

MYSORE STONEWARE PIPES AND POTTERIES LIMITED

Extra-Ordinary General Meeting

Scheduled on : Monday, 23rd December, 2024

Registered office: No. 452, 11th Cross, 6th Main, Sadashivanagar,
Bangalore - 560080, Karnataka

Corporate Identification Number:

U26913KA1937PLC000197, **Email Id :** msppoffice@gmail.com

Phone no.: 080-23614696, 080-23614697,

Website: www.mysorestonewarepipes.in

MYSORE STONEWARE PIPES AND POTTERIES LIMITED

Registered office: No. 452, 11th Cross, 6th Main, Sadashivanagar, Bangalore - 560080, Karnataka
Corporate Identification Number: U26913KA1937PLC000197, **Email Id :** mspoffice@gmail.com
Phone no.: 080-23614696, 080-23614697, **Website:** www.mysorestonewarepipes.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 1/2024-25 Extra-Ordinary General Meeting of the members of the **M/s. Mysore Stoneware Pipes and Potteries Limited** (CIN: U26913KA1937PLC000197) will be held on Monday, December 23, 2024 at 12:30 P.M through Video Conferencing (“VC”)/other audio visual means (“OAVM”) to transact the following business:

The deemed venue for the EGM shall be the Registered Office of the Company situated at No.452, 11th Cross, 6th Main, Sadashivanagar, Bangalore - 560080, Karnataka, India.

SPECIAL BUSINESS:

1. Ratification of Appointment of M/s MAS Infra Builders as Agency:

To consider, and, if thought fit, to ratify the appointment of M/s MAS Infra Builders as an Agency for procuring and submitting various documents to various departments before the Karnataka Industrial Areas Development Board (KIADB) for facilitating better compensation on lands held in the name of the Company and to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder, and subject to such approvals, consents, permissions, and sanctions as may be required, the shareholders of the Company do hereby ratify the appointment of **M/s MAS Infra Builders** (PAN : ACBFM1303R) having office at No. 36/1, 4th Temple Street, 16th Cross, Malleshwaram, Bangalore - 560003 as the Agency for procuring and submitting various documents to various departments before the Karnataka Industrial Areas Development Board (KIADB) for facilitating better compensation on lands held in the name of the Company, which are subject matters of acquisition by KIADB on such terms and conditions as agreed upon between the Company and the Agency.

RESOLVED FURTHER THAT the actions and decisions of the Board of Directors of the Company concerning the above appointment, including the terms and conditions of engagement, the agreements executed with **M/s MAS Infra Builders**, and all steps taken in this regard, be and are hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary or expedient to give effect to this resolution and to complete all formalities as required under the applicable provisions of the Companies Act, 2013 and the rules made thereunder.”

2. *Consent for Disbursal of Compensation as Interim Dividend/Dividend:*

To consider, and, if thought fit, to give consent for Disbursal of Compensation as Interim Dividend/Dividend and to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 123, Section 124, and other applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder, and subject to the Articles of Association of the Company, the consent of the shareholders be and is hereby accorded to disburse the compensation amount to be received from Karnataka Industrial Areas Development Board (KIADB) on the lands acquired by KIADB for public purpose by way of an interim dividend and/or Dividend on equity share of the company, as may be recommended and decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the record date for the interim dividend and/or Dividend, decide the mode of payment, and ensure compliance with all statutory requirements, including the deduction and deposit of applicable taxes.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds, matters, and things necessary or expedient to give effect to this resolution.”

By Order of the Board of Directors of
Mysore Stoneware Pipes and Potteries Limited

Date : 25th November, 2024

Place : Bangalore

Sd/-

Sanjay Jayatsen

Chairman and Director

DIN: 02285192

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020 read with General Circular No.02/2021 dated January 13, 2021, General Circular No. 19/21 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022 ,10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”) has permitted the holding of the Extra-ordinary General Meeting through Video Conferencing (“VC”) or through Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), and MCA Circulars, the Extra-ordinary General Meeting (“Meeting” or “ EGM”) of the Company is being held through Video Conferencing (“VC”) or through Other Audio-Visual Means (“OAVM”), on Monday, December 23, 2024 at 12:30 P.M (IST) and members can attend and participate in the ensuing EGM through VC/OAVM.
2. The proceedings of EGM deemed to be conducted at the Registered Office of the Company situated at No. 452, 11th Cross, 6th Main, Sadashivanagar, Bangalore – 560080 and pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (as amended) and circulars issued by MCA the Company is providing facility of e-voting to its members, in respect of business to be transacted at EGM. For this purpose, the Company has entered into agreement with the Central Depository Services (India) Limited (“CDSL”) for facilitating voting through electronic means, as the Authorised e-Voting’s agency. The facility of casting vote by the members by using remote e-Voting as well as venue voting system on the date of the Extra-Ordinary General Meeting (“EGM”) will be provided by CDSL.
3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since this EGM is being held through VC/OAVM as per the MCA circulars, physical attendance of members has been dispensed with, pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs. Accordingly, the facility for appointment of proxies by the members will not be made available for this EGM and hence the proxy form, attendance slip and route map of EGM are not annexed to this notice. However, the bodies corporate are entitled to appoint Authorised Representative to attend the EGM through VC/OAVM and participate thereat and cast their vote through e-voting.

4. The Members can join the EGM through 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.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Members are required to notify immediately, changes if any in their address, to Registered Office of the Company.
7. Members are requested to register their e-mail ID with Company to enable the Company to send all communications including notice of the meetings electronically.
8. The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company's Registrar and Transfer Agent - BgSE Financials Limited, Stock Exchange Towers, No.51, 1st Cross, J.C. Road, Bangalore - 560 027. Ph. No. 080 41329661. E-mail: cs_rta@bfsi.co.in or vp-rta@bfsi.co.in. Those holding shares in dematerialized form may intimate any change in their addresses or bank details/ mandates, to the concerned Depository Participants.
9. As per Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, the shares of the company should be held in DEMAT form. The ISIN of the company is INE489N01010; members are requested to DEMAT the physical shares with the DP of NSDL. Since, your company shares are admitted for DEMAT facility in NSDL.
10. The Company is sending Notice of the EGM along with relevant documents, if any in electronic form to those members whose email ID is registered with the Company which is in consonance with the General Circulars issued by MCA.
11. The Process of obtaining EGM notice, for those members, whose email IDs are not registered is as detailed below:
 - i) The members who have not registered their email address and in consequence the e-voting notice could not be serviced, may get their email address registered with the Company by sending an email at - mspoffice@gmail.com. In case of any queries, members may write to - BgSE Financials Limited, Stock Exchange Towers, No.51, 1st Cross, J.C. Road, Bangalore- 560027. Ph. No. 080 41329661, E-mail: cs_rta@bfsi.co.in or vp- rta@bfsi.co.in.

- ii) It is clarified that for permanent registration of email addresses, members are requested to register their email addresses, in respect of electronic holdings, with their concerned Depository Participants and in respect of physical holdings, with the Company / Registrar and Share Transfer Agent, BgSE Financials Limited.
 - iii) Those members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/ the Company and company's Registrar and Share Transfer Agent, BgSE Financials Limited, to enable servicing of notices/ documents/ Annual Reports, electronically.
12. The Board has appointed Mr. Prakash M. of M/s. M Prakash & Associates, Practicing Company Secretaries, (Membership No. F8810, Certificate of Practice No. 9681) to act as the Scrutinizer, to scrutinize the entire e- voting process in a fair and transparent manner.
13. In terms of Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 read together with the Companies (Management and Administration) Rules, 2014, as amended from time to time, the company is pleased to offer remote e-voting facility to all the members of the company in respect of the business to be transacted at the EGM. The company has engaged services of Central Depository Services (India) Limited ("CDSL"), as its agency for providing or facilitating e-voting.
14. E-voting cut-off date: The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9:00 A.M (IST) on Thursday the December 19, 2024 and will end at 5:00 P.M (IST) on Sunday the December 22, 2024. The remote e-voting module shall be disabled by CDSL for voting thereafter.
15. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, December 13, 2024, are entitled to vote on the Resolution(s), set forth in this notice.
16. Members joining the meeting through VC/OAVM, who have not casted their votes by remote e-voting, shall be able to exercise their right to vote through e-voting at the EGM. The Members who have cast their vote by remote e-voting prior to the EGM may also join the EGM through VC/OAVM, but shall not be entitled to cast their votes again.

17. The Members desiring to vote through electronic mode/remote e-voting may refer to the detailed procedure on e-voting given herein under:
18. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.

PROCEDURE FOR E-VOTING: -

1. As you are aware, the general meetings of the companies is conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020 read with General Circular No.02/2021 dated January 13, 2021, General Circular No. 19/21 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022 ,10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024. The EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI (LODR) Regulations, 2015, read with the MCA Circulars and the SEBI Circulars, the Company is providing remote e-voting facility to its Members in respect of the business to be transacted at the EGM. 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 EGM will be provided by CDSL.
3. The Members can join the EGM 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 EGM through VC/OAVM will be made available to at least 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 EGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM 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 EGM. 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 EGM 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 EGM has been uploaded on the website of the Company at [www. http:// www.mysorestonewarepipes.in/](http://www.mysorestonewarepipes.in/). The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e., www.evotingindia.com.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 5, 2022 ,10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024.
8. In continuation of this Ministry's **General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024** and other circulars after due examination, it has been decided to allow companies whose EGMs were are to be held in the year 2024, to conduct their EGMs or General Meetings on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 05, 2020.

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

- (i) The voting period begins at 9:00 A.M (IST) on Thursday the December 19, 2024 and will end at 5:00 P.M (IST) on Sunday the December 22, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as

on the cut-off date Friday, December 13, 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.

- (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 above said 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	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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	<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.nsdl.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.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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	Help Desk 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 022- 23058738 and 022-23058542-43.
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

(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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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> 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) **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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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; msppoffice@gmail.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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM 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 EGM.
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 at least **10 days prior to the meeting** mentioning their name, Demat Account Number/Folio Number, Email ID, Mobile Number at msppoffice@gmail.com. The shareholders who do not wish to speak

during the EGM but have queries may send their queries in advance **10 days prior to the meeting** mentioning their name, Demat account number/Folio Number, Email ID, and 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 EGM 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 EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall 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 msspoffice@gmail.com /cs_rta@bfsi.co.in, vp-rta@bfsi.co.in.
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 EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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 – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

19. Any person, who acquires shares of the Company and becomes the member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., Friday, November 29, 2024, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
20. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting. A person who is not a member as on the cut-off date should take this notice for information purpose only.
21. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.mysorestonewarepipes.in> and on the website of CDSL immediately after the declaration of result by the Chairman/ any of the directors of the company or a person authorized in writing.
22. The Register of Members and Share Transfer & Transmission Registers of the Company will remain closed from Monday, December 16, 2024 to Monday, December 23, 2024 (both days inclusive).
23. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred, under Section 124 of the Companies Act, 2013, to the Investor Education and Protection Fund ("IEPF"), established under Section 125 of the Companies Act, 2013. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/claimants whose shares, unclaimed dividend, sale proceeds of fractional shares, etc. have been transferred to IEPF may claim the shares or apply for a refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with requisite fee as decided by it from time to time. The Member/claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

It is in the Member's interest to claim any un-encashed dividends and for the future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Member's account on time.

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

As required by Section 102 of the Companies Act, 2013 (the “Act”), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Items No. 1 and 2 of the accompanying this Notice:

In respect of Items No. 1: Ratification of Appointment of M/s MAS Infra Builders as an Agency for Facilitating Compensation from KIADB:

The members are aware that the company’s manufacturing operations had ceased in the year 2018 and since then over years, the company has been disposing off the lands owned by it from time to time and has been declaring dividends to the shareholders from the profits arising thereof. Now out of the lands presently owned by the company, an extent of about 12.5 Acres of land are being acquired by the Karnataka Industrial Areas Development Board (KIADB) for public purpose. The Board of Directors of the company are attending to the requirements of the statutory authority for providing various documents but the same is riddled with certain complications in terms of non-availability which need to be procured from several Govt. agencies which needs expertise as well as liasoning skills. Further, in order to ensure the smooth handling of the work relating to acquisition and to secure better compensation from KIADB, the Board of Directors has appointed M/s MAS Infra Builders as an agency for procuring and submitting necessary documents on behalf of the Company. It is further stated that M/s MAS Infra Builders, having expertise and experience in managing such transactions, was selected to represent the Company for streamlining the documentation process and interactions with government departments and for negotiating and facilitating due compensation for the Company in a hassle-free manner.

The Board of Directors, at its meeting held on 25th November 2024, approved the appointment of M/s MAS Infra Builders on terms and conditions mutually agreed upon. In line with best corporate governance practices and to comply with applicable provisions of the Companies Act, 2013, it is proposed to seek ratification of appointment of M/s MAS Infra Builders from the members of the company as also to confirm and adopt the actions taken by the Board till date.

The proposed resolution seeks the approval of shareholders to ratify the appointment of M/s MAS Infra Builders and the decisions and actions taken by the Board of Directors concerning this engagement.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, is concerned or interested in the resolution except to the extent of their shareholding, if any, in the Company.

The agreement entered into with M/s MAS Infra Builders which was executed in terms of the resolution passed by the Board of Directors in the meeting held on 25th November 2024 is a material document which can be inspected by the members of the company at the registered office of the company during the office hours till the conclusion of the scheduled EGM.

In respect of Items No. 2: Consent for Disbursal of Compensation as Interim Dividend/Dividend:

The members are informed that a certain extent of the company's lands bearing Sy Nos. 71 & 72 of Soladevanahalli Village and Sy. Nos. 79, 80/1, 80/2, 80/3, 81/1 and 81/2 of Chikkabanavara Village, Yeshwanthpura Hobli, Bangalore are under acquisition by Karnataka Industrial Areas Development Board (KIADB) and the compensation therefor is expected to be received in the near future. This compensation is proposed to be distributed as an interim dividend and/or dividend on equity shares, subject to the provisions of the Companies Act, 2013, and the Company's Articles of Association.

The members are also aware that these lands were subject matter of the earlier agreements entered between certain minority shareholders and the company in the form of Joint Compromise Petition (JCP) and Supplementary Joint Compromise Petition (SJCP), which were adjudicated upon by the Hon'ble National Company Law Tribunal (NCLT) in earlier proceedings. The disbursal of net compensation received is part of the resolution of these disputes under JCP. The above proposal is placed before the members of the company for consideration and approval.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, is concerned or interested in the resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors of
Mysore Stoneware Pipes and Potteries Limited

Date : 25th November, 2024

Place : Bangalore

Sd/-

Sanjay Jayatsen

Chairman and Director

DIN: 02285192