

#### NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the members of Tijaria Polypipes Limited will be held on Monday, January 09, 2023 at 11:30 AM at the Registered Office of the Company at SP-1-2316, RIICO Industrial Area, Ramchandrapura, and Sitapura Ext. Jaipur-302022 to transact the following business:

#### **SPECIAL BUSINESS:**

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

"RESOLVED THAT, pursuant to Section 10 of Insolvency and Bankruptcy Code, 2016 and other applicable provisions of law, if any, for the time being in force in India, the consent of the members of the Company be and is, hereby, accorded to initiate Corporate Insolvency Resolution Process (CIRP), voluntarily, and file an application before the Hon'ble National Company Law Tribunal, Bench at Jaipur, Rajasthan under Section 10 of Insolvency and Bankruptcy Code, 2016."

"RESOLVED THAT The Board of Director of the company be and is hereby authorized to sign, verify and file the necessary application U/s 10 of Insolvency and Bankruptcy Code 2016 and rule made their under before the Hon'ble National Company Law Tribunal Jaipur.

"RESOLVED FURTHER THAT The Board of Director of the company be and is hereby authorized to prepare the Provisional Financial Statements and other documents as per the requirements of the Insolvency and Bankruptcy Code 2016."

"RESOLVED FURTHER THAT The Board of Director of the company also authorized to do all such acts, deeds and things and to sign the applications & all such documents, engage the advocate etc. as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

Date: 14th December, 2022

Place: Jaipur

By Order of the Board of Directors For Tijaria Polypipes, Limited

**JAIPUR** 

Praveen Jain Tijaria (Whole Time director) DIN NO.: 00115002

#### **NOTES:**

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.

Tel: 0141-2333722

E-mail: info@tijaria-pipes.com

SP-1-2316, RIICO Industrial Area Ramchandrapura, Sitapura Extn. Jaipur-302022 ( Raj.) India.

CIN - L25209RJ2006PLC022828



1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting power. A member holding more than 10% of the total share capital of the company may appoint single person as proxy and such person shall not act as a proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the Meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting.

- 2. Members are informed that in case of joint holders attending the meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.
- 3. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, January 03, 2023 to Monday, January 09, 2023 (both days inclusive) for the purpose of this Extraordinary General Meeting.
- 4. M/s Link Intime India Private Limited is the Registrar and Share Transfer Agent (RTA) for Physical Shares and is also the depository interface of the company with both CDSL and NSDL.
- 5. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, nominations, change of address, change of name and e-mail address, etc., to their Depository Participant. This will help the Company and the Company's Registrar and Transfer Agent, Link Intime India Pvt. Ltd to provide efficient and prompt services. Members holding shares in physical form are requested to intimate such changes to Registrar. Non-resident Indian members are requested to inform the company or its RTA or to the concerned DP's, the change in the residential status on return to India for permanent settlement and the particulars of NRE/NRO account with a bank in India, if not furnished earlier.
- 6. Members may now avail the facility of nomination by nominating, in the prescribed form, a person to whom their shares in the Company shall vest in the event of their death. Interested Members may write to the Registrars and Share Transfer Agents for the prescribed form.



A-130 (H), Road No. 9-D, Vishwakarma Industrial Area Jaipur-302013 (Raj.) India

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- 7. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during working hours between 10:00 a.m. to 5:00 p.m. except on holidays.
- 8. The Ministry of Corporate Affairs (MCA) vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively has taken a 'Green Initiative in Corporate Governance' and allowed Companies to send communication to the shareholders through electronic mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company or its Transfer Agent.
- 09. Electronic copy of the Notice of the Extraordinary General Meeting of the Company indicating, inter alia, the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s)/RTA 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 copies of the Notice of the Extraordinary General Meeting of the Company indicating, inter alia, the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- 10. Members may also note that the Notice of the Extraordinary General Meeting will also be available on the Company's website www.tijaria-pipes.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Jaipur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by permitted mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investors@tijaria-pipes.com

#### 11. Voting through Electronic means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at Extraordinary General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.





#### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 06 January, 2023 at 09:00 A.M. and ends on 08, January, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 02/01/2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 09/12/2022.

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ld in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders	Existing IDeAS user can visit the e-Services website of NSDL Viz.
holding securities in	https://eservices.nsdl.com either on a Personal Computer or on
demat mode with NSDL.	a mobile. On the e-Services home page click on the "Beneficial
	Owner" icon under "Login" which is available under 'IDeAS'
	section, this will prompt you to enter your existing User ID and
	Password. After successful authentication, you will be able to
	see e-Voting services under Value added services. Click on
	"Access to e-Voting" under e-Voting services and you will be
	able to see e-Voting page. Click on company name or e-Voting
1	service provider i.e. NSDL and you will be re-directed to e-
	Voting website of NSDL for casting your vote during the remote
	e-Voting period If you are not registered for IDeAS e-Services,
	option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> .
	Select "Register Online for IDeAS Portal" or click at
170 170 1	https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
hearth I have the	Visit the e-Voting website of NSDL. Open web browser by typing
once Office:	the following URL: https://www.evoting.nsdl.camd.either and a

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Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on









Individual Shareholders holding securities in demat mode with CDSL

Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

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If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. You can also login using the login credentials of your demat Shareholders Individual account through your Depository Participant registered with (holding securities NSDL/CDSL for e-Voting facility. upon logging in, you will be able demat mode) login to see e-Voting option. Click on e-Voting option, you will be through their depository redirected to NSDL/CDSL Depository site after successful participants authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type			Helpdesk details
Individual securities in	Shareholders demat mode with	holding n NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual securities in	Shareholders demat mode with	holding n CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

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B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

#### How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below:

Manner of holding shares i.e. Demat	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID
	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is  12************ then your user ID is  12***********************************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Correspondence of the Correspondence of the







If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

#### Step 2: Cast your vote electronically on NSDL e-Voting system.

#### How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in 1. which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-2. Voting period.

Now you are ready for e-Voting as the Voting page opens.

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Tel: 0141-2333722

E-mail: info@tijaria-pipes.com



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- 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to VINODNAREDI@gmail.com with a copy marked to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Manish Sharma at <a href="evoting@nsdl.co.in">evoting@nsdl.co.in</a>

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of

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PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (finance@tijaria-pipes.com)

- 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (finance@tijaria-pipes.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
- 3. Alternatively shareholder/members may send a request to <a href="evoting@nsdl.co.in">evoting@nsdl.co.in</a> for procuring user id and password for e-voting by providing above mentioned documents.
- 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following explanatory Statement set out all material facts relating to the Special business mentioned in the accompanying notice:

The net worth of the Company as per the latest audited financial statements has been Rs. (-147194570.00 (Negative Fourteen crore seventy one lakh ninety four Thousand five hundred and seventy). The total liabilities of the Company as per the latest audited financial statements of the Company have been Rs. 824231230 (Eighty two Crores fourty Two lakh thirty one thousand two hundred and thirty). The Board of Directors of the Company are of the opinion that the Company's state of assets may not be sufficient enough to pay off the debts and liabilities of the Company. The Board of Directors is also of the opinion that the business operations and opportunities of the Company may not be sufficient to service the cost of finance that is incidental to the debts raised by the Company. The Board of Directors of the Company place on record the intention of the Company to resolve the issue of servicing of debts incurred by the Company and also mentions that the means at the disposal of the Company, through which the debts of the company could be serviced or settled, are limited.

In light of the abovementioned background, the Board of Directors have considered the process of filing a suomotu application under Section 10 of the Insolvency and Bankruptcy Code, 2016 for initiating Corporate Insolvency Resolution Process (CIRP) with the Hon'ble Bench of National Company Law Tribunal, Jaipur, Rajasthan. The Board of Directors has considered this process to be in the interest of the stakeholders of the Company and shall help the Company to lessen the burden of debts and service the stakeholders of the Company in a better manner The Board of Directors seeks the support of the shareholders of the Company and wish to carry this motion and pass this motion with Special Majority.





The Board of Directors also mentions that none of the Directors of the Company is interested in passing of this resolution, except in the capacity of the member of the Company.

Date: 14th December, 2022

Place: Jaipur

By Order of the Board of Directors

For Tijaria Polypipes Limited

Praveen Jain Tijaria (Whole Time director) DIN NO: 00115002



#### **FORM 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		
Email Id		
Folio No./ DPID-Client ID		
I/We, being the membe hereby appoint  1.	r (s)	of Tijaria Polypipes Limited, holding shares
Name		
Address		
Email Id		
Signature		
Or failing him,		
Name		
Address		
Email Id		
Signature		
Or failing him,		
Name		
Address		
Email Id		
Signature		
1000		

as my/ our proxy to attend and vote (on a poll) for me as me/us and on my/ our behalf at the Extra Ordinary General Meeting of the Company, to be held on Monday, January 09, 2023 at

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11:30 AM at its Registered Office at SP-1-2316, RIICO Industrial Area, Ramchandrapura, Sitapura Ext. Jaipur-302022, and at any adjournment thereon in respect of such resolutions as are indicated below:

>	Special Business-	For	Against
1	Special Resolution		9
A	To consider and if thought fit to pass with or without modification(s) the following Resolution as Special Resolution  "RESOLVED THAT, pursuant to Section 10 of Insolvency and Bankruptcy Code, 2016 and other applicable provisions of law, if any, for the time being in force in India, the consent of the members of the Company be and is, hereby, accorded to initiate Corporate Insolvency Resolution Process (CIRP), voluntarily, and file an application before the Hon'ble National Company Law Tribunal, Bench at Jaipur, Rajasthan under Section 10 of Insolvency and Bankruptcy Code, 2016."		

Signed thisday of, 2023	Affix
31611cd (1113) 2020	revenue
Signature of Shareholder	stamp
Signature of Proxy holder(s)	

#### Notes:

- \*Please put a tick (V) in the appropriate column against the resolution as indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave the column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 1. This form of proxy in order to be effective should be duly completed and deposited at registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2. Proxy need not be a member of the Company.
- 3. Please complete all details including details of members(s) in above box before submission.



#### **Tijaria Polypipes Limited**

# Attendance Slip Extra Ordinary General Meeting (Please fill attendance slip and hand it over at the entrance of the meeting hall)

Day

Monday, January 09, 2023

Time

11:30 AM.

Place :

SP-1-2316 RIICO Industrial Area Ramchandrapura,

Sitapura Extn. Jaipur 302022

Full name of Shareholder	
Joint Shareholders, if any:	

DP Id*	Folio No.**
Client Id*	No. of Shares

attending the meeting as

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Monday, January 09, 2023 at SP-1-2316 RIICO Industrial Area Ramchandrapura, Sitapura Ext. Jaipur 302022

(Signature of Shareholder/Proxy)

- \* Applicable for investors holding share in electronic form.
- \*\* Applicable for investors holding share in physical form.

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