

CLAY CRAFT INDIA LTD

(Formerly Known as Clay Craft (India) Private Limited)

CIN: U26933RJ1988PLC004677

Registered Office: F-766 & F-766 A, Road No. 1-D, Vishwakarma Industrial Area, Jaipur - 302013, Rajasthan

Telephone No.: +91 - 141 - 2261002; **Fax No.:** +91 - 141 - 2331734, **E-mail:** claycraftindia@hotmail.com

Website: www.claycraftindia.com, **GST No.** 08AAACC6866D1ZO

NOTICE

Shorter Notice is hereby given that 4th Extra-Ordinary General Meeting of the members of Clay Craft India Ltd ("the Company") will be held on Monday, 21st July, 2025 at 11:00 A.M. at its Registered Office at F-766 & F-766 A, Road No. 1-D, Vishwakarma Industrial Area, Jaipur - 302013, Rajasthan, India to transact the following business:

SPECIAL BUSINESS:

Item No. 1

To approve the appointment of Shri Vikas Agarwal (DIN: 00985596), as Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 2(54), 152, 190, 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on recommendation of the Board, consent of the members of the Company, be and is hereby accorded for appointment of Shri Vikas Agarwal (DIN: 00985596) as Managing Director (Key Managerial Personnel) of the Company, for a period of three years with effect from 16th July, 2025 to 15th July, 2028, liable to retire by rotation, upon the terms and conditions and remuneration as enumerated herein below:

1. **Period:** 3 Years (From 16th July, 2025 to 15th July, 2028).

2. **Salary:**

Particulars	Amount (In Rupees)
Basic Pay	Rs. 6,97,290/- per month
Bonus	8.33% of the Basic pay for previous year (Annual)
Employer's Share of Provident Fund	12.00% of Basic pay

3. **Other Benefits:**

- Medical Reimbursement for self and family at actual, including cost of medical insurance.
- Leave Travel Concession for self and family once in a year to any place in India by Air/Rail/Road.
- Leave Travel Concession for self and family once in every three year to any place out of India by Air/Rail/Road etc.
- Club Fees Reimbursement including admission.
- Leave Encashment for One month leave for every 11 months service. Encashment of leave as per Company's Rules.
- Accommodation: Company will provide the residential accommodation and will charge @ 5% of basic pay as rent.
- Car Facility: Company's car with driver for official purpose and use of car for private purpose shall be billed by the Company, if own car is used for official purpose then petrol, diesel, maintenance expenses, driver's salary etc. afforded by the Company.
- Telephone facilities including mobiles at residence and other for official purpose but all personal long-distance calls shall be billed to the Company.
- Gratuity: Gratuity shall be deducted as per the Prevailing Law.

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4. Commission:

In addition to the Salary, Allowances and Perquisites, as specified above, the Managing Director, shall also be entitled to receive an additional remuneration as Commission upto maximum limit of 1% of the Gross Revenue from Operations of the Company as may be decided by the Board of Directors.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Shri Vikas Agarwal (DIN: 00985596) as Managing Director and KMP, the Company has no profits or its profits are inadequate, the Company may pay him remuneration as may be approved from time to time, as the minimum remuneration subject to limits laid down in Schedule V of the Companies Act, 2013 or as approved by the members of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force.

RESOLVED FURTHER THAT Shri Vikas Agarwal (DIN: 00985596) as Managing Director, shall be liable to retire by rotation under Section 152(6) of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, he shall continue to hold his office of Managing Director and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Managing Director.

RESOLVED FURTHER THAT so long as Shri Vikas Agarwal (DIN: 00985596) functions as Managing Director of the Company, he will not be paid any fees for attending the Meeting of Board of Directors or any committee thereof, if any constituted.

RESOLVED FURTHER THAT a written Memorandum setting out the terms of appointment of Shri Vikas Agarwal (DIN: 00985596) as Managing Director (KMP) prepared in terms of the provisions of Section 190 of the Companies Act, 2013 and all other applicable provisions, if any, be and is hereby considered and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to alter, vary and modify the terms and conditions of the appointment of Shri Vikas Agarwal (DIN: 00985596), Managing Director including remuneration upto the maximum remuneration ceiling of Rs. 4 Crores per annum, subject to applicable provisions, for the time being in force.

RESOLVED FURTHER THAT any one of the Directors of the Company and Company Secretary of the Company, be and is hereby authorized severally to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, consequential, incidental, proper or desirable and to settle any question, difficulty or doubt that may arise in respect of aforesaid resolutions.”

Item No. 2

To approve the appointment of Shri Rajesh Narain Agarwal (DIN: 00492137), as Whole -Time Director and designate him as Executive Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 2(94), 152, 190, 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on recommendation of the Board , consent of the members of the Company, be and is hereby accorded for appointment of Shri Rajesh Narain Agarwal (DIN: 00492137) who has attained the age of 70 years, as

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Whole-Time Director (Key Managerial Personnel) and designate him as Executive Director of the Company, for a period of three years with effect from 16th July, 2025 to 15th July, 2028, liable to retire by rotation, upon the terms and conditions and remuneration as enumerated herein below:

1. **Period:** 3 Years (From 16th July, 2025 to 15th July, 2028).

2. **Salary:**

Particulars	Amount (In Rupees)
Basic Pay	Rs. 9,12,065/- per month
Bonus	8.33% of the Basic pay for previous year (Annual)
Employer's Share of Provident Fund	12.00% of Basic pay

3. **Other Benefits:**

- Medical Reimbursement for self and family at actual, including cost of medical insurance.
- Leave Travel Concession for self and family once in a year to any place in India by Air/Rail/Road.
- Leave Travel Concession for self and family once in every three year to any place out of India by Air/Rail/Road etc.
- Club Fees Reimbursement including admission.
- Leave Encashment for One month leave for every 11 months service. Encashment of leave as per Company's Rules.
- Accommodation: Company will provide the residential accommodation and will charge @ 5% of basic pay as rent.
- Car Facility: Company's car with driver for official purpose and use of car for private purpose shall be billed by the Company, if own car is used for official purpose then petrol, diesel, maintenance expenses, driver's salary etc. afforded by the Company.
- Telephone facilities including mobiles at residence and other for official purpose but all personal long-distance calls shall be billed to the Company.
- Gratuity: Gratuity shall be deducted as per the Prevailing Law.

4. **Commission:**

In addition to the Salary, Allowances and Perquisites, as specified above, the Executive Director, shall also be entitled to receive an additional remuneration as Commission upto maximum limit of 1% of the Gross Revenue from Operations of the Company as may be decided by the Board of Directors.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Shri Rajesh Narain Agarwal (DIN: 00492137) as Executive Director and KMP, the Company has no profits or its profits are inadequate, the Company may pay him remuneration as may be approved from time to time, as the minimum remuneration subject to limits laid down in Schedule V of the Companies Act, 2013 or as approved by the members of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force.

RESOLVED FURTHER THAT Shri Rajesh Narain Agarwal (DIN: 00492137) as Executive Director, shall be liable to retire by rotation under Section 152(6) of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, he shall continue to hold his office of Executive Director and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Executive Director.

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RESOLVED FURTHER THAT so long as Shri Rajesh Narain Agarwal (DIN: 00492137) functions as Executive Director of the Company, he will not be paid any fees for attending the Meeting of Board of Directors or any committee thereof, if any constituted.

RESOLVED FURTHER THAT a written Memorandum setting out the terms of appointment of Shri Rajesh Narain Agarwal (DIN: 00492137) as Executive Director (KMP) prepared in terms of the provisions of Section 190 of the Companies Act, 2013 and all other applicable provisions, if any, be and is hereby considered and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to alter, vary and modify the terms and conditions of the appointment of Shri Rajesh Narain Agarwal (DIN: 00492137), Executive Director including remuneration upto the maximum remuneration ceiling of Rs. 4 Crores per annum, subject to applicable provisions, for the time being in force.

RESOLVED FURTHER THAT any one of the Directors of the Company and Company Secretary of the Company, be and is hereby authorized severally to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, consequential, incidental, proper or desirable and to settle any question, difficulty or doubt that may arise in respect of aforesaid resolutions.”

Item No. 3

To approve the appointment of Shri Bharat Agarwal (DIN: 00492134), as Whole-Time Director and designate him as Executive Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 2(94), 152, 190, 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on recommendation of the Board, consent of the members of the Company, be and is hereby accorded for appointment of Shri Bharat Agarwal (DIN: 00492134) as Whole-Time Director (Key Managerial Personnel) and designate him as Executive Director of the Company, for a period of three years with effect from 16th July, 2025 to 15th July, 2028, liable to retire by rotation, upon the terms and conditions and remuneration as enumerated herein below:

1. **Period:** 3 Years (From 16th July, 2025 to 15th July, 2028).

2. Salary:

Particulars	Amount (In Rupees)
Basic Pay	Rs. 6,97,290/- per month
Bonus	8.33% of the Basic pay for previous year (Annual)
Employer's Share of Provident Fund	12.00% of Basic pay

3. Other Benefits:

- Medical Reimbursement for self and family at actual, including cost of medical insurance.
- Leave Travel Concession for self and family once in a year to any place in India by Air/Rail/Road.
- Leave Travel Concession for self and family once in every three year to any place out of India by Air/Rail/Road etc.

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- Club Fees Reimbursement including admission.
- Leave Encashment for One month leave for every 11 months service. Encashment of leave as per Company's Rules.
- Accommodation: Company will provide the residential accommodation and will charge @ 5% of basic pay as rent.
- Car Facility: Company's car with driver for official purpose and use of car for private purpose shall be billed by the Company, if own car is used for official purpose then petrol, diesel, maintenance expenses, driver's salary etc. afforded by the Company.
- Telephone facilities including mobiles at residence and other for official purpose but all personal long-distance calls shall be billed to the Company.
- Gratuity: Gratuity shall be deducted as per the Prevailing Law.

4. Commission:

In addition to the Salary, Allowances and Perquisites, as specified above, the Executive Director, shall also be entitled to receive an additional remuneration as Commission upto maximum limit of 1% of the Gross Revenue from Operations of the Company as may be decided by the Board of Directors.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Shri Bharat Agarwal (DIN: 00492134) as Executive Director and KMP, the Company has no profits or its profits are inadequate, the Company may pay him remuneration as may be approved from time to time, as the minimum remuneration subject to limits laid down in Schedule V of the Companies Act, 2013 or as approved by the members of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force.

RESOLVED FURTHER THAT Shri Bharat Agarwal (DIN: 00492134) as Executive Director, shall be liable to retire by rotation under Section 152(6) of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, he shall continue to hold his office of Executive Director and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Executive Director.

RESOLVED FURTHER THAT so long as Shri Bharat Agarwal (DIN: 00492134) functions as Executive Director of the Company, he will not be paid any fees for attending the Meeting of Board of Directors or any committee thereof, if any constituted.

RESOLVED FURTHER THAT a written Memorandum setting out the terms of appointment of Shri Bharat Agarwal (DIN: 00492134) as Executive Director (KMP) prepared in terms of the provisions of Section 190 of the Companies Act, 2013 and all other applicable provisions, if any, be and is hereby considered and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to alter, vary and modify the terms and conditions of the appointment of Shri Bharat Agarwal (DIN: 00492134), Executive Director including remuneration upto the maximum remuneration ceiling of Rs. 4 Crores per annum, subject to applicable provisions, for the time being in force.

RESOLVED FURTHER THAT any one of the Directors of the Company and Company Secretary of the Company, be and is hereby authorized severally to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, consequential, incidental, proper or desirable and to settle any question, difficulty or doubt that may arise in respect of aforesaid resolutions."

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Item No. 4

To approve the appointment of Shri Deepak Agarwal (DIN: 03311393), as Whole-Time Director and Chief Financial Officer (Key Managerial Personnel) and designate him as Executive Director cum Chief Financial Officer of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 2(19), 2(94), 152, 190, 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on recommendation of the Board, consent of the members of Directors of the Company, be and is hereby accorded for appointment of Shri Deepak Agarwal (DIN: 03311393) as Whole-Time Director and Chief Financial Officer (Key Managerial Personnel) of the Company and designate him as Executive Director cum Chief Financial Officer of the Company, for a period of three years with effect from 16th July, 2025 to 15th July, 2028, liable to retire by rotation, upon the terms and conditions and remuneration as enumerated herein below:

1. **Period:** 3 Years (From 16th July, 2025 to 15th July, 2028).

2. **Salary:**

Particulars	Amount (In Rupees)
Basic Pay	Rs. 6,97,290/- per month
Bonus	8.33% of the Basic pay for previous year (Annual)
Employer's Share of Provident Fund	12.00% of Basic pay

3. **Other Benefits:**

- Medical Reimbursement for self and family at actual, including cost of medical insurance.
- Leave Travel Concession for self and family once in a year to any place in India by Air/Rail/Road.
- Leave Travel Concession for self and family once in every three year to any place out of India by Air/Rail/Road etc.
- Club Fees Reimbursement including admission.
- Leave Encashment for One month leave for every 11 months service. Encashment of leave as per Company's Rules.
- Accommodation: Company will provide the residential accommodation and will charge @ 5% of basic pay as rent.
- Car Facility: Company's car with driver for official purpose and use of car for private purpose shall be billed by the Company, if own car is used for official purpose then petrol, diesel, maintenance expenses, driver's salary etc. afforded by the Company.
- Telephone facilities including mobiles at residence and other for official purpose but all personal long-distance calls shall be billed to the Company.
- Gratuity: Gratuity shall be deducted as per the Prevailing Law.

4. **Commission:**

In addition to the Salary, Allowances and Perquisites, as specified above, the Executive Director & Chief Financial Officer, shall also be entitled to receive an additional remuneration as Commission upto maximum limit of 1% of the Gross Revenue from Operations of the Company as may be decided by the Board of Directors.

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RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Shri Deepak Agarwal (DIN: 03311393) as Executive Director cum Chief Financial Officer, the Company has no profits or its profits are inadequate, the Company may pay him remuneration as may be approved from time to time, as the minimum remuneration subject to limits laid down in Schedule V of the Companies Act, 2013 or as approved by the members of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force.

RESOLVED FURTHER THAT Shri Deepak Agarwal (DIN: 03311393) as Executive Director cum Chief Financial Officer, shall be liable to retire by rotation under Section 152(6) of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, he shall continue to hold his office of Executive Director cum Chief Financial Officer and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Executive Director cum Chief Financial Officer.

RESOLVED FURTHER THAT so long as Shri Deepak Agarwal (DIN: 03311393) functions as Executive Director of the Company, he will not be paid any fees for attending the Meeting of Board of Directors or any committee thereof, if any constituted.

RESOLVED FURTHER THAT a written Memorandum setting out the terms of appointment of Shri Deepak Agarwal (DIN: 03311393) as Executive Director cum Chief Financial Officer (KMP) prepared in terms of the provisions of Section 190 of the Companies Act, 2013 and all other applicable provisions, if any, be and is hereby considered and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to alter, vary and modify the terms and conditions of the appointment of Shri Deepak Agarwal (DIN: 03311393), Executive Director cum Chief Financial Officer including remuneration upto the maximum remuneration ceiling of Rs. 4 Crores per annum, subject to applicable provisions, for the time being in force.

RESOLVED FURTHER THAT any one of the Directors of the Company and Company Secretary of the Company, be and is hereby authorized severally to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, consequential, incidental, proper or desirable and to settle any question, difficulty or doubt that may arise in respect of aforesaid resolutions.”

Item No. 5

To approve to Borrow Money under Section 180(1)(c) of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all other enabling provisions, if any, and the Articles of Association of the Company, the consent of members of the Company, be and is hereby accorded to borrow from time to time and in any manner, any sum or sums of money upon such terms and conditions and with or without security as the Board may in its absolute discretion think fit for the purpose of the business of the Company, from any one or more Banks, Financial Institutions, Firms, Bodies Corporate or any other person up to a limit not exceeding an aggregate of Rs. 250 Crores (Rupees Two Hundred Fifty Crores Only), notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), may exceed, the aggregate of paid up share capital, free reserves and securities premium.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to determine terms and conditions, including interest rates, repayment schedules, securities, and other covenants for such borrowings and to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

Item No. 6

To approve the Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of Borrowings under Section 180 (1)(a) of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all other enabling provisions, if any, and the Articles of Association of the Company, the consent of members of the Company, be and is hereby accorded for creation of Charge/hypothecation/pledge/mortgage/ security in addition to existing mortgages/ charges created by the Company, if any in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties, tangible and/or intangible assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s) for securing the borrowings availed /to be availed by the Company and securities, issued/to be issued by the Company subject to an overall borrowing limit of Rs. 250 Crores (Rupees Two Hundred Fifty Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine terms and conditions, including interest rates, repayment schedules, securities, and other covenants for such borrowings and to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

Item No. 7

To authorize for giving any loan/guarantee and/or providing any security in connection with loan and/or making any investment by the Company under section 186 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and subject to such other approvals, sanctions and consents as may be required, the consent of the members of the Company, be and is hereby accorded to (a) give any loan to any person or other body corporate (b) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as the Board may deem fit and appropriate, from time-to-time, in one or more tranches, subject to maximum monetary Limit of Rs. 200 Crores (Rs. Two Hundred Crores only) outstanding at any point of time, notwithstanding the fact that the aggregate of all the loan(s), advance(s), investment(s), guarantee(s) or securities etc. in respect of loan(s) so far given/made and/or proposed to be given/made may exceed the limit of 60% of its paid-up share capital, free reserves and Securities Premium Account or 100% of its free reserves and Securities Premium Account, whichever is higher, as prescribed under Section 186 of the Companies Act, 2013.

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RESOLVED FURTHER THAT the Board or any other person authorized by the Board, be and is hereby authorized to take all necessary decisions and steps from time to time to give effect to the above resolution as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard, in order to give effect to this resolution.”

Item No. 8

To approve the increase in Authorised Share Capital of the Company and consequent alteration in the Capital Clause of Memorandum of Association

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 2(8), 4, 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, the consent of members of the Company, be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs. 21,00,00,000/- (Rupees Twenty One Crores) divided into 2,10,00,000 (Two Crores Ten Lakh) Equity Shares of Rs. 10/- each to Rs. 22,00,00,000/- (Rupees Twenty Two Crores) divided into 2,20,00,000 (Two Crores Twenty Lakh) Equity Shares of Rs. 10/- each shall rank pari passu in all respect with the existing Equity Shares of the Company 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. 22,00,00,000/- (Rupees Twenty Two Crores) divided into 2,20,00,000 (Two Crores Twenty 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-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 of the Company and/or Company Secretary, 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: F-766 & F-766 A, Road No. 1-D, V.K.I. Area, Jaipur - 302013, Rajasthan Ph. No: 91-141-2261002, Fax: 91-141-2331734, Email: claycraftindia@hotmail.com Website: www.claycraftindia.com CIN: U26933RJ1988PLC004677 Dated: 16.07.2025 Place: Jaipur	By order of the Board of Directors For Clay Craft India Ltd <i>(Formerly Known as Clay Craft (India) Pvt. Ltd.)</i> Anil Kumar Sharma Company Secretary FCS 9382
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CLAY CRAFT INDIA LTD

(Formerly Known as Clay Craft (India) Private Limited)

CIN: U26933RJ1988PLC004677

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Telephone No.: +91 - 141 - 2261002; **Fax No.:** +91 - 141 - 2331734, **E-mail:** claycraftindia@hotmail.com

Website: www.claycraftindia.com, **GST No.** 08AAACC6866D1ZO

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

Item No. 1

Shri Vikas Agarwal (DIN: 00985596), aged about 48 years, holds Bachelor's Degree of Engineering in Cement & Ceramic Technologies from Gulbarga University and has more than 25 years of experience in the field of Ceramic Tableware Industry. He looks after the overall Business Administration including Legal, Production and other allied activities related to business operations and management of the Company. He is also a fellow member of the Indian Institute of Ceramics.

Based on his immense knowledge of various aspects relating to the Company's affairs and experience, it is incumbent that his services should be available to the Company as Managing Director. The Board of Directors of the Company has approved the appointment of Shri Vikas Agarwal (DIN: 00985596) as Managing Director, liable to retire by rotation, for a period of 3 (Three) years with effect from 16th July, 2025 to 15th July, 2028 (both days inclusive), subject to the approval of the shareholders of the Company.

The detailed profile of Shri Vikas Agarwal (DIN: 00985596) as required under Secretarial Standard-2 and other applicable provisions including the information as required under Schedule V of the Companies Act, 2013, is annexed to this notice.

Pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, the proposed appointment including the terms and conditions of remuneration payable to Shri Vikas Agarwal (DIN: 00985596) as Managing Director, requires approval of members by passing of Special Resolution.

The Board of Directors of the Company considers that an association of Shri Vikas Agarwal (DIN: 00985596) as Managing Director is desirable and it will be beneficial in the interest of the Company as he has immense knowledge, effective leadership and more than 25 years of experience in Ceramic Tableware Industry including business management. Accordingly, the Board of Directors recommends the Special Resolution for appointment of Shri Vikas Agarwal (DIN: 00985596) as Managing Director of the Company as set out at Item No. 1 of the notice for approval of members of the Company.

The all 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.

The Board has disclosed all the related information and to the best of their understanding, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decisions thereon.

None of the Directors and Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, except to the extent of their shareholding in the Company, in the Special Resolution as set out at Item No. 1 of the Notice other than Shri Vikas Agarwal (DIN: 00985596), being the appointee, Shri Bharat Agarwal (DIN: 00492134) and Shri Deepak Agarwal (DIN: 03311393), being the relatives of Shri Vikas Agarwal (DIN: 00985596).

Item No. 2

Shri Rajesh Narain Agarwal (DIN: 00492137), aged about 70 years, is Graduate from University of Rajasthan and has more than 35 years of experience in the field of manufacturing of various type of Ceramic

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Tableware Products. He looks after the Business Administration, new product development and day to day affairs of the Company.

Based on his immense knowledge of various aspects relating to the Company's affairs and experience, it is proposed to appoint Shri Rajesh Narain Agarwal (DIN: 00492137) as Whole-Time Director and designate him as Executive Director of the Company. The Board of Directors of the Company has approved the appointment of Shri Rajesh Narain Agarwal (DIN: 00492137) as Whole-Time Director and designated him as Executive Director, liable to retire by rotation, for a period of 3 (Three) years with effect from 16th July, 2025 to 15th July, 2028 (both days inclusive), subject to the approval of the shareholders of the Company.

The detailed profile of Shri Rajesh Narain Agarwal (DIN: 00492137) as required under Secretarial Standard-2 and other applicable provisions including the information as required under Schedule V of the Companies Act, 2013, is annexed to this notice.

Pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, the proposed appointment including the terms and conditions of remuneration payable to Shri Rajesh Narain Agarwal (DIN: 00492137) as Executive Director, requires approval of members by passing of Special Resolution.

The Board of Directors of the Company considers that an association of Shri Rajesh Narain Agarwal (DIN: 00492137) as Whole-Time Director is desirable and it will be beneficial in the interest of the Company as he has immense knowledge and more than 35 years experience in the manufacturing of various type of Ceramic Tableware Products. Accordingly, the Board of Directors recommends the Special Resolution for appointment of Shri Rajesh Narain Agarwal (DIN: 00492137) as Whole-Time Director and designate him as Executive Director of the Company as set out at Item No. 2 of the notice for approval of members of the Company.

The all 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.

The Board has disclosed all the related information and to the best of their understanding, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decisions thereon.

None of the Directors and Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, except to the extent of their shareholding in the Company, in the Special Resolution as set out at Item No. 2 of the Notice other than Shri Rajesh Narain Agarwal (DIN: 00492137), being the appointee.

Item No. 3

Shri Bharat Agarwal (DIN: 00492134), aged about 47 years, holds Master's Degree of Business Administration from Gujarat University and has more than 24 years of experience in the field of Ceramic Tableware Industry. He looks after the Sales and Marketing of the Company including General Trade, Market Research and Product Development.

Based on his vast knowledge and experience, it is proposed to appoint Shri Bharat Agarwal (DIN: 00492134) as Whole-Time Director and designate him as Executive Director of the Company. The Board of Directors of the Company has approved the appointment of Shri Bharat Agarwal (DIN: 00492134) as Whole-Time

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Director and designated him as Executive Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 16th July, 2025 to 15th July, 2028 (both days inclusive), subject to the approval of the shareholders of the Company.

The detailed profile of Shri Bharat Agarwal (DIN: 00492134) as required under Secretarial Standard-2 and other applicable provisions including the information as required under Schedule V of the Companies Act, 2013, is annexed to this notice.

Pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, the proposed appointment including the terms and conditions of remuneration payable to Shri Bharat Agarwal (DIN: 00492134) as Executive Director, requires approval of members by passing of Special Resolution.

The Board of Directors of the Company considers that an association of Shri Bharat Agarwal (DIN: 00492134) as Whole-Time Director is desirable and it will be beneficial in the interest of the Company as he has vast knowledge and more than 24 years experience in Ceramic Tableware Industry, Sales, Marketing, General Trade, Market Research and Product Development of the Company. Accordingly, the Board of Directors recommends the Special Resolution for appointment of Shri Bharat Agarwal (DIN: 00492134) as Whole-Time Director and designate him as Executive Director of the Company as set out at Item No. 3 of the notice for approval of members of the Company.

The all 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.

The Board has disclosed all the related information and to the best of their understanding, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decisions thereon.

None of the Directors and Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, except to the extent of their shareholding in the Company, in the Special Resolution as set out at Item No. 3 of the Notice other than Shri Bharat Agarwal (DIN: 00492134), being the appointee, Shri Vikas Agarwal (DIN: 00985596) and Shri Deepak Agarwal (DIN: 03311393), being the relatives of Shri Bharat Agarwal (DIN: 00492134).

Item No. 4

Shri Deepak Agarwal (DIN: 03311393), aged about 36 years, holds Master's Degree in Business Administration from Cardiff University, United Kingdom and has more than 14 years of experience in the field of manufacturing of Ceramic Tableware Products. He takes care of Sales & Marketing, Accounts, Finance, Taxation, etc.

Based on his rich knowledge and experience, it is proposed to appoint Shri Deepak Agarwal (DIN: 03311393), as Whole-Time Director and Chief Financial Officer (Key Managerial Personnel) and designate him as Executive Director cum Chief Financial Officer of the Company.

The Board of Directors of the Company has approved the appointment of Shri Deepak Agarwal (DIN: 03311393) as Whole Time Director & Chief Financial Officer and designate him as Executive Director cum Chief Financial Officer of the Company for a period of 3 (Three) years with effect from 16th July, 2025 to

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15th July, 2028 (both days inclusive), liable to retire by rotation, subject to the approval of the shareholders of the Company.

The detailed profile of Shri Deepak Agarwal (DIN: 03311393) as required under Secretarial Standard-2 and other applicable provisions including the information as required under Schedule V of the Companies Act, 2013, is annexed to this notice.

Pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, the proposed appointment including the terms and conditions of remuneration payable to Shri Deepak Agarwal (DIN: 03311393) as Executive Director cum Chief Financial Officer, requires approval of members by passing of Special Resolution.

The Board of Directors of the Company considers that an association of Shri Deepak Agarwal (DIN: 03311393) as Whole Time Director & Chief Financial Officer is desirable and it will be beneficial in the interest of the Company as he has rich knowledge and more than 14 years experience in the manufacturing of Ceramic Tableware Products, Sales, Marketing, Accounts, Finance, etc. Accordingly, the Board of Directors recommends the Special Resolution for appointment of Shri Deepak Agarwal (DIN: 03311393) as Whole Time Director & Chief Financial Officer of the Company and designate him as Executive Director cum Chief Financial Officer of the Company as set out at Item No. 4 of the notice for approval of members of the Company.

The all 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.

The Board has disclosed all the related information and to the best of their understanding, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decisions thereon.

None of the Directors and Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, except to the extent of their shareholding in the Company, in the Special Resolution as set out at Item No. 4 of the Notice other than Deepak Agarwal (DIN: 03311393), being the appointee, Shri Vikas Agarwal (DIN: 00985596) and Shri Bharat Agarwal (DIN: 00492134), being the relatives of Deepak Agarwal (DIN: 03311393).

Item No. 5

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company shall not, except with the consent of members by way of Special Resolution in the General Meeting, borrow money where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital, free reserves and securities premium], apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

For the purpose of expansion plans as well as enhanced operational needs, the Company may borrow from time to time from Banks, Financial Institutions and other persons, firms, bodies corporate(s), etc. Accordingly, it is hereby proposed to authorize the Company to borrow funds in excess of the aforesaid limits and unto Rs. 250 Crores (Rupees Two Hundred Fifty Crores Only) in accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013.

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All the 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.

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.

None of the Promoters, Directors/Key Managerial Personnel of the Company/their relatives are concerned or interested in the passing of this Resolution except to the extent of their respective Directorship/Shareholding in the Company. The Board of Directors accordingly, recommends the Special Resolution set forth in Item No. 5 of the accompanying notice for approval of the members.

Item No. 6

The Company is expediting its plan to scale up its capacity and to grow its business and for this, the Company needs to raise more funds from time to time and take financial assistance from Banks, Financial Institutions and other person by way of hypothecation, mortgage and/or create charge on all or any of the movable and or immovable properties in order to finance the expansion plans as well as enhanced operational needs.

Further, in terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the Company has to seek prior approval of its members by way of Special Resolution for creation of necessary securities to duly secure the borrowing(s) of the Company.

Hence the above Special Resolution under Section 180(1)(a) of the Companies Act, 2013, is hereby proposed for your approval to enable the Company to create charge on or mortgage the movable/ immovable, tangible/intangible properties, both present or future, for securing sum upto Rs. 250 Crores (Rupees Two Hundred Fifty Crores only) in favour of the respective Lender(s), to adequately secure the respective borrowings from time to time.

All the 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.

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.

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 of Directors accordingly, recommends the Special Resolution set forth in Item No. 6 of the accompanying notice for approval of the members.

Item No. 7

Pursuant to the provisions of Section 186 of the Companies Act, 2013, no Company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person, and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and

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securities premium account, whichever is more unless prior approval by means of a Special Resolution passed at a general meeting.

As the Company is constantly reviewing opportunities for expansion of its business operations and it might be required to provide financial support by way of loans and/or guarantees to such person(s) and /or body corporate(s) as the Board may deem appropriate from time to time, in order to achieve greater financial flexibility and to enable optimal financing structuring.

In order to cater to the business requirements, it is proposed to pass enabling resolution to approve the limit of Rs. 200 Crores under Section 186 of the Companies Act, 2013 and to give any loans to any person or other body corporate and/or give any guarantees or to provide security in connection with a loan to any other body corporate or person and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate on behalf of the Company, on such terms and conditions as to payment thereof and interest thereon which shall not be lower than the prevailing yield of one year, three year, five year or ten year government security closest to the tenor of the loan, aggregating to a limit of Rs. 200 Crores, notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company, exceeds the limits as laid down by the provisions of Sec. 186 (2) of the Companies Act, 2013, provided that such providing of loans/advances/guarantees is in the interest of the Company.

As per applicable provisions of Section 186 of the Companies Act, 2013, the rules made there under and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification or re-enactment thereof), approval of the members is sought by way of a Special resolution.

Hence, the Board of Directors recommends passing of the special resolution mentioned at item No. 7 in the notice. All the 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.

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.

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 of Directors accordingly, recommends the Special Resolution set forth in Item No. 7 of the accompanying notice for approval of the members.

Item No. 8

The Current Authorized Share Capital of the Company is Rs. 21,00,00,000/- (Rupees Twenty One Crores) divided into 2,10,00,000 (Two Crores Ten Lakh) Equity Shares of Rs. 10/- each. It is proposed to increase the Authorized Share Capital to Rs. 22,00,00,000/- (Rupees Twenty Two Crores) divided into 2,20,00,000 (Two Crores Twenty Lakh) Equity Shares of Rs. 10/- each to facilitate any fund raising in future via further issue of equity shares.

The increase in the Authorised Share Capital of the Company 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.

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.

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 of Directors accordingly, recommends the Ordinary Resolution set forth in Item No. 8 of the accompanying notice for approval of the members.

Registered Office: F-766 & F-766 A, Road No. 1-D, V.K.I. Area, Jaipur - 302013, Rajasthan Ph. No: 91-141-4021110, Fax: 91-141-2331734, Email: claycraftindia@hotmail.com Website: www.claycraftindia.com CIN: U26933RJ1988PLC004677 Dated: 16.07.2025 Place: Jaipur	By order of the Board of Directors For Clay Craft India Ltd <i>(Formerly Known as Clay Craft (India) Pvt. Ltd.)</i> Anil Kumar Sharma Company Secretary FCS 9382
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DISCLOSURE IN TERMS OF SECRETARIAL STANDARD 2 ON GENERAL MEETINGS ISSUED BY THE ICSI:

Particulars	Shri Vikas Agarwal	Shri Rajesh Narain Agarwal
DIN	00985596	00492137
Date of Birth and Age	31 st December, 1976, 48 Years	10 th February, 1955, 70 Years
Date of first Appointment on the Board	20 th December, 1999	1 st December, 2008
Qualifications	B.E. from Gulbarga University	B.A. from Rajasthan University
Experience and expertise in specific functional area	Having wide industrial experience spanning over 25 years and has expertise knowledge in the overall Business Administration including Legal, Production and day to day affairs of the Company.	Having wide industrial experience spanning over 35 years and has expertise knowledge in manufacturing of various type of Ceramic Tableware Products.
Brief Resume	He is B.E. from Gulbarga University and has more than 25 years of experience in the field of Ceramic Tableware Industry. He looks after the overall Business Administration including Legal, Production and other allied activities related to business operations and management of the Company. He is also a fellow member of the Indian Institute of Ceramics.	He is Graduate from Rajasthan University and having more than 35 years of experience in the field of manufacturing of various type of Ceramic Tableware Products. He looks after the Business Administration, new product development and day to day affairs of the Company.
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	He is brother of Shri Bharat Agarwal (DIN: 00492134), Executive Director and Shri Deepak Agarwal (DIN: 03311393), Executive Director cum Chief Financial Officer.	He is not related to any other Director of the Company.
Nature of appointment/re-appointment	Appointment as Managing Director.	Appointment as Whole-Time Director and Designated as Executive Director.
Terms and Conditions of appointment/re-appointment	Appointment as Managing Director for a period of 3 (Three) years with effect from 16 th July, 2025 to 15 th July, 2028, liable to retire by rotation.	Appointment as Whole-Time Director and Designated as Executive Director for a period of 3 (Three) years with effect from 16 th July, 2025 to 15 th July, 2028, liable to retire by rotation.
Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Remuneration drawn as Director in financial year 2024-25 is Rs. 1.12 Crores. Details of remuneration sought to be paid is mentioned in the Special Resolution No. 1.	Remuneration drawn as Director in financial year 2024-25 is Rs. 1.81 Crores. Details of remuneration sought to be paid is mentioned in the Special Resolution No. 2.
Shareholding in the Company	25,49,640 Equity Shares	70,96,320 Equity Shares
The number of meetings of the Board attended during the	8	3

CLAY CRAFT INDIA LTD

(Formerly Known as Clay Craft (India) Private Limited)

CIN: U26933RJ1988PLC004677

Registered Office: F-766 & F-766 A, Road No. 1-D, Vishwakarma Industrial Area, Jaipur - 302013, Rajasthan

Telephone No.: +91 - 141 - 2261002; **Fax No.:** +91 - 141 - 2331734, **E-mail:** claycraftindia@hotmail.com

Website: www.claycraftindia.com, **GST No.** 08AAACC6866D1ZO

financial year 2024-25		
Directorships held in other Companies	Director in Crown Craft (India) Pvt. Ltd.	Director in Crown Craft (India) Pvt. Ltd., B. Ceramics Pvt. Ltd., and Sharp Minchem Pvt. Ltd.
Memberships/Chairmanships of committees of other Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil
In case of appointment of Independent Directors, the justification for choosing the appointees for appointment as Independent Directors	NA	NA

DISCLOSURE IN TERMS OF SECRETARIAL STANDARD 2 ON GENERAL MEETINGS ISSUED BY THE ICSI:

Particulars	Shri Bharat Agarwal	Shri Deepak Agarwal
DIN	00492134	03311393
Date of Birth and Age	10 th February, 1978, 47 Years	5 th September, 1988, 36 Years
Date of first Appointment on the Board	1 st December, 2008	1 st April, 2011
Qualifications	M.B.A. from Gujarat University	M.B.A. from Cardiff University, United Kingdom
Experience and expertise in specific functional area	Having wide industrial experience spanning over 24 years and has expertise knowledge in Sales & Marketing including General Trade, Market Research and Product Development.	Having wide industrial experience spanning over 14 years and has expertise knowledge in Business Administration, Sales & Marketing.
Brief Resume	He is M.B.A. from Gujarat University and has more than 24 years of experience in the field of Ceramic Tableware Industry. He looks after the Sales and Marketing of the Company including General Trade, Market Research and Product Development.	He is M.B.A. from Cardiff University, United Kingdom and has more than 14 years of experience in the field of manufacturing of Ceramic Tableware Products. He takes care of Sales & Marketing, Accounts, Finance, Taxation, etc.
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	He is brother of Shri Vikas Agarwal (DIN: 00985596), Managing Director and Shri Deepak Agarwal (DIN: 03311393), Executive Director cum Chief Financial Officer.	He is brother of Shri Vikas Agarwal (DIN: 00985596), Managing Director and Shri Bharat Agarwal (DIN: 00492134), Executive Director.
Nature of appointment/re-appointment	Appointment as Whole Time Director and Designated as Executive Director.	Appointment as Whole-Time Director & Chief Financial Officer and Designated as Executive Director

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		cum Chief Financial Officer.
Terms and Conditions of appointment/re-appointment	Appointment as Whole-Time Director and Designated as Executive Director for a period of 3 (Three) years with effect from 16 th July, 2025 to 15 th July, 2028, liable to retire by rotation.	Appointment as Whole-Time Director & Chief Financial Officer and Designated as Executive Director cum Chief Financial Officer for a period of 3 (Three) years with effect from 16 th July, 2025 to 15 th July, 2028, liable to retire by rotation.
Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Remuneration drawn as Director in financial year 2024-25 is Rs. 1.52 Crores. Details of remuneration sought to be paid is mentioned in the Special Resolution No. 3.	Remuneration drawn as Director in financial year 2024-25 is Rs. 1.52 Crores. Details of remuneration sought to be paid is mentioned in the Special Resolution No. 4.
Shareholding in the Company	25,46,190 Equity Shares	25,49,040 Equity Shares
The number of meetings of the Board attended during the financial year 2024-25	5	5
Directorships held in other Companies	Director in B. Ceramics Pvt. Ltd.	Director in Crown Craft (India) Pvt. Ltd.
Memberships/Chairmanships of committees of other Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil
In case of appointment of Independent Directors, the justification for choosing the appointees for appointment as Independent Directors.	NA	NA

Registered Office: F-766 & F-766 A, Road No. 1-D, V.K.I. Area, Jaipur - 302013, Rajasthan Ph. No: 91-141-4021110, Fax: 91-141-2331734, Email: claycraftindia@hotmail.com Website: www.claycraftindia.com CIN: U26933RJ1988PLC004677 Dated: 16.07.2025 Place: Jaipur	By order of the Board of Directors For Clay Craft India Ltd (Formerly Known as Clay Craft (India) Pvt. Ltd.) Anil Kumar Sharma Company Secretary FCS 9382
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CLAY CRAFT INDIA LTD

(Formerly Known as Clay Craft (India) Private Limited)

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Website: www.claycraftindia.com, GST No. 08AAACC6866D1ZO

INFORMATION PURSUANT TO THE PROVISIONS OF SCHEDULE V OF THE COMPANIES ACT, 2013:

I. GENERAL INFORMATION:

(i) **Nature of Industry**

The Company is a leading manufacturer of Ceramic Tableware Products.

(ii) **Date or expected date of commencement of commercial production**

The Company has commenced commercial production from 31st October, 1988.

(iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**

Not Applicable.

(iv) **Financial performance based on given indicators**

(Rs. in Lakhs)

Particulars	2023-24	2022-23
Gross Revenue Receipts	14698.80	14775.06
Profit before Depreciation & Tax	2582.12	3250.35
Profit before tax	1985.98	2836.90
Less: Current Tax	457.81	738.12
- Deferred Tax	153.07	102.88
- Income Tax Expense	4.21	1.10
Profit after tax	1370.89	1994.80

(v) **Foreign investments or collaborators, if any**

The Company has not entered into any foreign collaboration.

II. INFORMATION ABOUT THE APPOINTEES:

S. No.	Particulars	Shri Vikas Agarwal	Shri Rajesh Narain Agarwal	Shri Bharat Agarwal	Shri Deepak Agarwal
(a)	Background Details	Shri Vikas Agarwal (DIN: 00985596), aged about 48 years, holds Bachelor's Degree of Engineering in Cement & Ceramic Technologies from Gulbarga University. He was appointed on the Board of the Company on 20 th December, 1999 and is having more than 25 years of experience in the field of Ceramic	Shri Rajesh Narain Agarwal (DIN: 00492137), aged about 70 years, is Graduate from University of Rajasthan. He was appointed on the Board of the Company on 1 st December, 2008 and is having more than 35 years of experience in the field of manufacturing of various type of Ceramic Tableware	Shri Bharat Agarwal (DIN: 00492134), aged about 47 years, holds Master's Degree of Business Administration from Gujarat University. He was appointed on the Board of the Company on 1 st December, 2008 and is having more than 24 years of experience in the field of Ceramic Tableware Industry. He looks	Shri Deepak Agarwal (DIN: 03311393), aged about 36 years, holds Master's Degree of Business Administration from Cardiff University, United Kingdom. He was appointed on the Board of the Company on 1 st April, 2011 and is having more than

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		Tableware Industry. He looks after the overall Business Administration including Legal, Production and other allied activities related to business operations and management of the Company. He is also a fellow member of the Indian Institute of Ceramics.	Products. He looks after the Business Administration, new product development and day to day affairs of the Company.	after the Sales and Marketing of the Company including General Trade, Market Research and Product Development.	14 years of experience in the field of manufacturing of Ceramic Tableware Products. He takes care of Sales & Marketing, Accounts, Finance, Taxation, etc.
(b)	Past Remuneration	Shri Vikas Agarwal (DIN: 00985596), Managing Director, has drawn remuneration of Rs. 1.12 Crores during the financial year 2024-25.	Shri Rajesh Narain Agarwal (DIN: 00492137), Executive Director, has drawn remuneration of Rs. 1.81 Crores during the financial year 2024-25.	Shri Bharat Agarwal (DIN: 00492134), Executive Director, has drawn remuneration of Rs. 1.52 Crores during the financial year 2024-25.	Shri Deepak Agarwal (DIN: 03311393), Executive Director & Chief Financial Officer, has drawn remuneration of Rs. 1.52 Crores during the financial year 2024-25.
(c)	Recognition or Awards	None	None	None	None
(d)	Job profile and his suitability	As Managing Director of the Company, he shall be responsible for the overall management of the Company, subject to the superintendence, guidance and control of the Board of Directors. Taking into account his previous experience, educational background, vast knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Managing Director of the Company.	As Executive Director of the Company, he shall be responsible for day to day management of the Company. He has been instrumental in deciding Company's policy planning, long term vision and is responsible to evolve strategies to combat competition and to attain targets of the Company. Considering the above and having regard to his age, qualifications, ability, experience and looking to the business requirement, the proposed appointment is in the interest of the Company.	As Executive Director of the Company, he shall be responsible for sales and marketing including General Trade, Market Research, Product Development and other allied activities of the Company. Considering the above and having regard to his age, qualifications, ability, experience and looking to the business requirement, the proposed appointment is in the interest of the Company.	As Executive Director & Chief Financial Officer of the Company, he shall be responsible for sales, marketing, Accounts, Finance, Taxation and other Commercial activities of the Company. Considering the above and having regard to his age, qualifications, ability, experience and looking to the business requirement, the proposed appointment is in the interest of the Company.

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(e)	Remuneration Proposed	The details of proposed remuneration are provided in the Special Resolution as set out at Item No. 1 of the notice.	The details of proposed remuneration are provided in the Special Resolution as set out at Item No. 2 of the notice.	The details of proposed remuneration are provided in the Special Resolution as set out at Item No. 3 of the notice.	The details of proposed remuneration are provided in the Special Resolution as set out at Item No. 4 of the notice.
(f)	Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into consideration the size of the Company, the profile of Shri Vikas Agarwal (DIN: 00985596), the responsibilities shouldered on him and the industry bench marks in general, the proposed remuneration is reasonable, justified and commensurate with the remuneration packages paid in the comparable Companies.	Shri Rajesh Narain Agarwal (DIN: 00492137) has rich experience of handling various areas of business and the Company believes that the remuneration proposed to be paid is appropriate and commensurate with the level of his expertise and profile.	Shri Bharat Agarwal (DIN: 00492134) has vast experience of handling various areas of business and the Company believes that the remuneration proposed to be paid is appropriate and commensurate with the level of his expertise and profile.	Shri Deepak Agarwal (DIN: 03311393) has vast experience of handling various areas of business and the Company believes that the remuneration proposed to be paid is appropriate and commensurate with the level of his expertise and profile.
(g)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any	Shri Vikas Agarwal (DIN: 00985596), Managing Director has no pecuniary relationship directly or indirectly with the Company other than his remuneration in the capacity of Managing Director. He is brother of Shri Bharat Agarwal (DIN: 00492134), Executive Director and Shri Deepak Agarwal (DIN: 03311393), Executive Director cum Chief Financial Officer. He holds 25,49,640 equity shares of the Company.	Shri Rajesh Narain Agarwal (DIN: 00492137), Executive Director has no pecuniary relationship directly or indirectly with the Company other than his remuneration in the capacity of Executive Director. He is not related to any other Director of the Company. He holds 70,96,320 equity shares of the Company.	Shri Bharat Agarwal (DIN: 00492134), Executive Director has no pecuniary relationship directly or indirectly with the Company other than his remuneration in the capacity of Executive Director. He is brother of Shri Vikas Agarwal (DIN: 00985596), Managing Director and Shri Deepak Agarwal (DIN: 03311393), Executive Director cum Chief Financial Officer. He holds 25,46,190 equity shares of the Company.	Shri Deepak Agarwal (DIN: 03311393), Executive Director & Chief Financial Officer has no pecuniary relationship directly or indirectly with the Company other than his remuneration in the capacity of Executive Director & Chief Financial Officer. He is brother of Shri Vikas Agarwal (DIN: 00985596), Managing Director and Shri Bharat Agarwal (DIN: 00492134), Executive Director.

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					He holds 25,49,040 equity shares of the Company.
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III. OTHER INFORMATION:

(a) Reasons of loss or inadequate profits

Lower capacity utilization primarily due to lower production, poor arrival of raw materials, disparity in export of final products, increased competition in the industry coupled with likely increase in cost of raw-materials and other inputs may create pressure on margins, resulting in inadequate profits as calculated in terms of Section 198 of the Companies Act, 2013 in the coming years.

(b) Steps taken or proposed to be taken for improvement

The Company has initiated various steps to boost its operational performance including lowering its operating cost, augmenting its sales and diversifying in profitable quality products. Improved productivity and cost control measures have been put in place. Various realignment initiative ensured reduced cost burden on the Company resulting in overall reduction of cost.

(c) Expected increase in productivity and profits in measurable terms

The Company expects that the increase in productivity, improvement in consumer sentiment, reduction in production cost through implementation of energy saving measures, increase in the product range to cater to the requirements of different segments, will enable the growth momentum to pick up. The management continues to be optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company, which would contribute in increased revenues and higher margins.

Registered Office: F-766 & F-766 A, Road No. 1-D, V.K.I. Area, Jaipur - 302013, Rajasthan Ph. No: 91-141-4021110, Fax: 91-141-2331734, Email: claycraftindia@hotmail.com Website: www.claycraftindia.com CIN: U26933RJ1988PLC004677 Dated: 16.07.2025 Place: Jaipur	By order of the Board of Directors For Clay Craft India Ltd (Formerly Known as Clay Craft (India) Pvt. Ltd.) Anil Kumar Sharma Company Secretary FCS 9382
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CLAY CRAFT INDIA LTD

(Formerly Known as Clay Craft (India) Private Limited)

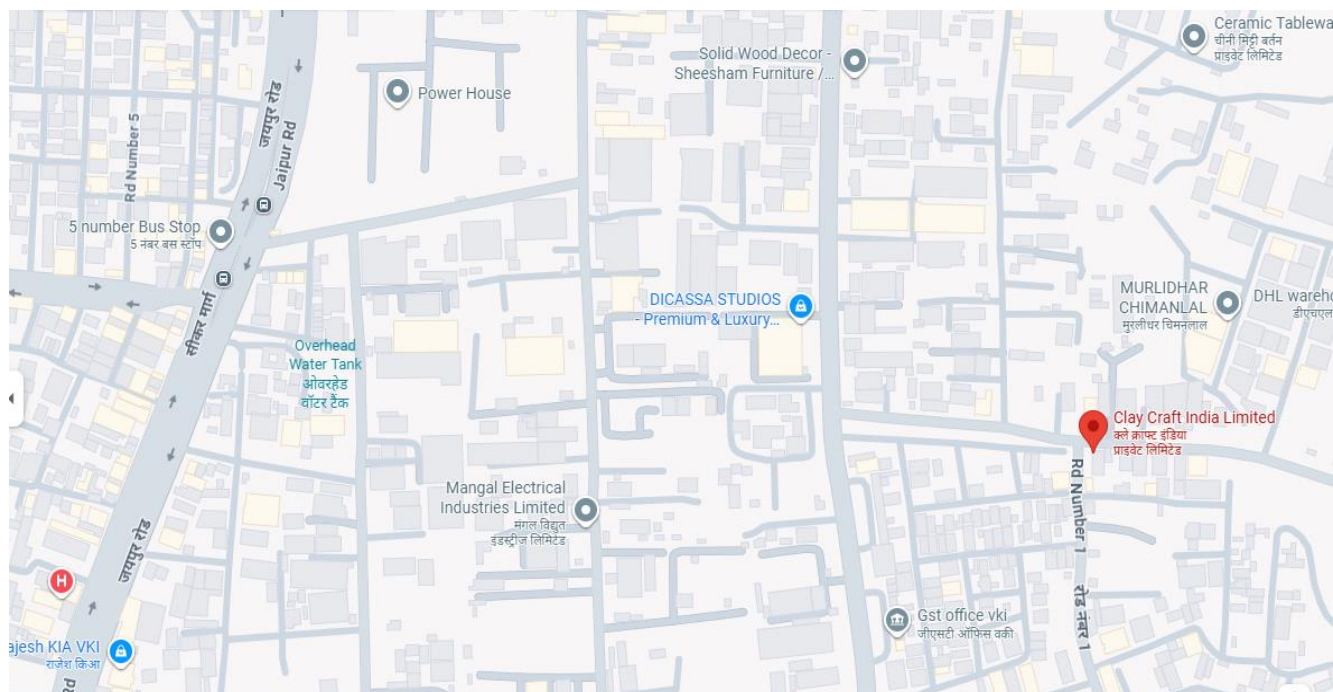
CIN: U26933RJ1988PLC004677

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ROUTE MAP OF EXTRA-ORDINARY GENERAL MEETING



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

Anil Kumar Sharma
Company Secretary
FCS 9382

Dated: 16.07.2025

Place: Jaipur

CLAY CRAFT INDIA LTD

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ATTENDANCE SLIP

Extra-Ordinary General Meeting on Monday, 21st July, 2025 at 11:00 A.M. at the Registered Office of the Company at F-766 & F-766 A, Road No. 1-D, Vishwakarma Industrial Area, Jaipur - 302013, 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 Monday, 21st July, 2025 at 11:00 A.M. at Registered Office of the Company at F-766 & F-766 A, Road No. 1-D, Vishwakarma Industrial Area, Jaipur - 302013, 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]

CIN: U26933RJ1988PLC004677

Name of the Company: Clay Craft India Ltd

Registered Office: F-766 & F-766 A, Road No. 1-D, Vishwakarma Industrial Area, Jaipur - 302013, 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 Monday, 21st July, 2025 at 11:00 A.M. at Registered Office of the Company at F-766 & F-766 A, Road No. 1-D, Vishwakarma Industrial Area, Jaipur - 302013, Rajasthan, India and at any adjournment thereof in respect of such resolutions as are indicated below:

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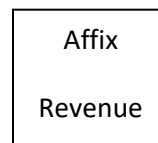
Special Business:

1. To approve the appointment of Shri Vikas Agarwal (DIN: 00985596), as Managing Director of the Company
2. To approve the appointment of Shri Rajesh Narain Agarwal (DIN: 00492137), as Whole -Time Director and designate him as Executive Director of the Company
3. To approve the appointment of Shri Bharat Agarwal (DIN: 00492134), as Whole-Time Director and designate him as Executive Director of the Company
4. To approve the appointment of Shri Deepak Agarwal (DIN: 03311393), as Whole-Time Director and Chief Financial Officer (Key Managerial Personnel) and designate him as Executive Director cum Chief Financial Officer of the Company
5. To approve to Borrow Money under Section 180(1)(c) of the Companies Act, 2013
6. To approve the Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of Borrowings under Section 180 (1)(a) of the Companies Act, 2013
7. To authorize for giving any loan/guarantee and/or providing any security in connection with loan and/or making any investment by the Company under section 186 of the Companies Act, 2013
8. To approve the increase in Authorised Share Capital of the Company and consequent alteration in the Capital Clause of Memorandum of Association

Signed this..... day of July, 2025

Signature of shareholder:

Signature of Proxy holder(s):



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.