, subject to ratification of remuneration by the members of the company in this Annual General Meeting

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of a Company are required to ratify the remuneration to be paid to the Cost Auditors 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 Auditors for conducting the audit of the cost records of the Company for the Financial Year ending 31<sup>st</sup> March, 2020.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said Resolution.

A brief profile of M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No.000024), Jaipur along with letter of appointment as issued by the Company to Cost Auditors shall be available for inspection at the Registered Office of the Company during the office hours.



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### Item No. 3: Appointment of Mr. Aditya Prakash Yadav (Din: 08860629) as Director [Professional – Executive] of the Company:

The Board of Directors had appointed Mr. Aditya Prakash Yadav (DIN: 08860629) as an Additional Director w.e.f. 03<sup>rd</sup> September, 2020. In terms of Section 161 of the Companies Act, 2013 read with Article 64 of the Articles of Association of the Company, Mr. Aditya Prakash Yadav (DIN: 08860629) holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting. Mr. Aditya Prakash Yadav (DIN: 08860629), being eligible has offered himself for appointment as a Director of the Company.

The resolution seeks the approval of members for the appointment of Mr. Aditya Prakash Yadav (DIN: 08860629) as Director of the Company. The Board recommends the resolution set forth in Item no. 3 for the approval of the members.

In this context, the Company has received from Mr. Aditya Prakash Yadav (DIN: 08860629) (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & 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. Aditya Prakash Yadav (DIN: 08860629), pursuant to standard 1.2.5 of the Secretarial Standard on General Meetings (SS-2), is provided in notes to this Notice.

None of the director, key managerial personnel or their relatives, except Mr. Aditya Prakash Yadav (DIN: 08860629), to whom the resolution relates, are interested or concerned, financially or otherwise, in the resolution.

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

Sd/-

Name: **Pradeep Sadanand Kolaskar**

Designation: **Director**

DIN: **08318509**

Date: **03<sup>rd</sup> September, 2020**

Place: **Udaipur**

Address: **Miraj Pipes and Fittings Private Limited, Opp Gangotri  
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## ATTENDANCE SLIP

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

## 16<sup>th</sup> Annual General Meeting

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 **16<sup>th</sup> Annual General Meeting** of the Company on Wednesday, the 30<sup>th</sup> day of September, 2020 at 05.30 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 copies of the Annual Report to the AGM



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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	:	<b>Miraj Pipes and Fittings Private Limited</b>
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	



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As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **16<sup>th</sup> Annual General Meeting** of the Company on Wednesday, the 30<sup>th</sup> day of September, 2020 at 05.30 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:

Resolution No.	Resolution	Vote (Optional See Note 2) (Please mention no. of Shares)		
		For	Against	Abstain
<b>ORDINARY BUSINESS:</b>				
1	ADOPTION OF AUDITED FINANCIAL STATEMENT TOGETHER WITH REPORT OF THE BOARD OF DIRECTORS AND AUDITORS			
<b>SPECIAL BUSINESS:</b>				
2	RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR 2020-21			
3	APPOINTMENT OF MR. ADITYA PRAKASH YADAV (DIN: 08860629) AS DIRECTOR [PROFESSIONAL – EXECUTIVE] OF THE COMPANY			

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.

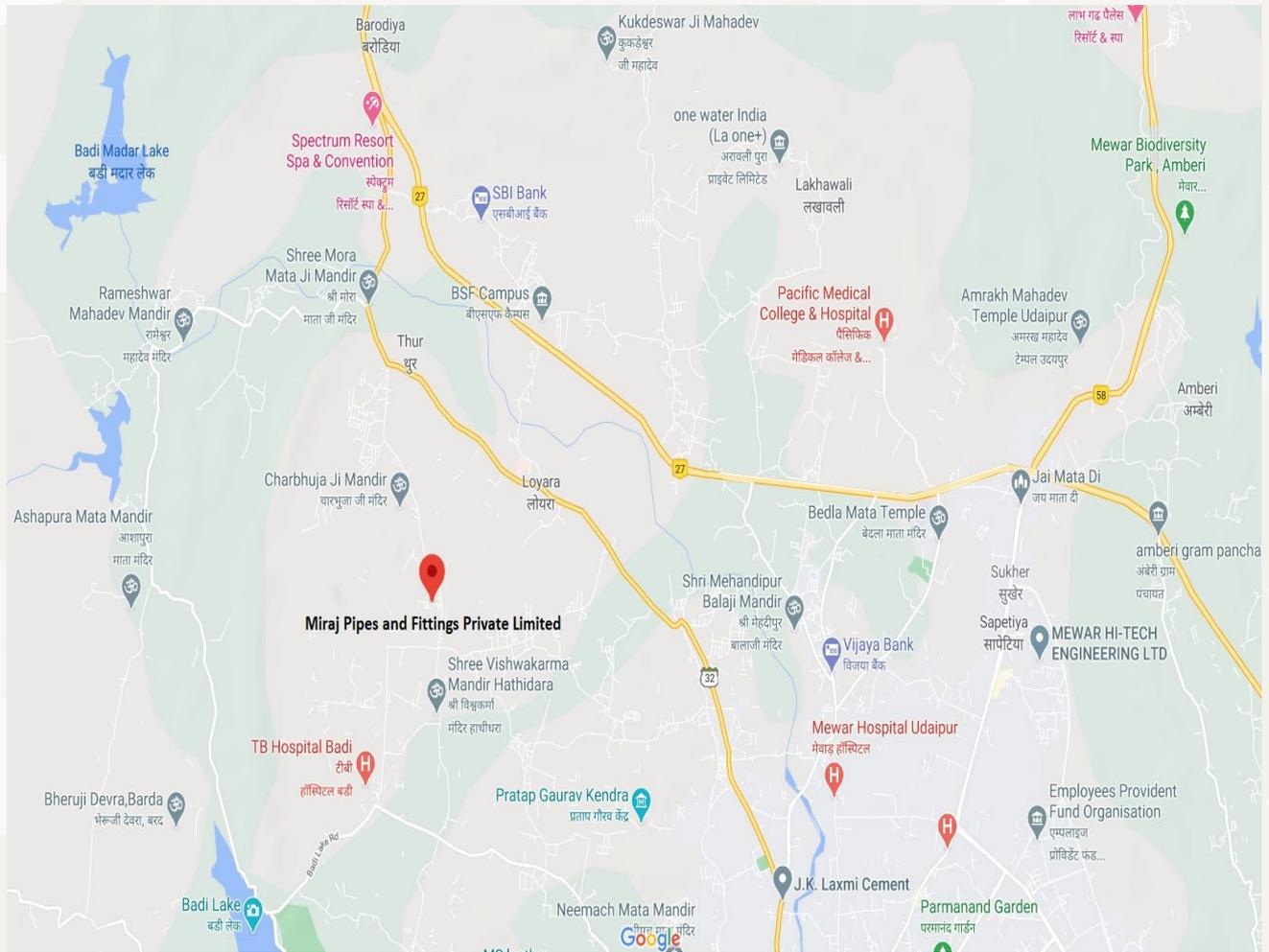


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## Route map of the venue of the 16<sup>th</sup> Annual General Meeting of Miraj Pipes and Fittings Private Limited



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**If undelivered,**  
**Please return to Registered Office of the Company at:**  
**Miraj Pipes and Fittings Private Limited**  
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