

Notice

NOTICE is hereby given that 57th Annual General Meeting of the Shareholders of TAPARIA TOOLS LIMITED will be held on Monday, the 3rd day of July 2023 at 11.30 A.M. through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM"), to transact the following business. The venue of the Meeting shall be deemed to be the Registered Office of the Company at 52 & 52B, MIDC Area, Trimbak Road, Satpur, Nashik - 422 007:

AS ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS, BOARD'S REPORT AND INDEPENDENT AUDITOR'S REPORT FOR THE FINANCIAL YEAR 2022-2023:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2023 and the Reports of the Board and Independent Auditor thereon and, in this regard, to consider and if thought fit, to pass., with or without modification(s), the following resolution as an Ordinary resolution:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2023 and the Reports of the Board and Auditor thereon laid before this Meeting, be and are hereby considered and adopted."

2. CONFIRMATION OF PAYMENT OF INTERIM DIVIDEND AND DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES:

To confirm the payment of Interim Dividend and to declare Final Dividend on the Ordinary Shares for the Financial Year ended 31st March 2023 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

"RESOLVED THAT the Interim Dividend @ 775% (i.e. Rs.77.50/- per share) on 30,35,750 Equity Shares of Rs. 10/- each paid to the shareholders for the Financial Year ended 31st March 2023, as per the resolutions passed by the Board of Directors, be and is hereby noted and confirmed."

"RESOLVED FURTHER THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for the payment of Final Dividend @775% (i.e. Rs.77.50 per share) on 30,35,750 Equity Shares of Rs.10/- each fully paid up for the year ended 31st March 2023."

3. RE-APPOINTMENT OF SHRI VIRENDRAA BANGUR (DIN: 00237043) AS A DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT:

To appoint Shri Virendraa Bangur (DIN:00237043), who retires by rotation as a Director and being eligible, offers himself for re-appointment as a Director and in this regard, to consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Virendraa Bangur (DIN:00237043), who retires by rotation at this Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

AS SPECIAL BUSINESS

4. APPOINTMENT OF MANAGING DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules made thereunder (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), Regulation 26 read with Part C of Second Schedule and all other applicable provisions of the SEBI (Depositories and Participants) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) circulars, letters, notifications issued thereof, Article 162, 163 and 164 of the Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee and of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of Shri D.P. Taparia (DIN:00126892) as the Managing Director of the Company for a period of 5 (Five) years with effect from 30th May, 2023, on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

“RESOLVED FURTHER THAT Shri Sivaramakrishnan, Director-Operations, or Shri S.R. Bagad, Chief Financial Officer of the Company be and is hereby severally authorised to do all such acts, deeds, things and take such actions as may be required to give effect to this resolution.”

5. APPOINTMENT OF MRS. SWATI RAVINDRA BHAIRI (DIN:07745005) AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendations of the Nomination & Remuneration Committee and of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of Mrs. Swati Ravindra Bhairi (DIN: 07745005), as an Independent Director of the company, not liable to retire by rotation and to hold office w.e.f 30-05-2023 for a term upto the conclusion of 59th Annual General Meeting to be held in the calendar year 2025”.

6. ISSUANCE OF BONUS SHARES

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

“RESOLVED THAT in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India

(SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and further subject to such permissions, sanctions and approvals as may be required in this regard, the consent of the shareholders of the Company be and is hereby accorded to capitalize a sum of Rs.12,14,30,000/-each (Rupees Twelve Crore Fourteen Lakh Thirty Thousand Only) standing to the credit of the free reserves, for the purpose of issuance of fully paid bonus equity shares of Rs. 10/- (Rupees Ten Only) each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the Company whose names appear in the Register of Members maintained by the Company and the List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the Record Date as fixed by the Board for the purpose, in the proportion of 4 (four) Bonus equity shares of Rs. 10/- each for every 1 (one) existing equity share of Rs. 10/- each held by the Members/Beneficial Owners and that the Bonus Shares so distributed shall, for all purposes, rank pari-passu with the existing equity shares and shall be treated as increase in the paid up share capital of the Company”.

“RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) & other Foreign Investors and/or distribution of net sale proceeds in respect of fractions to such members may be entitled, be subject to the compliance requirements of RBI or any other regulatory authority, if any”.

“RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus shares shall be issued to shareholders holding shares in physical mode and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time; except that the new equity bonus shares will be credited to the demat account of the allottees, who hold the existing equity shares in electronic form”.

“RESOLVED FURTHER THAT the new equity bonus shares of Rs. 10/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum of Association & Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted”.

“RESOLVED FURTHER THAT the Board shall not issue any certificate or coupon in respect of fractional shares, if any, but the total number of such new equity shares representing such fractions shall be allotted by the Board to the nominee(s) to be selected by the Board, who would hold them as trustee for the members entitled thereto, and sell such equity shares allotted to him at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost and expenses in respect thereof be distributed to the members in proportion to their fractional entitlements.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other applicable guidelines, rules and regulations”.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board of Directors of the Company be and is hereby authorized to delegate such powers and/or authority to any one or more of the Managing Director, Executive Director, Chief Financial Officer, Company Secretary or any other person / official to do all acts, deeds, matters and things necessary, proper or desirable and to sign and execute all necessary documents, authority letters, applications and returns with Ministry of Corporate Affairs (MCA)Bombay Stock

Exchange, SEBI, Superintendent of Stamps, NSDL, CDSL, RTA or any other authority.”

By order of the Board,
For TAPARIA TOOLS LIMITED
V. S. Datey
Company Secretary

Nashik, 30th May 2023

Registered office:

52 and 52B, MIDC Area,
Trimbak Road, Satpur,
Nashik – 422 007 (Maharashtra)
CIN: L99999MH1965PLC013392, Email: secretarial@tapariatools.com

Notes:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India (“MCA”) has permitted conducting Annual General Meeting through video conferencing (“VC”) or other audio-visual means (“OAVM”). In this regard, MCA issued Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020, Circular No. 21/2021 dated 14th December 2021, Circular No. 2/2022 dated 5th May 2022 and Circular No. 10/2022 dated 28th December 2022 (“MCA Circulars”), prescribing the procedure and manner of conducting the Annual General Meeting through VC / OAVM.
2. In compliance with the applicable provisions of the Companies Act, 2013 (“Act”) read with Ministry of Corporate Affairs (MCA) Circulars, the 57th Annual General Meeting (“AGM”) of the Members of the Company will be held through VC / OAVM. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020; Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022; and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 (“SEBI Circulars”) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) due to the COVID-19 pandemic. Hence, Members can attend and participate in the AGM through VC / OAVM only. The venue of the Meeting shall be deemed to be the Registered Office of the Company.
3. In line with the MCA Circulars and SEBI Circulars, this Notice along with the Annual Report for FY 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / their Depository Participants (“DPs”), unless any Member has requested for a physical copy of the same.
4. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. Since this AGM is being held through VC / OAVM, in terms of the MCA Circulars and SEBI Circulars, the facility for appointment of proxies by the Members will not be available for this AGM.
5. Institutional / Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting to

secretarial@tapariatools.com.

6. The statement setting out the material facts pursuant to Section 102 of the Act concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (ICSI) as approved by the Central Government, is also annexed to this Notice.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday 27th June 2023 to Monday 3rd July 2023 (both days inclusive) for determining the names of the members eligible for dividend on Equity Shares, if declared at the Meeting.
8. Dividend payment and Tax on Dividend:
The Board of Directors, in its meeting held on March 4th, 2023 has declared an Interim Dividend @775 % (Rs. 77.50/- per share) on the paid-up equity share capital of the Company which was paid on 28th March 2023. Further, the Board of Directors, in its Meeting held on May 30, 2023 has recommended a final dividend @ 775%(Rs.77.50/-per share) on the paid-up equity share capital of the Company.
The Company has fixed 26th June 2023 as record date for the purpose of payment of the final dividend. Final dividend, if approved at the AGM shall be paid on or before 3rd August, 2023.
9. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders w.e.f. April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed under the Income Tax Act, 1961 ("IT Act"). To enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the Income Tax Act, 1961 ("IT Act") with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company/RTA by sending the required documents by 26th June 2023.
10. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in.
11. Issue of Bonus Shares:
The Board of Directors at its Meeting held on 30th May 2023 has recommended the issuance of fully paid bonus equity shares in the proportion of 4:1 i.e. 4 (Four) new equity share of Rs. 10/- each shall be issued for every 1 (One) existing equity share of Rs. 10/- each fully paid up held by the shareholders.
The Company has fixed 11th July 2023 as record date for the purpose of issuance of fully paid bonus equity shares. Bonus Equity Shares if approved at the AGM shall be issued on or before 25th July 2023.
12. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form, for ease in portfolio management. The Intimation letters of the same have been given by RTA to the Members for dematerialization of shares.

13. SEBI has also mandated the updation of PAN, contact, Bank account, specimen signature and nomination details against folio / demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder and transmission / transposition of shares. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhar details, specified by Central Board of Direct Taxes.
 14. Members are requested to submit PAN, contact details, Bank account, nomination details and specimen signature (as applicable) in case of holding the shares in physical form to their DP for dematerializing the shares in a specified form to RTA (Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable)).
 15. As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH-13 or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialized form, the nomination form may be filed with the respective DP or Company.
 16. The Annual Report of FY 2022-2023 of the Company along with the Notice convening this AGM will be made available on the Company's website at www.tapariatools.com as well as on the Stock Exchange websites (www.bseindia.com).
 17. The statutory documents and relevant documents referred to in this Notice of Annual General Meeting and statement setting out material facts, will be available at the Registered Office of the Company on all working days, (i.e. except Saturdays and public holidays) during business hours up to the date of the Annual General Meeting.
 18. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 19. The remote e-voting period commences on Friday, 30th June 2023 (9.00 a.m. IST) and ends on Sunday, 2nd July 2023 (5.00 p.m. IST) (both days inclusive). During this period, Members holding shares, as on the Cut-off date i.e. 26th June 2023, may cast their vote electronically. Once the vote on a resolution is cast by the Member, he / she / it shall not be allowed to change it subsequently.
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Explanatory Statement Pursuant to Section 102(1) of the Companies Act 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 4

Appointment of Shri D.P. Taparia (DIN:00126892) as Managing Director:

The Nomination & Remuneration Committee of the Company in its meeting held on May 30th, 2023 has recommended the appointment of Shri D.P. Taparia (DIN: 00126892) as a Managing Director of the Company pursuant to Section 196 of the Act.

In terms of Section 196 of the Companies Act, 2013 ("the Act"), the Governing Board of the Company at their meeting held on May 30th, 2023 has appointed Shri D.P. Taparia as Managing Director of the Company, subject to approval of the Members, for a term of five years commencing from May 30th, 2023.

Shri D.P. Taparia is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment as a Managing Director. Shri J.K. Taparia and Shri M.P. Taparia, Directors of the Company, being related to Shri D.P. Taparia, may be deemed to be interested in the set resolution.

The Board of Directors recommends the resolution in relation to the appointment of Shri D.P. Taparia (DIN:00126892) as a Managing Director for the approval of the shareholders of the Company. In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Disclosure of Shri D.P. Taparia seeking appointment as Managing Director in the forthcoming Annual General Meeting is furnished in "Annexure I".

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / his relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 5

Appointment of Mrs. Swati Ravindra Bhairi (DIN:07745005) as Independent Director:

The Nomination & Remuneration Committee of the Company in its meeting held on May 30th, 2023 has recommended the appointment of Mrs. Swati Ravindra Bhairi as an Independent Director of the Company in terms of Section 149(1)&(4), 150(2) and Rules framed there under read with Schedule IV and other applicable provisions of the Companies Act, 2013.

The Board considered that, the association of Mrs. Swati Ravindra Bhairi will be of immense benefit to the Company and appointed her as an Independent Director of the Company in its Meeting dated 30th May 2023 for a term upto the conclusion of 59th Annual General Meeting, subject to approval by the Members.

Mrs. Swati Ravindra Bhairi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has also received declaration from Mrs. Swati Ravindra Bhairi that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mrs. Swati Ravindra Bhairi is independent of the management.

Details of Swati Ravindra Bhairi are provided in the "Annexure I" to the Notice. She will be paid remuneration by way of Sitting Fee for attending meetings of the Board or Committees thereof

or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Meetings.

Copy of the draft letter of appointment of Mrs. Swati Ravindra Bhairi setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mrs. Swati Ravindra Bhairi is interested in the resolution set out at Item No. 5 of the Notice with regard to her appointment. Relatives of Mrs. Swati Ravindra Bhairi may be deemed to be interested in the resolution to the extent of her shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company / her relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Item No.6

Bonus Issue:

The Authorised Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty Five Crore only) and the Paid-up Share Capital is Rs.3,03,57,500/-(Rupees Three Crore Three Lakh Fifty Seven Thousand Five Hundred only). The Free Reserves as per the Audited Financial Statement as on 31st March 2023 are Rs. 23,825.55 Lakh. The Board of Directors at its Meeting held on 30th May 2023 has recommended the issuance of bonus shares in the proportion of 4:1 i.e. 4 (Four) new equity share of Rs. 10 each shall be issued for every 1 (One) existing equity share of Rs. 10/- each fully paid up held by the shareholders as on Record Date as fixed by the Board, by capitalization of a sum of Rs.12,14,30,000/- (Rupees Twelve Crore Fourteen Lakh Thirty Thousand only) from the Free Reserves. The same is proposed to be applied in full by issuing at par 1,21,43,000 (One Crore Twenty One Lakh Forty Three Thousand) new equity shares of Rs. 10/- each as bonus shares. Consequently, the paid up equity share capital of the Company would increase from Rs. 3,03,57,500/-(Rupees Three Crore Three Lakh Fifty Seven Thousand Five Hundred only) consisting of 30,35,750 (Thirty Lakh Thirty Five Thousand Seven Hundred Fifty) equity shares of Rs. 10/-each to Rs. 15,17,87,500/-(Rupees Fifteen Crore Seventeen Lakh Eighty Seven Thousand Five Hundred only) consisting of 1,51,78,750 (One Crore Fifty One Lakh Seventy Eight Thousand Seven Hundred Fifty) equity shares of Rs. 10/-each. The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013, guidelines issued by Securities & Exchange Board of India (SEBI) and subject to such approvals, if required, from the statutory authorities."

Further, it is proposed to authorize the Board of Directors of the Company to complete all the regulatory formalities as prescribed by SEBI, RBI and Stock Exchanges on which the Company's shares are listed and/ or any other regulatory or statutory authority in connection with the issue of bonus shares.

The Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 6 as an Ordinary Resolution.

Annexure I

Details of the directors seeking Appointment / Re-appointment in the forthcoming Annual General Meeting

[In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]

| Particulars | Shri D.P. Taparia | Shri Virendraa Bangur | Mrs. Swati Ravindra Bhairi |
|--|--|------------------------------|---|
| DIN (Director Identification Number) | 00126892 | 00237043 | 07745005 |
| Date of Birth | 24/10/1950 | 19/03/1975 | 27/02/1990 |
| Qualification | B. Com., DBM | B. Com. | Cost & Management Accountant (CMA),M.Com,B.Com |
| Experience (including expertise in Specific functional area) | Wide experience in Marketing and General Administration | Industrialist | 9 Years' experience in the field of Auditing, Accounting and Direct& Indirect Taxation, ROC Compliances and Bank Audit. |
| Date of Appointment/ Re-appointment | 30/05/2023 Appointment as MD | 30/05/2023 Re-Appointment | 30/05/2023 Appointment as Independent Director |
| Relationship with other Directors / Key Managerial Personnel | Relative of Shri J.K. Taparia Relative of Shri M.P. Taparia | - | - |
| Shareholding in the Company as on March, 31, 2023 | 1,01,699 | 56,526 | - |

ANNEXURE II

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, 22/2020 dated 15-06-2020, 33/2020 dated 28-09-2020, 39/2020 dated 31-12-2020, 10/2021 dated 23-06-2021, 20/2021 dated 08-12-2021 and 10/2022 dated 28-12-2022 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), have allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) up to 30th September 2023. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tapariatools.com . The Notice can also be accessed from the website of BSE (Bombay Stock Exchange) Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility

and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, 22/2020 dated 15-06-2020, 33/2020 dated 28-09-2020, 39/2020 dated 31-12-2020, 10/2021 dated 23-06-2021 and 20/2021 dated 08-12-2021 and 10/2022 dated 28-12-2022.
8. In continuation of this Ministry's general circular no 10/2022 dated 28th December 2022 and after due examination, it has been decided to allow Company whose AGM were due to be held in the year 2023, to conduct their AGM on or before 30th September 2023.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Friday the 30th June 2023 on 9.00 A.M. and ends on Sunday 2nd July 2023 on 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 26/06/2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09-12-2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020

on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in Demat mode | <p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL' website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal or click at</p> |

| | |
|---|---|
| | <p>https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

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

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| | |
|--|---|
| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name i.e. Taparia Tools Limited > on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non-Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@tapariatools.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@tapariatools.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@tapariatools.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.