



Dear Shareholder,

Letter from the Director and Notice of Annual General Meeting

I am writing to you with details of the 19th Annual General Meeting (the 'AGM') of Jaideep Ispat and Alloys Private Limited (the 'Company') to be held at 11:00 A.M on Saturday, 30th September, 2023 at 103 Laxmi Tower, 576 M.G. Road, Indore (M.P.) - 452001. The formal Notice of AGM is set out below.

The business of the AGM includes the consideration of the Annual Report and financial statements for the financial year ending 31st March, 2023, confirmation of appointment of additional director of the Company, Ratification of Remuneration of the Cost Auditor, approval for change in designation of Managing Director and Whole Time Director and confirmation for appointment of Chairman and Whole Time Director.

Enclosed in this Notice is a form of proxy and attendance slip for use in relation to the AGM.

Your Directors consider that the proposed resolutions in the Notice of AGM are in the best interests of the Company and shareholders as a whole and unanimously recommend that you vote in favor of each of the resolutions as they intend to do so in respect of their own beneficial holdings.

Jaideep Ispat And Alloys Private Limited

Place: Indore
Date: 31.08.2023


Avinash Todi
Managing Director
DIN:01970390



NOTICE OF 19TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 19th Annual General Meeting of the Members of Jaideep Ispat and Alloys Private Limited will be held on Saturday, the 30th September, 2023 at 11:00 A.M at the Registered Office of the Company situated at 103, Laxmi Tower, 576 M.G. Road, Indore (M.P.) - 452001 to transact the following business at Shorter Notice :-

ORDINARY BUSINESS

ITEM NO. 1 – ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023 AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT AND TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION

To receive, consider and adopt the Standalone Audited Financial Statements containing the Balance Sheet and Statement of Profit and Loss and Cash Flow Statements of the Company for the year ended 31st March, 2023 and the report of the Board and Auditors thereon.

ITEM NO. 2 – ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023 AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION

To receive, consider and adopt the Consolidated Audited Financial Statements containing the Balance Sheet and Statement of Profit & Loss and Cash Flow Statements of the Company for the year ended 31st March, 2023 and the report of the Board and Auditors thereon.

SPECIAL BUSINESS

ITEM NO.3–RATIFICATION OF REMUNERATION OF THE COST AUDITOR AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT AND TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification or variation thereof, the Company hereby ratifies the remuneration of Rs. 1,05,600/- plus applicable taxes and out-of-pocket expenses payable to K.G Goyal & Co. Cost Accountants who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending March 31, 2023.”

ITEM NO.4 APPROVAL FOR SCHEME OF LOAN OR ADVANCE TO MANAGING DIRECTOR AND WHOLE TIME DIRECTOR PURSUANT TO SECTION 185 OF THE AND COMPANIES ACT, 2013 TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (including any Statutory modifications or re-enactment thereof), the consent of the members of the Company be and hereby is accorded to take on record and approve the Scheme of Loan and advances to Managing Director or Whole Time Director of the Company and the Scheme of Loan and advances is hereunder.”

- a. **Purpose** : As required by the Managing Director and Whole Time Director
- b. **Amount of Loan and advances** : As requested by the Managing Director and Whole Time Director or Maximum 10 times of monthly gross pay whichever is less
- c. **Rate of Interest** : To be decided by Board of Directors from time to time
- d. **Recovery** : To be decided by Board of Directors from time to time

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution , the Board of Directors of the Company be and are hereby authorized to ratify any loans and advances given earlier and to finalize , sanction and disburse the loans to Managing Director and Whole Time Directors and to do all such acts, deeds and things and

execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

ITEM NO.5 APPROVAL FOR APPOINTMENT OF MR. OM PRAKASH MALVIYA (DIN-09801260) AS THE DIRECTOR OF THE COMPANY AND TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, as may be amended from time to time, Consent of the Members of the Company be and is hereby accorded to change the designation of Mr. Om Prakash Malviya (DIN: 09801260) from Additional Director of the Company, to Director of the Company w.e.f. 30th September 2023;

RESOLVED FURTHER THAT Mr. Pawan Singhania, Executive Vice Chairman and Whole Time Director (DIN: 00390905) and Mr. Avinash Todi, Managing Director of the Company and Mr. Abhishek Mahajan, Company Secretary of the Company be and are hereby severally authorized to file DIR-12 with the Registrar of Companies, Gwalior and to do all such acts, deeds and things that may be required to give effect to this resolution”.

ITEM NO.6. APPROVAL FOR APPOINTMENT OF MR. VIMAL TODI (DIN: 00106880) AS THE CHAIRMAN AND WHOLE-TIME DIRECTOR OF THE COMPANY AND TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 190, 196 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce) the consent of members of the Company be and is hereby accorded for the appointment of Mr. Vimal Todi (DIN: 00106880) as the Chairman and Whole Time Director of the Company for a period of 5 (Five) years w.e.f. 18th May 2023 who was appointed by Board of Directors of the Company in the Board meeting held dated 28th April 2023 with remuneration aggregating Rs. 364 Lakhs per annum including Diwali Bonus and during his tenure he will attain age of 70 years and on attaining age of 70 years during the period of his appointment and authority to the Board to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board and Mr. Vimal Todi from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

ITEM NO.7 APPROVAL FOR CHANGE IN DESIGNATION OF MR. AVINASH TODI (DIN: 01970390) FROM WHOLE TIME DIRECTOR TO MANAGING DIRECTOR OF THE COMPANY AND TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION.

RESOLVED THAT pursuant to Section 190 and 196 of the Companies Act, 2013 read along with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification and re-enactment thereof), the consent of Members of the Company be and is hereby accorded for change in the designation of Mr. Avinash Todi (DIN: 01970390) from Whole Time Director to the Managing Director of the Company w.e.f 18th May 2023 for a period of 5 years commencing from 18th, May 2023 to 17th May 2028 on such remuneration aggregating to Rs.364 lakhs per annum including Diwali Bonus.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, to decide the breakup of the remuneration, as may be expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to hold the increments, decide breakup of the remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it in the interest of the Company.”

RESOLVED FURTHER THAT Mr. Abhishek Mahajan, Company Secretary be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.

ITEM NO. 8 AUTHORITY TO CHANGE IN DESIGNATION OF MR. PAWAN SINGHANIA (DIN: 00390905) FROM MANAGING DIRECTOR TO WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE VICE CHAIRMAN OF THE COMPANY TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION.

RESOLVED THAT pursuant to Section 190 and 196 of the Companies Act, 2013 read along with Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 and made thereunder (including any statutory modification and re-enactment thereof), the consent of the Members of the Company be and is hereby accorded for change in designation of Mr. Pawan Singhania (DIN: 00390905) from Managing Director to Whole Time Director designated as Executive Vice Chairman of the Company w.e.f 18th May 2023 for a period of 5 years commencing from 18th, May 2023 to 17th, May 2028 on remuneration aggregating to Rs.338 lakhs per annum including Diwali Bonus.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, to decide the breakup of the remuneration, as may be expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to hold the increments, decide breakup of the remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it in the interest of the Company.”

RESOLVED FURTHER THAT Mr. Abhishek Mahajan, Company Secretary be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.

**By Order of the Board of Directors,
Jaideep Ispat And Alloys Private Limited**

**Place: Indore
Date: 31.08.2023**


Abhishek Mahajan
Company Secretary
ACS:32961




NOTES:

- (a) The Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to Item Nos. 3 to Item No.8 forms part of this Notice.
- (b) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote at the meeting on his/her behalf. Such proxy need not be a member of the company.
- (c) Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- (d) The instrument of proxy, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution or authority as applicable.
- (e) Corporate members intending to send their authorized representatives to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the Meeting.
- (f) Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
- (g) Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by Members at the Registered Office of the Company during business hours on all working days, up to the date of the Meeting.

**By Order of the Board of Directors,
Jaideep Ispat And Alloys Private Limited**

**Place: Indore
Date: 31.08.2023**


**Abhishek Mahajan
Company Secretary
ACS:32961**



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 3

The Company is required under Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in Practice. The Board of Directors of the Company has approved the appointment and remuneration of K.G Goyal & Co., Cost Accountants as the Cost Auditor of the Company for the Financial Year 2023-24.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year ending March 31, 2023.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No.3 of the Notice.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members.

Item No. 4

In term of Section 185 of the Companies Act, 2013, No Company shall, directly or indirectly, advance any loan, including any loan represented by a book debt, to any of its directors or to any other person in whom the director is interested, Board after considering the association and efforts of Managing and Whole Time Director(s) towards the Company, the Board Proposes to introduce the scheme for giving Loan to a Managing Director or Whole Time Director of the Company.

The Board of Directors of the Company in their meeting has approved the Scheme of giving Loan and advances to a Managing Director and Whole Time Director of the Company. The Sanction of Loan and advance will be at the sole discretion of the Management. The Policy is subject to review by the Management from time to time. Copy of the scheme is available at the registered office of the company for inspection during the business hours.

In terms of Section 185 of The Companies Act, 2013 the consent of the Members by way of Special resolution is required for adoption of above scheme.

Except Mr. Vimal Todi, Mr. Avinash Todi, Mr. Pawan Singhania, Mrs. Nidhi Singhania, Mr. Sandeep Kumar Jain, Mr. Amit Kishanpuria, Mr. Ashish Jalan, and their relatives, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No.4 of the Notice.

Item No. 5

Mr. Om Prakash Malviya was appointed as Additional Director of the Company pursuant to the provisions of Sections 149 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, as may be amended from time to time, in the Board Meeting held dated 10th December 2022 w.e.f 10th December 2022.

Copy of the draft letter for appointment of them as Director setting out terms and conditions is available for inspection by the members at the Registered Office of the Company.

Except Mr. Omprakash Malviya, None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No.5 of the Notice.

The Board commends the Ordinary Resolutions as set out in Item No. 5 of the notice for approval.

Item No. 6

Mr. Vimal Todi was appointed by the Board as Additional Director further designated as Chairman and Whole Time Director of the company w.e.f. 18th May 2023 in terms of Section 149, 190, 196, 197, 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), looking in the day-to-day affairs of the company as president of operations of the Company.

Copy of the draft letter for appointment of them as Chairman and Whole Time Director setting out terms and conditions is available for inspection by the members at the Registered Office of the Company.

Your Board would like to inform that, during the period of appointment Mr. Vimal Todi will attain age of 70 years and as per the requirement of the Companies Act, 2013, the members are required to approve his appointment by way of Special Resolution.

Except Mr. Vimal Todi and Mr. Avinash Todi, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No.6 of the Notice.

Mr. Vimal Todi holds 92,35,695 equity shares of Rs. 10/- each in the company.
The Board commends the Special Resolutions as set out in Item No. 6 of the notice for approval.

Item No.7

Mr. Avinash Todi was proposed to act as a Managing Director from Whole Time Director of the Company by the Board in the Board Meeting held dated 28th April 2023 w.e.f 18th May 2023 in terms of Section 149, 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), looking to his deep understanding to the Company and its Employees with a consistently led to a vision, ambition and innovation to the Organization and looking forward to his excellent grip on system, process and methodology.

Copy of the draft letter for appointment of them as Managing director setting out terms and conditions is available for inspection by the members at the Registered Office of the Company.

Mr. Avinash Todi holds 43,95,296 equity shares of Rs. 10/- each in the company.

Except Mr. Vimal Todi and Mr. Avinash Todi and his relatives, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No.7 of the Notice.

The Board commends the Ordinary Resolutions as set out in Item No. 7 of the notice for approval.

Item No. 8

Mr. Pawan Singhania was proposed to act as a Executive Vice Chairman and Whole Time Director from Managing Director of the Company by the Board in the Board Meeting held dated 28th April 2023 w.e.f 18th May 2023 in terms of Section 149, 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), looking towards his deep excellent leadership qualities and tiredless work ethics and unparalleled dedication, looking forward to his expertise and experience.

Copy of the draft letter for appointment of them as Executive Vice Chairman and Whole Time Director setting out terms and conditions is available for inspection by the members at the Registered Office of the Company.

Mr. Pawan Singhania holds 85,39,806 equity shares of Rs. 10/- each in the company.

Except Mr. Pawan Singhania and Nidhi Singhania, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No.8 of the Notice.

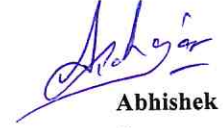
The Board commends the Ordinary Resolutions as set out in Item No. 8 of the notice for approval.

BRIEF PROFILE OF DIRECTOR SEEKING APPOINTMENT, RE-APPOINTMENT, CHANGE IN DESIGNATION

Name of Directors	Mr. Pawan Singhania	Mr. Avinash Todi	Mr. Vimal Todi	Mr. Omprakash Malviya
Category of the Director	Executive Vice Chairman and Whole Time Director	Managing Director	Chairman and Whole Time Director	Additional Director
DIN	00390905	01970390	00106880	09801260
Date of Birth	24.03.1968	18.05.1987	01.01.1956	01.01.1968
Date of Appointment or change in Designation	18.05.2023	18.05.2023	18.05.2023	10.12.2022
Qualification	M. Com.	B.E. (Computer Science)	B.E. and MBA	Graduate
No. of Equity Shares & % of Equity Shares held	85,39,806 (33.82%)	43,95,296 (17.41%)	92,35,695 (36.57%)	-

By Order of the Board of Directors,
Jaideep Ispat And Alloys Private Limited

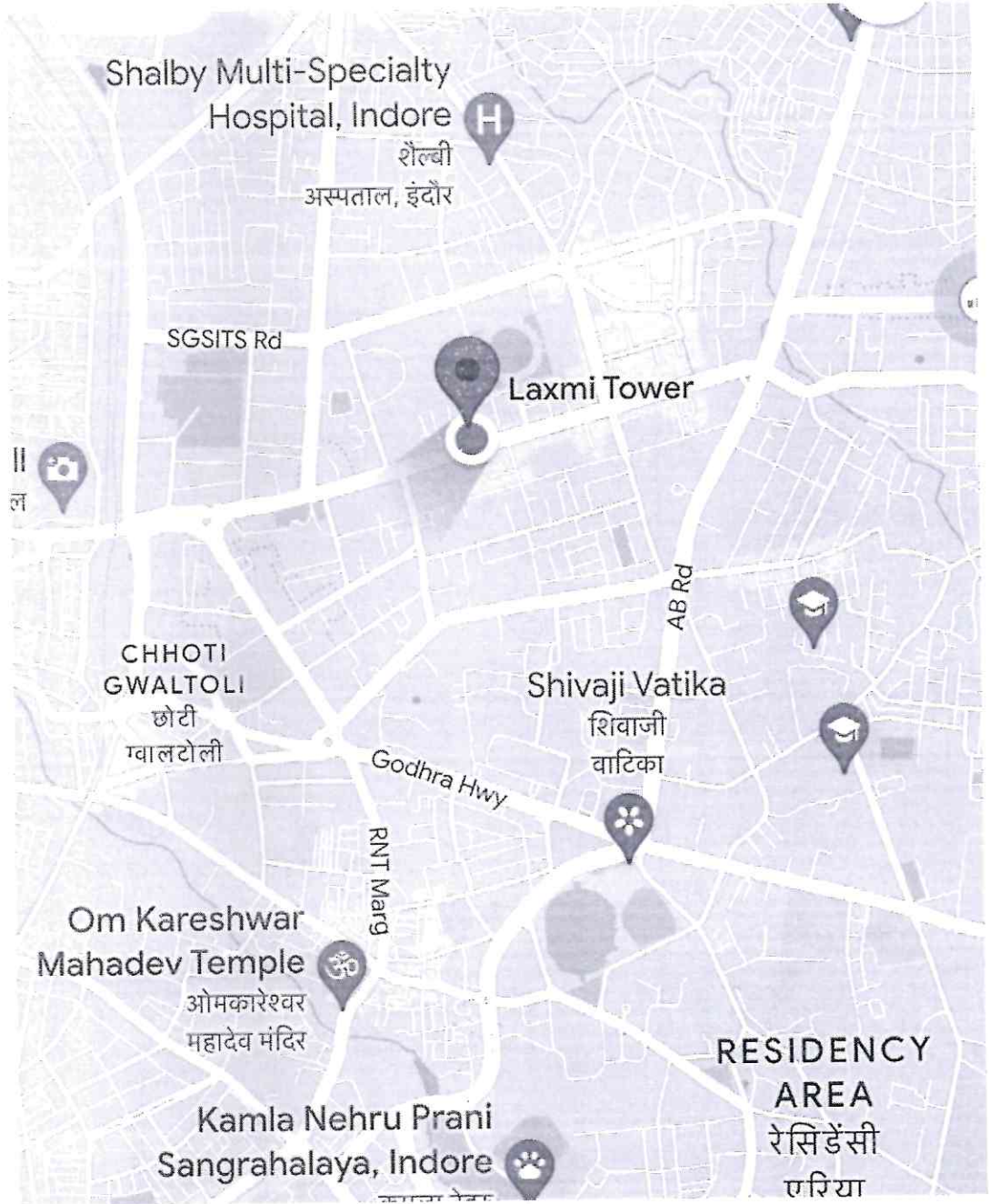
Place: Indore
Date: 31.08.2023



Abhishek Mahajan
Company Secretary
ACS:32961



ROUTE MAP



**PROXY FORM
FORM MGT- 11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name : JAIDEEP ISPAT AND ALLOYS PRIVATE LIMITED
CIN : U02710MP2004PTC017151
Regd. office : 103, Laxmi Tower 576, M.G Road INDORE (M.P.) 452001
Name of the member (s):
Registered address :
E-mail Id :
Folio No/ Client Id/ DP ID:
I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :
Address : E-mail Id:.....
Signature : or failing him.....
2. Name :
Address : E-mail Id:.....
Signature : or failing him.....
3. Name :
Address : E-mail Id:.....
Signature : or failing him.....

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 19th Annual General Meeting of the company, to be held on **Saturday 30th of September 2023** at 103, Laxmi Tower 576, M.G Road INDORE (M.P.) 452001 at **11:00 A.M.** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	
1.	Ordinary Resolution: To receive, consider and adopt the Standalone Audited Financial Statements containing the Balance Sheet as at 31 st March, 2023, the Statement of Profit and Loss for the period 1 st April, 2022 to 31 st March, 2023 and the report of the Boards' and Auditors thereon.
2.	Ordinary Resolution: To receive, consider and adopt the Consolidated Audited Financial Statements containing the Balance Sheet as at 31 st March, 2023, the Statement of Profit and Loss for the period 1 st April, 2022 to 31 st March, 2023 and the report of the Boards' and Auditors thereon
3.	Ordinary Resolution: Ratification of Remuneration of The Cost Auditor
4.	Special Resolution: To consider the Scheme of Loan or Advance to Managing Director and Whole Time Director Pursuant to Section 185 Of the And Companies Act, 2013
5.	Ordinary Resolution: To consider the Approval for appointment of Mr. Om Prakash Malviya (Din-09801260) As the Director of The Company
6.	Special Resolution: To consider the Approval for Appointment of Mr. Vimal Todi (DIN: 00106880) As the Chairman and Whole-Time Director of The Company
7.	Ordinary Resolution: To consider the Approval for Change in Designation of Mr. Avinash Todi (Din: 01970390) From Whole Time Director to Managing Director of The Company
8.	Ordinary Resolution: To consider the Authority to Change in Designation of Mr. Pawan Singhania (Din: 00390905) From Managing Director to Whole Time Director Designated as Executive Vice Chairman of The Company

Signed this..... day of..... 2023

Signature of shareholder

Affix
Revenue
stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

19th Annual General Meeting of JAIDEEP ISPAT AND ALLOYS PRIVATE LIMITED held on Saturday, 30th September, 2023 at 103, Laxmi Tower 576, M.G Road INDORE (M.P.) 452001

R.F. No./Ledger Folio No. _____

Mr./Mrs./Miss _____

(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder/proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the 25th Annual General Meeting of the company at the aforesaid address on....., 2023.

(If signed by proxy, his name should be Written in block letters)

(Shareholders/proxy's Signature)

Note:

1. Shareholders/proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
 2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.
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