

Notice

Notice is hereby given that the Fifty Eighth (58th) Annual General Meeting (“Meeting”) of the member(s) of Taparia Tools Limited (“Company”) will be held on Monday, 29th July 2024 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 2023-2024:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2024 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 Financial Statements of the Company for the Financial Year ended 31st March 2024 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 2024 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 @ 200% (i.e. Rs. 20/-per share) on 1,51,78,750 Equity Shares of Rs. 10/- each paid to the shareholders for the Financial Year ended 31st March 2024, 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 @200% (i.e. Rs.20 per share) on 1,51,78,750 Equity Shares of Rs.10/- each fully paid up for the year ended 31st March 2024.”

3. RE-APPOINTMENT OF SHRI M.P. TAPARIA (DIN: 00126971) AS A DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT:

To appoint Shri M.P. Taparia (DIN: 00126971), 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 a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri M.P. Taparia (DIN: 00126971), 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 STATUTORY AUDITORS OF THE COMPANY :**

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 Sections 139, 141, 142 and 144 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and as per the recommendations of the Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of M/s. Batliboi & Purohit, Chartered Accountants, having Firm Registration No.:101048W, as the Statutory Auditors of the Company who shall hold office for a term of 5 (Five) consecutive years commencing from the conclusion of 58th (Fifty eighth) Annual General Meeting till the conclusion of 63rd (Sixty third) Annual General Meeting to be held in a calendar year 2029 at such remuneration plus Goods and Service Tax and reimbursement of out of pocket expenses as may be approved by the Board of Directors of the Company.”

5. RE-APPOINTMENT OF SHRI SACHIN SHRINIVAS BHATTAD (DIN: 01036605) AS AN INDEPENDENT DIRECTOR:

To consider and, 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 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 re-appointment of Shri Sachin Shrinivas Bhattad (DIN:01036605), as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 3 (Three) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 61st Annual General Meeting to be held in the calendar year 2027”.

6. APPOINTMENT OF SHRI NARAYAN TULSIRAM ATAL (DIN: 00237626) AS AN INDEPENDENT DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and of the Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee and of the Board of Directors,

Shri Narayan Tulsiram Atal (DIN:00237626), who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 21st, 2024 and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations 2015, be and is hereby appointed as an Independent Director of the Company for a period of 3 (Three) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 61st Annual General Meeting to be held in the Calendar year 2027 and that he shall not be liable to retire by rotation.”

By order of the Board,
For TAPARIA TOOLS LIMITED

V.S.Datey
Company Secretary

Mumbai, 21st May 2024

Registered office:

52 and 52B, MIDC Area, Trimbak Road, Satpur,

Nashik-422 007 (Maharashtra)

CIN: L99999MH1965PLC013392, Email: secretarial@tapariatools.com

Notes:

1. The Ministry of Corporate Affairs (“MCA”) has vide it’s circular No. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, May 5, 2020 and January 13, 2021 and December 8, 2021 and December 14, 2021 and May 5, 2022 and 28th December, 2022 and 25th September, 2023 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India vide its Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11, Dated January 15, 2021 and vide its Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 (“SEBI Circular”) (referred to as “SEBI Circular”) permitted the holding of the “AGM” through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the MCA Circulars and SEBI Circulars, the 58th Annual General Meeting of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the AGM shall be the Registered Office of the Company.
2. 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.
3. As the AGM of the Company shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the Fifty Eight [58th] AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. In line with the MCA Circulars and SEBI Circulars, this Notice along with the Annual Report for F.Y.2023-2024 is being sent by electronic mode only 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.

5. 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 Listing Regulations and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India as approved by the Central Government, is also annexed to this Notice.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 23rd July 2024 to Monday, 29th July, 2024 (both days inclusive) for determining the names of the members eligible for dividend on equity Shares, if declared at the Meeting.
7. Shri M.P. Taparia, Director is interested in the Special Resolution set out at Item No. 3 of the Notice with regard to his re-appointment. Shri D.P. Taparia, Managing Director being related to Shri M.P. Taparia, may be deemed to be interested in the resolution set out at item No. 3 of the Notice. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under item No.3 of the Notice.
8. Shri Sachin Shrinivas Bhattad, Independent Director is interested in the Special Resolution set out at Item No.5 of the Notice with regard to his re-appointment. None of the other Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Business set out under item No.5 of the Notice.
9. Shri Narayan Tulsiram Atal, Independent Director is interested in the Special Resolution set out at Item No.6 of the Notice with regard to his appointment. None of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Business set out under Item No.6 of the Notice.
10. Dividend payment and Tax on Dividend: The Board of Directors, in its meeting held on 12th February 2024, declared Interim Dividend @200%(Rs. 20/- per share) on the paid-up equity share capital of the Company which was paid on 7th March 2024. Further the Board of Directors, in its Meeting held on 21st May 2024 has recommended a Final Dividend @ 200 % (Rs. 20/- per share) on the paid-up share capital of the Company.
11. 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 25th July 2024. In case of non linking of PAN and Aadhar, TDS at higher rate is liable to be deducted from their Dividend.
12. 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.
13. The Board of Directors in its Meeting held on 21st May 2024, proposed the appointment of M/s. Batliboi & Purohit, Chartered Accountants, having Firm Registration No.:101048W as the Statutory Auditors of the Company. Keeping in view the requirements set out in the Act, the Audit Committee and Board of Directors of the Company have recommended the appointment of M/s. Batliboi & Purohit, Chartered Accountants, having Firm Registration No.:101048W as Statutory Auditors of

the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company. The first year of Audit of the financial statements of the Company by the aforesaid Auditor will be for the financial year ending March, 31, 2025.

14. M/s. Batliboi & Purohit, Chartered Accountants, have consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board commends the Ordinary Resolution set out at item No. 4 of the Notice for approval by the Members.
15. SEBI has mandated that certain service requests including transmission or transposition of securities held in physical form shall be processed by issuing securities in dematerialized form only and physical share certificates shall not be issued by the Company to the Securities holder/claimant. 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.
16. SEBI has mandated the updation of PAN, contact, Bank account, and specimen signature and nomination details against folio/demat account.
17. 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 i.e. Link Intime India Private Limited [through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable)].
18. 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.
19. The statutory documents and relevant documents referred to in this Notice of Annual General Meeting and Statement setting out material facts will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 29th July 2024. Members seeking to inspect such documents can send an e-mail to Company: secretarial@tapariatools.com.
20. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
21. The Company has appointed M/s. Gaurav V. Bhoir & Associates (Membership No.:54590), Practicing Company Secretaries as the Scrutinizer for e-voting at the 58th Annual General Meeting of the Shareholders of the Company.
22. The remote e-voting period commences on Friday, 26th July 2024 (9.00 a.m. IST) and ends on Sunday, 28th July 2024 (5.00 p.m. IST) (both days inclusive). During this period, Members holding shares, as on the Cutoff date i.e. Monday, 22nd July 2024, 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.

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 STATUTORY AUDITORS OF THE COMPANY :

M/s. Harshil Shah & Company, Chartered Accountants are the statutory auditors of the Company since Financial Year 2019-2020. In terms of the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the term of M/s. Harshil Shah & Company, Chartered Accountants, will expire from the conclusion of 58th (Fifty eight) Annual General Meeting (“AGM”). After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company based on the recommendation of the Audit Committee has proposed the appointment of M/s. Batliboi & Purohit, Chartered Accountants, (Firm Registration No. 101048W) as Statutory Auditors of the Company who shall hold office from the conclusion of this 58th (Fifty Eighth) Annual General Meeting till the conclusion of 63rd (Sixty third) Annual General Meeting. M/s. Batliboi & Purohit, Chartered Accountants, are registered with the Institute of Chartered Accountants of India (ICAI) with Registration No.101048W and have been engaged in statutory audit of number of large companies based out of India. Batliboi & Purohit is a leading professional services firm of the country and has the scale and capacity to serve across locations. The Firm was established in the year 1907 in Mumbai and has team strength of 15 Partners and 125 staff members. The Firm is engaged in providing services related to Statutory audit, Internal audit, Tax & regulatory, FEMA advisory etc. to Listed Companies, Corporates, Banks, NBFC, Insurance Companies from many years.

M/s. Batliboi & Purohit, have confirmed that they meet the criteria for independence, eligibility and qualification as prescribed under Section 141 of the Companies Act, 2013 and do not have any pecuniary interest in the Company or its subsidiary and associate companies, and their appointment, if approved by the members, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested financially or otherwise in the said resolution.

The Board recommends the passing of the Ordinary Resolution at Item No.4 for the approval of members.

Item No. 5

RE-APPOINTMENT OF SHRI SACHIN S. BHATTAD (DIN: 01036605) AS AN INDEPENDENT DIRECTOR :

Shri Sachin Shrinivas Bhattad (DIN:01036605) was appointed as an Independent Director of the Company to fill up the casual vacancy caused due to the death of G.S. Manasawala and he holds office as an Independent Director of the Company till the conclusion of this annual general meeting (“first term”).

Shri Sachin S. Bhattad is FCA, DISA(ICA), FAFP, IP, CEH and having over 24 years of experience of corporate audits, bank audits (concurrent, Internal, Statutory, Stock, Systems) VAPT, Filing of income tax returns, GST returns , ITC etc.

The Board based on the experience and performance evaluation and as per the recommendation of the Nomination & Remuneration Committee, considers his background and experience and contributions made by him during his tenure, the continued association of Shri Sachin S. Bhattad would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, it is proposed to re-appoint Shri Sachin S. Bhattad as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 (Three) consecutive years on the Board of the Company from the conclusion of this ensuing 58th annual general meeting upto the conclusion of 61st Annual General Meeting, subject to approval by the Members.

Shri Sachin Shrinivas Bhattad is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received declaration from Shri Sachin Shrinivas Bhattad that he 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”). Shri Sachin Shrinivas Bhattad is independent of the management.

Details of Shri Sachin Shrinivas Bhattad are provided in the “Annexure-I” to the Notice. He shall be paid remuneration by way of 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 Board and other meetings.

Copy of the draft letter of re-appointment of Shri Sachin Shrinivas Bhattad setting out the terms and conditions of re-appointment is available for inspection by the members at the registered office of the Company.

Shri Sachin Shrinivas Bhattad is interested in the resolution set out at Item No. 5 of the Notice with regard to his reappointment. Relatives of Shri Sachin Shrinivas Bhattad may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their 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.

The Board of Directors of the Company recommends passing of the resolution as set out in Item No.5 as a Special Resolution.

Item No. 6

APPOINTMENT OF SHRI NARAYAN TULSIRAM ATAL (DIN: 00237626) AS INDEPENDENT DIRECTOR:

The Nomination & Remuneration Committee of the Company in its meeting held on May 21st, 2024 has recommended the appointment of Shri Narayan Tulsiram Atal 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.

Shri Narayan Tulsiram Atal is B.COM, LLB (GEN), FCA, ICWA and having over 40 years in the field of taxation, audit & assurance, finance & corporate advisory etc.

The Board considered the experience of Shri Narayan Tulsiram Atal will be of immense benefit to the Company and hence appointed him as an Independent Director of the Company in its Meeting held on 21st May 2024 for a term upto the conclusion of 61st Annual General Meeting, subject to approval by the Members.

Shri Narayan Tulsiram Atal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received declaration from Shri Narayan Tulsiram Atal that he 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”). Shri Narayan Tulsiram Atal is independent of the Management.

Details of Shri Narayan Tulsiram Atal are provided in the “Annexure-I” to the Notice. He 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 and reimbursement of expenses for participating in the Meetings.

Copy of the draft letter of appointment of Shri Narayan Tulsiram Atal setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Relatives of Shri Narayan Tulsiram Atal may be deemed to be interested in the resolution to the extent of his shareholding interest, if any, in the Company.

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.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulation. The Board of Directors of the Company recommends passing of the resolution as set out in Item No.6 as a Special Resolution.

Annexure I

Details of Directors seeking Appointment/Re-Appointment as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (as amended):

| Name of the Director | Shri M.P. Taparia | Shri Sachin S. Bhattad | Shri Narayan Tulsiram Atal |
|--|--|--|--|
| DIN (Director Identification Number) | 00126971 | 01036605 | 00237626 |
| Date of Birth | 10-10-1947 | 10-02-1979 | 21-02-1956 |
| Qualification | Graduate in Commerce | Chartered Accountant | Chartered Accountant |
| Nationality | Indian | Indian | Indian |
| Experience (including expertise in Specific functional area) | 40 years' experience in Sales Management | 24 years' experience in Corporate audits, bank audits, Income Tax, Goods & Service Tax, etc. | 40 years' experience in Taxation, audit & assurance, finance & corporate advisory etc. |
| Date of original Appointment / re-appointment | 05-12-1990/ 29-07-2022 | 18-04-2022 | 21-05-2024 |
| Relationship with other Directors / Key Managerial Personnel | Relative of Shri D.P.Taparia | NA | NA |
| List of Directorships held in other companies (excluding foreign, private and Section 8 Companies) | - | - | - |
| Name of Listed Companies from which the Director has resigned in the past three years | - | - | 1. Elpro International Limited 2. Ajcon Global Services Limited |
| Shareholding in the Taparia Tools Limited as on March, 31,2024 | 7,17,825 | NA | NA |

Annexure II

CDSL E-VOTING SYSTEM-FOR E-VOTING AND JOINING VIRTUAL MEETINGS

1. 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 09/2023 dated 25-09-2023 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 2024. 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 and January 13, 2021 and December 8, 2021 and December 14, 2021 and May 5, 2022 and 28th December, 2022 and September 25th, 2023, 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.
3. 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 1,000 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 websites of the Stock Exchanges i.e. 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 and 09/2023 dated 25-09-2023.

8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INSTRUCTIONS FOR 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, 26th July 2024 (9.00 a.m. IST) and ends on Sunday, 28th July 2024 (5.00 p.m. IST) (both days inclusive). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on Monday, 22nd July 2024 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.

Step1: 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 with CDSL Depository | <ol style="list-style-type: none"> 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. 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. 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. 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. |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <ol style="list-style-type: none"> 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. 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 https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp |

| | |
|--|--|
| | <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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> |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p> | <p>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.</p> |

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

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

| Login type | Helpdesk details |
|---|---|
| <p>Individual Shareholders holding securities in Demat mode with CDSL</p> | <p>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</p> |
| <p>Individual Shareholders holding securities in Demat mode with NSDL</p> | <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022-48867000 and 022-24997000</p> |

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 | <ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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) | <ul style="list-style-type: none"> • 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. 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: 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 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 secretarial@tapariatools.com. 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.
