

NOTICE

Notice is hereby given that the 01st Extra Ordinary General Meeting of the Members of the Company will be held on Wednesday, 27th January 2021 at 11:00 A.M. at its Registered Office at B-12 M.G.D. Market Tripolia Bazar, Jaipur, (302002) Rajasthan to transact the following business: -

Special Business:

1. Adoption of New Set of Memorandum of Association as per Companies Act, 2013

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

RESOLVED THAT pursuant to the provisions of Section 4, 13 of the Companies Act, 2013 (the act) and Table A of Schedule I of the act along with other applicable provisions if any, read with applicable rules made there under (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of Registrar of Companies, existing Clause III of Memorandum of Association of the Company be & is hereby deleted and following Clause III (A) & (B) be and is hereby adopted as the objects of the company without any modification in the Main objects:-

III. (A) The objects to be pursued by the company on its incorporation are:-

1. To carry on the business of manufacturers, importers and exporters of, traders and dealers in or otherwise engage in ceramic tableware and plastic and silicons and glassware such as PVC, PE, Bakelite, urea, formaldehyde, emulsion, greases and other similar chemical compositions, products of all classes, viz; fibre glass, glass wood; fireclay, refractories, insulations, cement of all types including H. A. cement, glass, chinawares, Procelainwares, earthenwares, stoneware terracotta plastics moulding and extrusions and crockerwares, tablewares, glasswares, figures and states, artificial, teetch electrical insulators, sanitarywares, glazed or unglazed tiles, laboratory, hospital and industrial requisites, sparking plugs, drainage and water supply pipes, refractory and insulation cement, bricks and other shapes and linings.
2. To manufacture, produce, store, purchase, sell, import export and otherwise deal in acidic, basic and natural ceramic tableware and all chemical formulation, organic and inorganic descriptions, and categories and in all by products and allied products.
3. To undertake construction of plants and equipments for the Manufacture of refractories; chemical, ceramics; building bricks, heavy claywares & tableware & machineries & dies and other similar products on contract basis and also on turnkey jobs.

For Clay Craft (India) Pvt. Ltd.

Clay Craft (I) Pvt. Ltd.

[An ISO 9001 : 2008 Company]

F-766 A, Road No.: 1-D, V.K.I. Area, Jaipur-302013 (INDIA) Tel.: 91-141-2261002 Fax: 91-141-2331734

Registered Office : B-12, M.G.D. Market, Jaipur Ph.: +91-141-4021110

website: www.claycraftindia.com email: claycraftindia@hotmail.com, sales@claycraftindia.com

CIN No. U26933RJ1988PTC004677 R.S.T./C.S.T.No. 1423/03689 TIN : 08302203597 GST No. 08AAACC6866D1Z0



4. To manufacture, trade, import and export Bone China tableware, Transfer Sheets, Prepared ceramic Body & Glazes, Ceramic machines, Steelware, S.S. Cookware, S.S. tableware, Vacuum wares, other articles of steel.

(B) Matters which are necessary for furtherance of the objects specified in clause III(A) are:-

1. To acquire from time to time and to manufacture and deal in all stock in trade, plant and machinery, stores and raw materials goods, and effects which may be necessary or convenient for any business for the time being carried on by the Company.
2. To apply for purchase or otherwise acquire any patents rights, brevets invention, trademarks designs, licenses, concession and the like, conferring any exclusive or non-exclusive or limited rights to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise develop or grant licenses in respect of or otherwise turn to account the property rights or information so acquired expend money in experimenting upon, testing or improving any such and patents inventions or rights.
3. Subject to the provisions of Companies Act, 2013 and the Monopolies And the Restrictive Trade Practices Act, 1969 to enter into partnership or into any arrangement for sharing profits, amalgamation, union of interest, cooperation joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on engage in any business or transaction which this company is authorised to carry on or engage in or any business undertaking or transaction which may seem capable of being conducted so as to directly or indirectly benefit this company or to amalgamate with any other company having objects altogether or in part similar to those of this company and to lend money, to guarantee the contracts of or otherwise assist any such person or company and to place, take or otherwise acquire or to be interested in hold, deal, in and dispose of shares, stocks debentures, and other securities of any such company.
4. Subject to the provisions of the Companies Act, 2013 and any other Law in force to establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company and/or for the purpose of setting up of industrial or undertakings for the manufacture of industrial, electrical and engineering goods as aforesaid or of

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Vishal Agarwal
Director

plants, machinery, appliances, apparatus, equipment, parts and component parts and other articles or things, as may be found from time to time necessary for the purpose of carrying on business or manufacturing activities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

5. To carry on the business in India and/or elsewhere and at all their branches on their own account or otherwise as merchants, dealers importers, exporters, factors, transporters, shippers, agents, adatias commission agents, brokers and collectors of all or any of the articles or goods of the Company.
6. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiments and tests of all kinds and to promote studies and research both scientific, and technical investigations, experiments fests and invention of any kind that may be considered likely to assist the business which the Company is authorised to carry on.
7. To enter into any contracts, agreements and arrangements with any governments, public corporations and bodies, municipalities and local authorities, for the sale, purchase or supply of any goods or commodities or services, which may seem conducive to the company's objects or any of them and obtain from such governments, Public corporations and bodies, municipalities and local authorities any right, privileges and concessions which may appear desirable to be obtained, to carry out perform, and comply with any such contracts, agreements and to oppose the grant of any such rights, privileges or concessions to other.
8. To carry on and achieve any of the aforementioned objects by opening branches and factories in India and abroad.
9. To sell, mortgage, exchange, grant leases, licenses, easements and other, rights and improve, manage, develop and turn to account or deal with Sin any manner the whole of the property assets, investments, undertakings, rights and effects of the company or any part thereof for such consideration as may be thought fit, including shares, debentures or securities of any other company whether partly paid up or fully paid up.
10. To design, manufacture, assemble, contract for, buy, sell, let out on hire and deal in any plant, machinery tools goods or things of any description which, in the opinion of the company, may be conveniently dealt with by the Company in connection with any of its objects.
11. To open an account or accounts with any bank or banker and to-draw and to withdraw moneys from such accounts.
12. To draw, accept, make endorse; discount and negotiate bills of exchange promissory notes and other negotiable instruments.

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13. Subject to the provisions of the Companies Act, 2013 and the Rules framed thereunder and the directions issued by the Reserve Bank of India from time to time, to borrow or raise or secure the payment of, money or to receive money on deposit at interest or to guarantee the debts and contracts for any of the purposes of the Company and at such time or times as may be thought fit by promissory notes of by taking credit in or opening current accounts with any person, firm, bank or Company and whether with or without any security or by such other means as the Directors may in their absolute discretion deem expedient and in particular by the issue of debentures, debenture-stock perpetual. or otherwise and in security for any such money so borrowed, raised or received and of, any such debentures or debenture stock so issued to mortgage pledge or charge the whole or any part of the property and assets of the company, both present and future including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem, pay off any securities provided the Company shall not carry on banking business as defined in the Banking Regulations Act. 1949.
14. To issue or guarantee the issue of or the payment of interest on the shares debentures or other securities or obligations of any company or association.
15. To advance and lend money upon such security as may be thought proper or without taking any security thereof.
16. To invest the money of the Company not immediately required in such manner as from time to time may be determined.
17. To purchase, acquire or undertake or take over the whole or any part of the business, profession, goodwill, property, contracts, agreements, right, privileges, effects and liabilities of any person, firm or company carrying on of proposing to carry on or ceasing to carry on any business, profession or activity which the Company is authorised to carry on or possessed of property or rights suitable for the purpose of the Company and upon such terms and subject to such stipulations and conditions and at or for such price or consideration (if any) on money, shares debentures, money's worth or otherwise as may be deemed fit.
18. To acquire by subscription, purchase or otherwise and to accept and take, hold and sell, shares and/or stock in any company, society or undertaking, the objects of which shall either in whole or in part be similar to those of this company.
19. To expend moneys of the company in exhibiting or otherwise advertising or making known the business or products of the company and to make any arrangement for the payment of commission or shares of profits to or otherwise remunerating any person or company advertising or making known such business.
20. To establish agencies in India and elsewhere and to regulate and discontinue the same.

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Signature of Director
Director

21. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of gratuities pensions, allowances or emoluments to any persons who are/ were at any time in the employment or service of the company or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary Company or who are or were at any time Directors officers of the company or of any such other company as aforesaid and the wives' widows families and dependents of any such persons and also establish subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefits of or to advance the interests and will being of the company or of any such other company as aforesaid and make payment to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
22. To establish competition in respect of contributions or information suitable for insertion in any publication of the Company or otherwise on any of the purses of the company and to offer grants, prizes, rewards and premiums of such character and on such terms as may seem expedient.
23. To sell, dispose of or transfer the business* property and undertakings of the company or any part thereof for any consideration which the company may deem fit to accept.
24. To accept stocks or shares in or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any service: rendered or for any sale made to or debt owing from such company.
25. In the event of winding up of the company and subject to the provisions of the Companies Act. 2013 to distribute in specie or otherwise as may be resolved, any assets of the company among its members and particularly the shares, debentures of securities of any other company formed to take over the whole or any part of the assets or liabilities of this company.
26. To employ, remove, or suspend or enter Into agreements with such technical experts, officers, managers, secretaries, clerks and others as may be deemed, expedient and to remunerate them in any manner desirable for services rendered or to be rendered to the company.
27. To establish promote and otherwise assist any company or companies, partnerships, associates of persons, societies, for the purpose of acquiring any of their property to furthering any of the objects of this company.
28. To buy sell manufacture, refine, process, import, export, and deal both wholesale and retail in commodities, substances, apparatus articles and things of all kind capable of

For Clay Craft (India) Pvt. Ltd.

Sh. Aggarwal
Director

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- being used of which can be conveniently dealt in by the Company in connection with any of its objects,
29. To undertake and execute any trust the undertaking of which may seem to the company desirable either gratuitously or otherwise.
 30. To pay all or any costs, charges and expenses whatsoever preliminary, incidental of relating to the promotion, formation, registration or establishment of this or any other company.
 31. Subject to the provisions of Companies Act 2013 to subscribe or contribute from time to time any charitable, benevolent or useful object of a public character the support of which will, in the 'Opinion of the company, tend to increase its repute or popularity among its employees, customers or the public.
 32. To issue debentures, debenture-stock, bonds obligations and securities of all kind, and to frame, constitute and secure the same, as may seem expedient with full power to make the same transferable by delivery or by instrument of transfer or otherwise and either perpetual and terminable, and either redeemable for otherwise, or the undertaking of the Company or upon any specific property and rights present and future of the Company (including if thought fit, uncalled capital) or otherwise howsoever.
 33. To create any depreciation fund, reserve fund, sinking fund insurance fund or any special or other fund whether for depreciation or for repairing improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the interest of the Company.
 34. To do all or any of the above things in any part of the world and either as principals agents, trustees contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors trustees or otherwise and to do all such things as are incidental or conducive to the above mentioned objects or any of them
 35. To manufacture, deal in or process styrene, butadiene ethylene, alcohol, petroleum fractions and other chemical substances of all kinds, to manufacture compounds synthetics and other substance basic, intermediate or otherwise from chemicals of all kinds.
 36. To carry on the business of manufacture of and dealers in chemical, petrochemical industrial preparations of whatsoever nature; waxes, natural and synthetic, industrial solvents, rubber chemicals including vulcanisants antioxidants acceleration pigments, reinforcing agents, carbon black, silica compounds softeners, blowing agents and special chemical substances, including coal tar, carbon black of all kinds petroleum, natural and organic chemical products of all kinds.

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M. D. Agarwal
Director

37. To purchase, take on lease or otherwise, acquire any proprietors rights in terms of mining, metallic, mineral saline, clay, bentonite and such other underground substance including Chemicals rare earths elements and such other things and to explore, work, exercise develop and turn to account the same.
38. To carry on any trade, agriculture, plantation, and in particular plantation for commercial operations, in India or in any part of the world, in connection with any merchandise, commodity, goods, wares, produce products, articles and to purchase, or otherwise acquire dispose of deal in, either for future or for the present and either absolutely or conditionally to cover any such purchase or sale by options, cross contracts, or otherwise.
39. Investment in stock market, mutual funds, various bonds, gold, precious metals, fixed deposits in banks, financial institutions etc.
40. To carry on in India and elsewhere, the business or trade of financiers, capitalists or to issue or guarantee the Issue or the payment of interest on the shares, stock, debentures, debenture stock or other securities or obligations of any Company, association or person and to pay or provide for brokerage, commission and underwriting in respect of any such issue provided that the Company shall not carry on any business which shall amount to the business of banking within 'the meaning of Banking Regulations Act. 1949.
41. To pump, refine raise, dig and quarry for oil, petroleum, gold, silver, diamonds, precious stones, coal, earth limestone, iron, aluminum titanium, vandum, mica, apalite, chrome, copper, gypsum, lead, manganese, molybdenum nickel, platinum rutile, uranium, sulphur, tin, zinc, zircon, bauxite, tungsten and other ores and minerals.
42. To carry on all or any of the businesses of engineers, founders, smelters, fabricators, smith's metal workers, metallurgists, electric and chromium platters, polishers, painters, tin smiths, black-smiths, iron mongers, alloy makers, machinists and manufacturers of and dealers in machinery, tools, instruments and equipments of all kinds used in mining refining, manufacturing and processing of ores, mineral goods and materials.
43. To carry on all or any of the businesses of manufacturers of, dealers in, hirers, repairers and warehouses of cars, lorries buses, vans, cycles, tractors, motor cycles, scooters, wagons, locomotives, earth moving equipments and vehicles and vessels of every description.
44. To carry on all or any of the businesses of furriers, hosiers, dressmakers, tailors, hatters outfitters, gloves, carpet makers and makers of jute goods, umbrellas, water proof materials, and linoleums.

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Vishal Aggarwal
Director

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45. To carry on all or any of the businesses of manufacturers of and dealers in glass, glass products including Sheets and plate glass, optical glass wool, laboratory ware, bottles, jars, containers, thermos-bottles, enamel ware and receptacles of all kinds.
46. To carry on all or any of the businesses of manufacturers of and dealers in woods products, including plywood, matches, furniture, boxes, windows, doors, tools and other articles and products in which timber or woods is substantially used and to act as timber and lumber merchants and proprietors of saw mills.
47. To carry on all or any of the businesses of manufacturers of and dealers and workers in cement, lime, plasters, ceramic sanitary fittings, asbestos sheets, chinaware, whiffing clay, gravels and minerals, earth coke, fuel and stone.
48. To carry on all or any of the businesses of manufacturers of and dealers in pulp and paper of all kinds and articles made from paper or pulp and materials used in the manufacture or treatment of paper including packaging goods and materials such as bags, cartons, containers and boxes.
49. To carry on all or any of the businesses of goldsmiths, silversmiths, jewelers, gem and diamond merchants and of manufacturing and dealing in jewellery and cutlery and their components and accessories and of producing, acquiring and trading in metals, bullion, gold, ornaments, silver utensils, diamonds, precious stones, paintings, historical coins manuscripts, curious, antiques, and objects of art.
50. To carry on all or any of the businesses of brewers, distillers and, makers and manufacturers of and dealers in aerated, mineral and artificial water, alcohol, beer, wines, whiskies and liquors of every description.
51. To carry on all or any of the businesses of carriers of passengers and goods and merchandise by air, sea or surface transport and to maintain airways, shipping line roadways and other transport services and to act as clearing agents, forwarding agents, travel agents charters, tour agents and freight contractors.
52. To carry on all or any of the businesses of salt marking.
53. To carry on all or any of the businesses of producing distributing and exhibiting films and motion pictures including the construction, running and owning of theatres, cinemas and studios and conducting cinematographic shows and exhibitions of manufacturing and dealing in cameras and photographic equipments and materials.
54. To carry on all or any of the business of running hospitals, clinics, nursing homes, maternity and family planning units, pathological laboratories, optician shops, massage houses, chemist shops, schools colleges and training institutions.
55. To carry on all or any of the businesses of undertaking of arranging for the writing and publication of books magazines, journals or pamphlets on subjects relating to trade, commerce, industry, agriculture, medicine, banking, insurance investment taxation, finance, economics, law and other subjects.

For Clay Craft (India) Pvt. Ltd.

Vijay Garg
Director

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56. To carry on the businesses of undertaking and setting up projects on turnkey basis.
57. To carry on all or any of the business cotton, kappas, wool, silk, kapok, art silk artificial and synthetic filaments, rayon, polyester nylon, and other fibrous substance as well as in yarn of all variety and description including cotton, synthetic, staple textile, linen and cloth of all kinds.
58. To cultivate, grow produce or deal in any dairy products and to carry on the business of farmer, dairymen, Contractors, dairy farmers, millers, purveyors and vendors of milk: Cream Cheese, butter, poultry and provisions of all kinds, growers of and dealers in corn hay and straw, seeds, men and nurserymen,
59. To purchase, sell, import export produce or otherwise deals in preserved vegetables tinned fruits and all types of food products, food grains, develop and exploit farms horticulture, agricultures, animal husbandry, dairy, poultry and allied farming lines.
60. To acquire collect and gather by fishing or purchase all varieties of meat and to process pack and prepare the same for sale and export.

RESOLVED FURTHER THAT the regulations contained in the existing Memorandum of Association of the Company is altered and adopted in line with the table A of schedule I of Companies Act, 2013, and draft of the same have been circulated along with the notice of the meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or and to sign and execute all necessary documents, applications, returns, and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company so as to give full effect to this Resolution.

2. Adoption of new set of Articles of Association as per Companies Act, 2013.

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

RESOLVED THAT pursuant to the provisions of Section 5, 14 of the Companies Act, 2013 (the act) and Table F of Schedule I of the act along with other applicable provisions, if any, read with applicable rules made there under (including any modification(s) or re-enactments thereof for the time being in force) and subject to the approval of Registrar of Companies, the new set of the Articles of Association of the Company, a copy of which placed before the meeting be and is hereby considered, approved and adopted in place of existing Articles of Association of the Company.

For Clay Craft (India) Pvt. Ltd.

Vishal Aggarwal
Director

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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or and to sign and execute all necessary documents, applications, returns, and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company so as to give full effect to this Resolution.

**For and on behalf of the Board of Directors
For Clay Craft India Private Limited**

Dated: 04.01.2021

Place: Jaipur

**Vikas Agarwal
Director**

DIN: 00985596

**Address: A-17, Shastri Nagar,
Jaipur 302016, Rajasthan**

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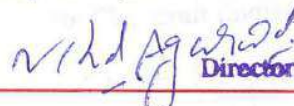
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NOTES:

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 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 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 accounts 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 the company their email ID, address and any other information, registered with the company, if any changes therein.
8. Route Map showing directions to reach to the venue of the EOGM is given as per the requirement of the Secretarial Standards-2 on "General Meeting."
9. An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 has been annexed with the notice.

For Clay Craft (India) Pvt. Ltd.


Director

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Registered Office : B-12, M.G.D. Market, Jaipur Ph.: +91-141-4021110

website: www.claycraftindia.com email: claycraftindia@hotmail.com, sales@claycraftindia.com

CIN No. U26933RJ1988PTC004677 R.S.T./C.S.T.No. 1423/03689 TIN : 08302203597 GST No. 08AAACC6866D120

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

Item No. 01:

As per the provisions of Companies Act, 2013 the Clause III of the Memorandum of Association shall include only two Clauses namely (A) Main Objects to be pursued by the Company and (B) Matters which are necessary for furtherance of the objects specified in clause III (A).

Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Companies Act, 2013 it is proposed to alter the Memorandum of Association of the Company by deleting existing clause III and adopting Clause III (A) & (B) of Memorandum of Association of the Company with no changes in the main objects in any manner.

In terms of provisions of the Companies Act, 2013 read with rules made thereunder the amendment to the Object Clause require the approval of the Shareholders by Special Resolution. Therefore the Board of Directors recommends the resolution for the approval of the shareholders in general meeting by way of special resolution for seeking their approval.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Item No.2:

As per the provisions of Companies Act, 2013, a new set of Articles of Association of a company limited by shares has been prescribed in Table F of Schedule I and that for the convenience of doing business and in line with the new provisions and Table F of the Companies Act, 2013, it is proposed to substitute the existing Articles of Association by adoption of new set of Articles of Association with some modification in the clause of Transfer of shares as follows.

Transfer of shares

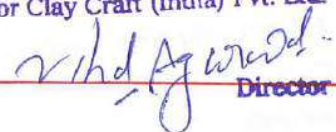
19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

21. Manner of Transfer of shares to third party i.e. (other than existing shareholders as on the date of transfer):

21.1.1 If at any time any of the shareholders (for purposes of this clause, the "seller"), desires to transfer any or all of its equity shares ("offer shares") to a third party, i.e.

For Clay Craft (India) Pvt. Ltd.



Director

Clay Craft (I) Pvt. Ltd.

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than existing shareholders as on the date of transfer, it shall not attempt any such transfer without first carrying out the following:

Make an offer for the sale of such offer shares to the other existing shareholders by a notice in writing ("**offer notice**") mentioning therein:-

- (a) The total number of offer shares and the shareholders' entitlement to acquire such shares on a pro rata basis,
- (b) The proposed sale price, including the proposed amount and form of consideration ("**offer price**");
- (c) The name and address of such third party transferee ("**intended transferee**");
- (d) A representation that the intended transferee has been informed of the "**right of first refusal**"; and
- (e) Any other terms and conditions in connection therewith.

21.1.2. A copy of the offer notice shall be sent to all of the shareholders.

21.1.3. The existing shareholders shall be entitled to accept whole (not in part) of its portion of the offer shares by way of a written notice to the seller ("**acceptance notice**") within a period of 30 (thirty) business days from the date of receipt of the offer notice (the "**acceptance period**"). The acceptance notice shall be valid only if the issuer thereof also confirms that it has all the consents and funds to acquire its portion of the offer shares. The sale of the offer shares accepted by the existing shareholder shall be completed within 30 (thirty) business days from the date of receipt of the acceptance notice, at the offer price. Failure by the existing shareholder to respond to the offer notice within the acceptance period (to accept the whole of its portion of offered shares) shall be deemed to constitute the election by the shareholder to not exercise its rights.

21.1.4. In the event any shareholder(s) does not issue an acceptance notice to purchase its portion of the offer shares, the other shareholder(s) may (provided it has purchased its own portion of the offer shares) (such shareholder referred to as the "**purchasing shareholder**") purchase such offer shares that have not yet been purchased, at its sole discretion within 15 (fifteen) business days from the expiry of the acceptance period (the "**further acceptance period**"). in case the purchasing shareholder's request for purchase of offer shares that exceeds the number of non purchased offer shares, then such non purchased offer shares shall be distributed amongst them according to their pro-rata shareholding in the company. The sale of the offer shares so accepted by the shareholder shall be completed within 15 (fifteen) business days from the expiry of the further acceptance period, at the offer price.

21.1.5. In the event, the shareholder(s) do not purchase all the offer shares from the seller, then the seller shall be at a liberty to sell to the intended transferee within a period of 90 (ninety) business days from the expiry of the further acceptance period

For Clay Craft (India) Pvt. Ltd.

Clay Craft (I) Pvt. Ltd.

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Vishal Agarwal
Director

all, but not less than all, of the offer shares not accepted by the shareholders at a price not lower than the offer price and on terms and conditions not more favorable to the intended transferee than those contained in the offer notice.

22. The Board may decline to recognise any instrument of transfer unless—

- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;
- (c) the instrument of transfer is in respect of only one class of shares; and
- (d) the manner of transfer of shares to third parties is not followed, in requisite cases.

23. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

In terms of provisions of the Companies Act, 2013 the amendment to the Articles of Association require the approval of the Shareholders by Special Resolution. The New set of Articles of Association of the Company proposed to be approved, are provided under **Annexure A**. Therefore the Board of Directors recommends the resolution for the approval of the shareholders in general meeting by way of special resolution for seeking their approval

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

For Clay Craft (India) Pvt. Ltd.



Director

Clay Craft (I) Pvt. Ltd.

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ROUTE MAP



For Clay Craft (India) Pvt. Ltd.

Vishal Aggarwal
Director

Clay Craft (I) Pvt. Ltd.

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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: U26933RJ1988PTC004677

Name of the company: Clay Craft India Private Limited

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 01st Extra Ordinary General Meeting of the company, to be held on the 27th day of January, 2021 at 11:00 A.M. at B-12 M.G.D. Market Tripolia Bazar, Jaipur, (302002) Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

Special Business:

For Clay Craft (India) Pvt. Ltd.

Vijay Aggarwal
Director

Clay Craft (I) Pvt. Ltd.

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- 1 Adoption of New Set of Memorandum of Association as per Companies Act, 2013
- 2 Adoption of New set of Articles of Association as per Companies Act, 2013

Signed this..... day of..... 20....

Signature of shareholder

Affix
Revenue
Stamp

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.

For Clay Craft (India) Pvt. Ltd.

M. D. Aggarwal
Director

Clay Craft (I) Pvt. Ltd.

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Attendance Slip

01st Extra Ordinary General Meeting on Wednesday, 27th January, 2021 AT 11:00 A.M.
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 01st Extra Ordinary General Meeting on
Wednesday, 27th January, 2021 AT 11:00 A.M. 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.

For Clay Craft (India) Pvt. Ltd.

Vishal Aggarwal
Director

Clay Craft (I) Pvt. Ltd.

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