

CLAY CRAFT (INDIA) PRIVATE LIMITED

CIN: U26933RJ1988PTC004677

Registered Office: B-12, M.G.D. Market, Tripolia Bazar, Jaipur - 302002, Rajasthan

Telephone No.: +91 - 141 - 4021110; Fax No.: +91 - 141 - 2331734

E-mail: claycraftindia@hotmail.com, Website: www.claycraftindia.com

GST No. 08AAACC6866D1ZO

NOTICE

Shorter Notice is hereby given that 1st Extra-Ordinary General Meeting of the members of Clay Craft (India) Private Ltd ("the Company") will be held on Saturday, 14th June, 2025 at 11:00 A.M. at its Registered Office at B-12, M.G.D. Market, Tripolia Bazar, Jaipur - 302002, Rajasthan, India to transact the following business:

SPECIAL BUSINESS:

Item No. 1

TO APPROVE THE SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 100/- PER SHARE TO RS. 10/- PER SHARE

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and other applicable laws and rules for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any competent authority, consent of the members, be and is hereby accorded for sub dividing the Equity Shares of the Company, such that Equity Share having nominal value of Rs. 100/- (Rupees Hundred Only) be sub-divided into 10 (Ten) Equity Shares having nominal value of Rs. 10/- (Rupee Ten Only) each fully paid-up.

RESOLVED FURTHER THAT pursuant to the Sub-division of Equity Shares of the Company, all the Authorized, Issued, Subscribed and Paid-up Equity Shares of nominal value of Rs. 100/- (Rupees Hundred Only) each existing on the Record date i.e. 14th June, 2025, shall stand sub-divided into 10 (Ten) Equity Shares of nominal value of Rs. 10/- (Rupees Ten Only) each fully paid up as per the details as given below:

Type of Capital	Pre-Split Share Capital Structure			Post-Split Share Capital Structure		
	No. of Equity Shares	Face Value (Rs.)	Total Capital (Rs.)	No. of Equity Shares	Face Value (Rs.)	Total Capital (Rs.)
Authorised Share Capital	6,50,000	100	6,50,00,000	65,00,000	10	6,50,00,000
Issued, Paid-up and Subscribed Capital	5,04,876	100	5,04,87,600	50,48,760	10	5,04,87,600

RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid, 10 (Ten) Equity Shares of the face value of Rs. 10/- each to be allotted in lieu of existing 1 (One) Equity Share of Rs. 100/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid-up Equity Shares of Rs. 100/- each of the Company and shall be entitled to participate in full after the Sub-divided Equity Shares are allotted.

RESOLVED FURTHER THAT upon sub-division of Equity Shares as aforesaid, the existing share certificates of the Equity Shares of the face value of Rs. 100/- (Rupees Hundred Only) each in the physical form shall be deemed to have been automatically cancelled and be of no effect from the Record date, and no letter of allotment shall be issued to the allottees of the new Equity Shares of Rs. 10/- (Rupees Ten only) each on sub-division and the Company without requiring the surrender of the old/existing share certificate(s),

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directly issue and dispatch the new share certificates of the Company, in lieu of such old/existing share certificates subject to the applicable provisions of the Companies Act, 2013 and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares before sub-division and necessary corporate action be taken in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board of Directors, be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division of shares thereon without requiring the Board of Directors to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board of Directors in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons and to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company, be and are hereby severally authorized to: (a) delegate execution and filing of necessary applications, declarations, e-forms and other documents with depositories, ROC, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; if any (c) settle any question or difficulty that may arise with regard to the sub-division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution.”

Item No. 2

TO APPROVE THE ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION CONSEQUENT UPON SUB-DIVISION

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

“RESOLVED THAT pursuant to the provisions of Section 13 and 61 of the Companies Act, 2013 read with other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) and the Rules framed thereunder, the consent of the Members of the Company, be and is hereby accorded to alter the Authorized Share Capital of the Company from existing Rs. 6,50,00,000/- (Rupees Six Crores Fifty Lakh) consisting of 6,50,000 (Six Lakh Fifty Thousand) Equity Shares of Rs. 100/- each to Rs. 6,50,00,000/- (Rupees Six Crores Fifty Lakh) consisting of 65,00,000 (Sixty Five Lakh) Equity Shares of Rs. 10/- each and consequently, the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association of the Company be substituted with the following new clause as Clause V:

V. The Share Capital of the Company is Rs. 6,50,00,000/- (Rupees Six Crores Fifty Lakh) divided into 65,00,000 (Sixty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT pursuant to Section 15 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, if any, including any statutory modifications or re-

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enactment thereof, for the time being in force, the above alteration of Memorandum shall be noted in each copy of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT any one Director and Company Secretary of the Company, be and is hereby severally authorized on behalf of the Company to do all such acts, deeds and things as may be necessary and incidental to give effect to this resolution.”

Registered Office: B-12, M.G.D. Market, Tripolia Bazar, Jaipur, Rajasthan - 302002 Ph. No: 91-141-4021110, Fax: 91-141-2331734, Email: claycraftindia@hotmail.com Website: www.claycraftindia.com CIN: U26933RJ1988PTC004677 Dated: 11.06.2025 Place: Jaipur	By order of the Board of Directors For Clay Craft (India) Pvt. Ltd. Anil Kumar Sharma Company Secretary FCS 9382
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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR ONE OR MORE PROXIES (WHERE ALLOWED) TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF COMPANY. A PROXY MAY BE SENT IN THE FORM NO. MGT-11 ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.**
- 2. A MEMBER HOLDING MORE THAN 10% 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 SHAREHOLDER.**
- 3. A PERSON CAN ACT AS PROXY FOR MAXIMUM 50 MEMBERS AND AGGREGATE HOLDING OF SUCH MEMBERS SHALL NOT BE MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY HAVING VOTING RIGHTS.**
4. Members/Proxies/Authorised Representatives should fill the Attendance slip/sheet for attending the Meeting.
5. Corporate Members (if any) intending to send their authorized representatives to attend the meeting in terms of Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. Members desiring any information relating to the business to be transacted in the meeting, are requested to write to the Company well in advance so as to enable the management to keep the information ready.
7. Members are requested to update their email ID, address and any other information with the Company, if any changes therein.
8. Route Map showing directions to reach to the venue at the Extra-Ordinary General Meeting is given as per the requirement of the Secretarial Standards-2 on "General Meeting".
9. Statutory registers and records and other relevant documents referred to in the accompanying Notice and as prescribed under the Companies Act, 2013 will be made available for inspection by the members.
10. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 has been annexed with the Notice.

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11. Draft of consent to hold the Extra-Ordinary General Meeting on shorter notice is attached herewith. Members are requested to share copy of the signed consent before the meeting time and the meeting shall be held only if the consent is received prior to the time fixed for the meeting from not less than ninety-five per cent of such part of the paid-up share capital of the company as gives a right to vote at the meeting.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 1

In order to improve the liquidity of the Company's share and to make it more affordable for small investors as also to broad base the small investors, the Board of Directors of the Company, in its meeting held on 11th June, 2025 has recommended to sub-divide (split) Company's 1 (one) Equity Share of face value of Rs. 100/- (Rupees Hundred Only) each into 10 (Ten) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each without altering the paid up Share Capital of the Company, subject to the approval of the members. The Record Date for the aforesaid sub-division of the Equity Shares is 14th June, 2025.

Upon approval of the shareholders for sub-division of equity shares, in case the equity shares are held in physical form, the old share certificate(s) of face value of Rs. 100/- each will stand cancelled on the record date and the new share certificate(s) of nominal value of Rs. 10/- each, fully paid-up, will be dispatched to the shareholders. In case the equity shares are in dematerialized form, the sub-divided equity shares will be directly credited to the shareholder's demat account on the record date in lieu of their existing equity shares.

The Memorandum of Association and Articles of Association of the Company and all other relevant documents shall be available for inspection in physical or in electronic form during specified business hours at the Registered Office of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the registered office of the Company.

None of the Directors and their relatives are concerned or interested in the passing of this Resolution except to the extent of their Directorship/respective shareholding in the Company.

The Board has disclosed all the related information and to the best of its understanding, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

The Board of Directors accordingly, recommends the Ordinary Resolution set forth in Item No. 1 of the accompanying notice for approval of the Members.

Item No. 2

The Current Authorized Share Capital of the Company is Rs. 6,50,00,000/- (Rupees Six Crores Fifty Lacs) divided into 6,50,000 (Six Lakh Fifty Thousand) Equity Shares of Rs. 100/- each. It is proposed to sub-divide (split) the Company's 1 (one) Equity Share of face value of Rs. 100/- (Rupees Hundred Only) each into 10 (Ten) Equity Shares of face value of Rs. 10/- (Rupee Ten) each without altering the paid up Share Capital of the Company. The Record Date for the aforesaid sub-division of the Equity Shares is 14th June, 2025

The aforesaid sub-division of Shares will also require consequential amendment in the Clause V of the Memorandum of Association of the Company. Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

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The Memorandum of Association of the Company and all other relevant documents shall be available for inspection in physical or in electronic form during specified business hours at the Registered Office of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the registered office of the Company.

None of the Directors and their relatives are concerned or interested in the passing of this Resolution except to the extent of their Directorship/respective shareholding in the Company.

The Board has disclosed all the related information and to the best of its understanding, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

The Board of Directors accordingly, recommends the Ordinary Resolution set forth in Item No. 2 of the accompanying notice for approval of the Members.

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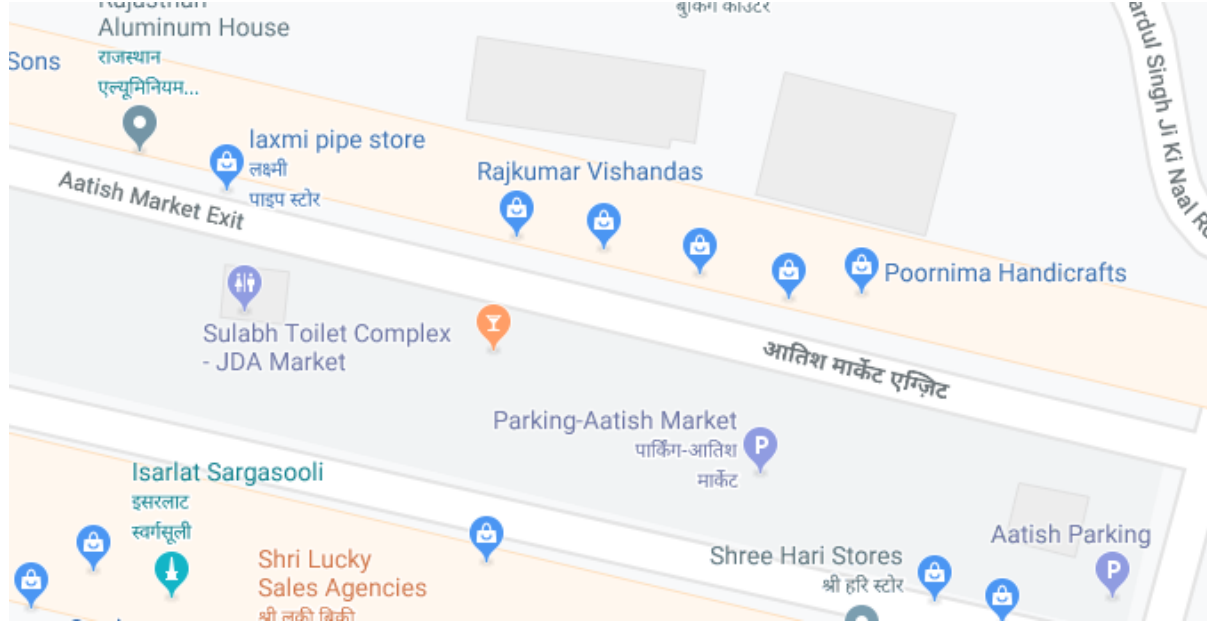
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ROUTE MAP OF EXTRA-ORDINARY GENERAL MEETING



By order of the Board of Directors
For Clay Craft (India) Pvt. Ltd.

Anil Kumar Sharma
Company Secretary
FCS 9382

Dated: 11.06.2025

Place: Jaipur

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ATTENDANCE SLIP

Extra-Ordinary General Meeting on Saturday, 14th June, 2025 AT 11:00 A.M. at the Registered Office of the Company at B-12, M.G.D. Market, Tripolia Bazar, Jaipur - 302002, Rajasthan

Folio No. / DP ID Client ID No.	
Name of First named Member/Proxy/Authorised Representative	
Name of Joint Member(s), if any	
No. of Shares held	

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we, hereby record my/our presence at the Extra-Ordinary General Meeting of the Company being held on Saturday, 14th June, 2025 at 11:00 A.M. at Registered Office of the Company at B -12, M.G.D. Market Tripolia Bazar, Jaipur – 302002, Rajasthan.

Signature of First Holder/Proxy/Authorised Representative

Signature of 1st Joint holder

Signature of 2nd Joint Holder

Note(s):

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the Meeting Venue.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend 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]

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Name of the Company: Clay Craft (India) Pvt. Ltd.

Registered Office: B-12 M.G.D. Market Tripolia Bazar, Jaipur - 302002, Rajasthan

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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, to be held on Saturday, 14th June, 2025 at 11:00 A.M. at Registered Office of the Company at B-12, M.G.D. Market Tripolia Bazar, Jaipur - 302002, Rajasthan, India and at any adjournment thereof in respect of such resolutions as are indicated below:

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Special Business:

1. To approve the Sub-Division of Equity Shares from the Face Value of Rs. 100/- Per Share to Rs. 10/- Per Share
2. To approve the Alteration of the Capital Clause in the Memorandum of Association Consequent upon Sub-Division

Signed this..... day of June, 2025

Signature of shareholder:

Signature of Proxy holder(s):

Affix

Revenue

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.