



**NOTICE** is hereby given that the 01/2017-18 Extra-Ordinary General Meeting of the Members of Jaideep Ispat and Alloys Pvt. Ltd. will be held on **Monday, the 4<sup>th</sup> December, 2017** at 11:00 A.M at the Registered Office of the Company situated at Plot No.808-D, Sector-III, Industrial Area, Pithampur (M.P)-454774 to transact the following businesses:

**1. To accept Deposit from the members and in this regard 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 73 and all other applicable provisions of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014 as may be amended from time to time and clarifications/guidelines issued by the Central Government, consent of the members be and is hereby accorded to the Board of Directors of the Company to accept deposits from the members which shall not exceed one hundred per cent of the aggregate of paid up share capital, free reserves and securities premium account and to finalise the terms and conditions of the deposit as specified under section 73(3) and Rule 3 of Companies (Acceptance of Deposit) rules, 2014.

**“RESOLVED FURTHER THAT** Mr. Pawan Singhanian and Mr. Avinash Todi, Whole Time Director of the Company be and are hereby instructed and authorised severally to file the details of the monies accepted to the Registrar in such manner as may be specified under the act and to report the same in the Financial Statement as specified in the Rules as specified above and to do all such act, deeds and things as may be necessary to give effect to the resolution.”

**2. To adopt new set of Articles of Association and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** in accordance with the provisions of section 14 of the Companies Act, 2013 the Articles of association of the Company be and is hereby substituted with the new set of Articles containing Clause 1 to 89 by adopting “Table F of the Schedule I” of Companies Act 2013 as placed before the Board duly initialed by the Chairman for the purpose of identification as the articles of the association of the company in place of the existing Articles of Association of the company.”

**“RESOLVED FURTHER THAT** Mr. Abhishek Mahajan, Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

**3. To take approval for entering into Related Party Transactions by the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including

any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to enter into the following proposed related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below:

Sr. No.	Nature of transactions as per section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name, Designation and nature of relationship of the Related Party	Amounts (in Lakhs) per annum
1.	Remuneration to related party	Mr. Avinash Todi is Whole Time Director and is relative of Mr. Vimal Todi, Mrs. Sadhana Todi and Mrs. Rashika Todi	Mr. Vimal Todi ,President Operations in the Company and Father of Mr. Aviansh Todi)	240.00
			Mrs. Sadhana Todi(Executive of the Company and Mother of Mr. Avinash Todi)	60.00
			Mrs. Rashika Todi (Executive of the company and wife of Mr. Avinash Todi)	60.00
				360.00

**“RESOLVED FURTHER THAT** the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to fix the remuneration within the overall limit and pay arrears retrospectively and to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

**Place: Indore**  
**Date: 02/11/2017**

**By order of the Board**



**Abhishek Mahajan**  
**Company Secretary**

**NOTES:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing a proxy, should however be deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder.
3. Members/proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
4. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days.
5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts relating to the Special Business to be transacted at the Meeting is annexed hereto.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

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

**Item No. 1: Approval for acceptance of deposits from members**

The Board of Directors at their meeting held on 2<sup>nd</sup> November, 2017 approved and recommended acceptance of deposits from the members pursuant to Section 73 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014 as amended from time to time as one of the mode to meet the ongoing fund requirements of the Company.

In compliance with the above provisions of the Act and the Rules, the Company is required to obtain approval of its shareholders for acceptance of Unsecured Deposits from the members of the Company and as such, approval of the members by way of Special Resolution is being sought. Therefore, the special resolution at Item No. 1 is recommended for your approval.

Board of Directors is further authorized to finalise the terms and conditions as required to be set out in the agreement of deposit under section 72(3) of the Act and Rule 3 of Companies (Acceptance of Deposit) Rules, 2014.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution, except to the extent of any deposits that may be placed with the Company by them, their relatives or by the Companies/Institutions in which they are Directors.

**Item No. 2 : Adoption of new set of Articles of Association.**

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

With the coming into force of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace completely the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table "F" of the Act which sets out the model Articles of Association for a Company limited by shares.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

The Board recommends the Special Resolution set forth in Item No. 2 for approval of the Members.

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

**Item No.3 : Approval for entering into Related Party Transactions**

The Board of directors recommend to increase the remuneration of Mr. Vimal Todi, President Operations, Mrs. Sadhana Todi and Mrs. Rashika Todi, Executive of the Company. Since Mr. Vimal Todi, Mrs. Sadhana Todi and Mrs. Rashika Todi are relatives of Mr. Avinash Todi, Whole Time Director of the Company the said transaction will be covered under the provisions of Section 188 of the Companies Act, 2013 read with rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014.

Name of the Related Party	Name of Director or Key Managerial Personnel who is Related	Nature of Relationship	Maximum Amount (Rupees in Lacs) in per annum	Nature and Material Terms/ Particulars of the contract or arrangement
Vimal Todi	Mr. Avinash Todi, Whole Time Director	Mr. Vimal Todi is Father of Mr. Avinash Todi	240.00	All the related party are the existing employees of the company but looking to the efforts and their time involved in the operations of the company it is desired to increase their remuneration upto the said limit.
Sadhana Todi	Mr. Avinash Todi, Whole Time Director	Mrs. Sadhana Todi is Mother of Avinash Todi	60.00	
Rashika Todi	Mr. Avinash Todi, Whole Time Director	Mrs. Rashika Todi is Wife of Mr. Avinash Todi	60.00	
<b>Total</b>			<b>360.00</b>	

In compliance with the above provisions of the Act and the Rules, the Company is required to take approval from members if the monthly remuneration of such related party exceeds two and half lakhs per month.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with maximum limits that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013)

The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:

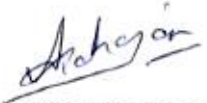
Name of the Related Party	As per table above
Name of the Director or key managerial personnel who is related, if any	Shri Avinash Todi being the Director of the Company.
Nature of Relationship	All the related parties are the relative of the Mr. Avinash Todi, Whole Time Director of the company and is holding office of place of profit of the company.
The nature, material terms, monetary value and particulars of the contract or arrangement	All proposed transactions are proposed to be carried out based on business requirements of the Company and shall be in ordinary course of business.
Any other information relevant or important for the members to take a decision on the proposed resolution	The Company proposes to seek approval for entering or continue the salary contracts.

The above contracts / arrangements / transactions were/will be approved by the Board of Directors to the unrelated shareholders of the Company for their approval.

Shri Avinash Todi, Director of the company may be deemed to be concerned in the capacity of Director in the Board upto the extent of the remuneration paid to them. The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

**Place: Indore**  
**Date: 02/11/2017**

**By order of the Board**

  
**Abhishek Mahajan**  
**Company Secretary**