



Dear Shareholders,

Letter from the Director and Notice of Annual General Meeting

I am writing to you with details of the 18th Annual General Meeting (the 'AGM') of Jaideep Ispat and Alloys Private Limited (the 'Company') to be held at 11:00 A.M on Friday, September 30th, 2022 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 Standalone and Consolidated Financial Statements for the Financial Year ending March 31st, 2022 Reappointment Of Statutory Auditors and Ratification of Remuneration of The Cost Auditor, Approval for Related Party Transactions, Authority to Board to Make Loans, Give Security or Provide Corporate Guarantee to Companies/ Body Corporate in which Directors are interested under Section 185 of The Companies Act, 2013, Approval to Make Investment in excess of 60% of the aggregate of the Paid-Up Share Capital, Free Reserves and Security Premium or Up To 100% of the aggregate of Free Reserves and Security Premium of the Company whichever is higher and Approval for Issue of Partly Paid Up Equity Shares through Preferential Issue on Private Placement Basis

Enclosed in this mail is a form of proxy 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.

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



Pawan Singhania

Chairman and Managing Director
DIN:00390905

Place: Indore
Date: 25.08.2022

NOTICE OF 18TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 18th Annual General Meeting of the Members of Jaideep Ispat and Alloys Private Limited will be held on Friday, the 30th Day of September, 2022 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: -

ORDINARY BUSINESS

ITEM NO. 1 – APPROVAL OF STANDALONE FINANCIAL STATEMENT CONTAINING THE AUDITED BALANCE SHEET AS AT 31ST MARCH, 2022 AND THE STATEMENT OF PROFIT AND LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2022, THE REPORT OF THE BOARD'S AND AUDITOR'S ALONG WITH THEIR ANNEXURE ETC. THEREON.

“**RESOLVED THAT** Financial Statements/Results Standalone containing the Audited Balance Sheet, statement of profit and loss A/c and cash flow for the year ended on 31st March, 2022 along with the Board's & Auditor's Report and their annexure etc. thereon as placed before the meeting be and are hereby received, considered and adopted.”

ITEM NO. 2 – APPROVAL OF CONSOLIDATED FINANCIAL STATEMENT CONTAINING THE AUDITED BALANCE SHEET AS AT 31ST MARCH, 2022 AND THE STATEMENT OF PROFIT AND LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2022, THE REPORT OF THE BOARD'S AND AUDITOR'S ALONG WITH THEIR ANNEXURE ETC. THEREON.

“**RESOLVED THAT** Financial Statements/Results Consolidated containing the Audited Balance Sheet, statement of profit and loss A/c and cash flow for the year ended on 31st March, 2022 along with the Board's & Auditor's Report and their annexure etc. thereon as placed before the meeting be and are hereby received, considered and adopted.”

ITEM NO.3 APPROVAL FOR RE-APPOINTMENT OF RAWKA AND ASSOCIATES AS A STATUTORY AUDITOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 139 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification's or amendment's thereto or re-enactment's thereof, for the time being in force), M/s Rawka & Associates, Chartered Accountants (FRN:021606C), be and is hereby re-appointed as the Statutory Auditors of the Company to hold the office for a Second Term of 5 (five) years, from the conclusion of 18th Annual General Meeting upto the conclusion of 23rd Annual General Meeting of the Company i.e. for the Financial Year 2022-23 to Financial Year 2026-27, to examine and audit the accounts of the Company, on such remuneration plus applicable taxes, and out of pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.”

“**RESOLVED FURTHER THAT** the Board of Directors and / or any person authorized to settle any question, difficulty or doubtany of the Director be and are hereby authorized to do such act, deeds and things and to file necessary e – forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution.

SPECIAL BUSINESS

ITEM NO.4–APPROVAL FOR RATIFICATION OF REMUNERATION OF THE COST AUDITORS:

To consider and if thought fit, 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. 96,000/- plus applicable taxes and out-of-pocket expenses payable to M/s K.G Goyal & Co. Cost Accountants (Firm Registration No. 000017), 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, , for the Financial Year ending March 31, 2023.”

RESOLVED FURTHER THAT the Board of Directors and/or any person authorised by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

ITEM NO. 5 APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTIONS U/S 188 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 along with rules framed there under (including statutory modification (s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors to enter into transaction(s) of sale/purchase/supply of goods or material to/from Related Party, selling or otherwise disposing of, or buying, property of any kind from/to Related party, giving/taking property on lease to/from Related Party, rendering/availing of loan from/to Related Party, availing or rendering of any service from/to Related Party etc. with or without interest/charges thereon including rollover/extension of maturity from time to time, whether material or otherwise, approval is granted for the period of 5 years up to an estimated annual value of **₹1000 Crore (Rupees One Thousand Crores Only)** p.a. for business expansion excluding taxes in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and the Related Party.

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorized to determine the terms and conditions and to enter into related party contracts/arrangement for providing or obtaining services and contracts as may be considered in the best interest of the Company in the ordinary course of business on the arm's length basis or otherwise and to do all such acts, matters deeds and things as may be required to implement the aforesaid resolution for and on behalf of the Company.”

ITEM NO. 6 AUTHORITY TO THE BOARD TO MAKE LOANS, GIVE SECURITY OR PROVIDE CORPORATE GUARANTEE TO COMPANIES/ BODY CORPORATE IN WHICH DIRECTORS ARE INTERESTED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass the following resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to provisions of section 185, 186 read with section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof) the approval of Members of the Company, be and is hereby accorded for authority to the Board of Directors and/or committee thereof for providing any advance(s), loan(s), any loan represented by book debts, and/or to give guarantee or to provide any security on the assets of the Company in connection with loan taken by the companies/bodies corporate in which any director of the Company is directly or indirectly concerned and/or interested from time to time subject to the maximum amount of Loans/Advances and or guarantee and securities not exceeding **Rs. 700.00 Crores (Rs. Seven Hundred Crores)** per annum at any point of time.

RESOLVED FURTHER THAT Mr. Pawan Singhanian, Director of the Company and/or Mr. Avinash Todi, Director of the Company be and are hereby authorised of the Company severally to do all such acts and things as may be required to give effect to the above-mentioned resolution on behalf of the Board of Directors of the Company

ITEM NO.7 APPROVAL TO MAKE INVESTMENT IN EXCESS OF 60% OF THE AGGREGATE OF THE PAID-UP SHARE CAPITAL FREE RESERVES AND SECURITY PREMIUM OR UP TO 100% OF THE AGGREGATE OF FREE RESERVES AND SECURITY PREMIUM OF THE COMPANY WHICHEVER IS HIGHER

To consider and if thought fit, to pass the following resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of section 186 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company and subject to further approval of statutory and other authorities as may be necessary and subject to such terms, conditions, stipulations, alterations, and modifications, if any, as may be prescribed and specified by such authorities while granting such approvals and which may be agreed by the Board of directors of the Company (hereinafter referred to as the ‘Board’ the consent of the Company be and is hereby accorded to the Board of directors of the Company to make investments in the shares and all types of the liquid funds, mutual funds, cash management funds, Gold Traded Funds of other bodies corporate in excess of the 60% of the aggregate of the paid-up share capital and free reserves or up to 100% of the aggregate of free reserves of the Company whichever is higher as per the limits prescribed under section 186 as they may in their absolute discretion deem beneficial and in the interest of the Company subject to the maximum aggregate amount of all such investments shall not exceed **Rs. 500 Crores (Rupees Five Hundred Crores)** Per annum at any time together with the existing investments and securities from time to time.”

ITEM NO.8 APPROVAL FOR ISSUE OF PARTLY PAID UP EQUITY SHARES ON PREFERENTIAL ISSUE BASIS

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 42, 62 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 (Companies Act), including any statutory modification(s) or reenactment thereof, for the time being in force, various rules, circulars, press notes, clarification issued by Ministry of Corporate Affairs (MCA) and enabling provisions of the Memorandum and Articles of Association of the Company and subject to requisite approvals, consents, permissions and/or sanctions if any, of other appropriate authorities as may be required, the Board be and is hereby authorized to create, offer, issue and allot up to 1,21,000 partly paid up equity shares of face value of Rs 10/- each at a price of Rs. 225 per equity share by calling share application money of Rs.1 /- per equity share per call towards face value and Rs. 21.5 /- per equity share towards premium on a private placement basis to any person(s) or group of persons whether including the existing shareholders of the company or not.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity shares to be allotted on private placement basis and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of equity shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

ITEM NO.9 APPROVAL FOR ISSUE OF PARTLY PAID UP EQUITY SHARES ON PRIVATE PLACEMENT BASIS

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 42 and Rule 14 to the Companies (Prospectus and allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, various rules, circulars, press

notes, clarification issued by Ministry of Corporate Affairs, approval of the members of the company be and is hereby accorded to proposed offer of 1,21,000 partly paid up equity shares of face value of Rs. 10/- each at a price of Rs. 225 per equity share by calling share application money of Rs.1per equity share per call towards face value and Rs. 21.5 per equity share towards premium to the following persons on private placement basis, of whom all particulars are under:

S. No.	Name Of Person To Whom Offer Letter Shall Be Circulated	Father's Name	Complete Address With Pin Code
1	Mr. Deepak Damodar Saraf	Mr. Damodar Saraf	A1/1204, Maple Woods, Nipania, Main Road, Pipliya Kumar Indore-(M.P.) - 452010

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity shares to be allotted on private placement basis and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

Indore, August 25th, 2022



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 9 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 authorised representatives to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution to the Company, authorising their representative to attend and vote on their behalf at the Meeting.

(f) Members/proxies/authorised 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**

Indore, August 25th, 2022


Abhishek Mahajan
Company Secretary
ACS:32961



EXPLANATORY STATEMENT IN PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT TO THE SPECIAL BUSINESS:

Item No. 3

M/s Rawka & Associates, Chartered Accountants were appointed as the Statutory Auditor of the Company at the 13th Annual General Meeting of the Company for a period of 5 years i.e upto the conclusion of 18th Annual General Meeting to be held in the year 2022. As his tenure has been completed at this meeting the board recommend the re-appointment of M/s Rawka & Associates, Chartered Accountants, Indore for second term as the Auditors of the Company.

M/s Rawka & Associates, Chartered Accountants, have given their consent to be re-appointed as the Statutory Auditors of the Company along with a confirmation that, their re-appointment for second term, if approved by the members, would be within the limits prescribed under the Companies Act, 2013.

The Company has proposed their re-appointment in the item of the notice, for a further period of 5 (five) years, from the conclusion of 18th Annual General Meeting upto the conclusion of 23rd Annual General Meeting of the Company i.e. for the financial year 2022-23 to financial Year 2026-27.

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

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 2022-23.

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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year ending March 31, 2022.

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.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

Item No. 5

Further to the applicable provision of Section 188 and any other applicable provision of the Companies Act 2013 and rules framed there under all Related Party Transaction(s) shall require prior approval of the Board and all Material Related Party Transaction(s) shall require prior approval of the Members.

The Company proposing to enter into transaction(s) with Related Party for sale/purchase/supply of goods or material to/from Related Party, selling or otherwise disposing of, or buying, property of any kind from/to Related party, giving/taking property on lease to/from Related Party, rendering/availing of loan from/to Related Party, availing or rendering of any service from/to Related Party etc. with or without interest/charges thereon including rollover/extension of maturity from time to time, whether material or otherwise, approval is granted for a further period of 5 years up to an estimated annual value of **`1000 Crore (Rupees One Thousand Crores only)** p.a. for business expansion excluding taxes etc. in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and the Related Party.

In the light of the above, your Company has been dealing through such transaction(s) with the said Related Party.

The individual transaction values would be commercially agreed based on mutual discussions/negotiations with Related Parties.

As per provision of the Companies Act, 2013 along with rules made there under, a transaction with a related party shall be considered material, if the transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds the limit specified in the provision of the Companies Act, 2013 as per the Last audited Financial Statements of the Company. All material Related Party transaction(s) shall require approval of the Members.

In the Compliance of the said regulations, the Board has reviewed and approved the said ongoing transactions. These transactions may be considered as material/immateral for the coming financial years, the Board has proposed the same to be placed before the members for their approval as an Ordinary Resolution. The said fresh approval would be effective for the period of 5 years. Looking at the nature of business of the Company and the transactions, such approval of Members for the period would be essentially required at this point of time. The disclosure as required under the Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014 areas under:

S. No.	Name of the related party	Name of the director or KMP who is related	Nature of relationship	Amount Per Annum & Other information relevant or important for the members to take decision on the proposed resolution
1	Jaideep SteelWorks India Private Limited	Pawan Singhanian Avinash Todi	Wholly Owned Subsidiary Company	Upto 500 Cr.
2	Jaideep Metalics And Alloys Private Limited	Do	Joint Venture	Upto 200 Cr
3	Jaideep Realty Private Limited	Pawan Singhanian Avinash Todi	Common Director	Upto 100 Cr
4	VPA Civilcon Private Limited	Pawan Singhanian	Common Director	Upto 20 Cr
5	Aryaman Civicon Private Limited	Pawan Singhanian Avinash Todi	Common Director	Upto 20 Cr
6	Moir Institute of Design Private Limited	Avinash Todi	Father and Mother of the Avinash Todi is the Director of the Company	Upto 20 Cr
7	Moir Buildcon Private Limited	Pawan Singhanian Avinash Todi	Common Director	Upto 20 Cr
8	Avinash Realty Private Limited.	Do	Common Director	Upto 20 Cr
9	BMT Infraestate Private Limited.	Do	Common Director	Upto 20 Cr
10	Rani Sati Civilcon LLP	Avinash Todi	Common Director	Upto 15 Cr
11	Rani Sati Infracity LLP	Do	Common Partners	Upto 15 Cr
12	Rani Sati Infracity LLP	Do	Common Partners	Upto 10 Cr
13	Rani Sati Residential Property LLP	Do	Common Partners	Upto 10 Cr
14	Moir Warehouse LLP	Pawan Singhanian Avinash Todi	Common Partners	Upto 20 Cr
15	SAPS WarehouseLLP	Sandeep Kumar Jain	Common Partners	Upto 10 Cr

Except as mentioned in Notes to Accounts in Balance Sheet (Accounting Standard 18) none of the Director/Body Corporate, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution.

The Board recommends an Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members

Item No. 6

The Chairman informed to the members that pursuant to the provisions of Section 185 of The Companies Act, 2013 and Rules made thereunder, empowers the Company to give advances, loans including any loan represented by book debts or give any guarantee or provide any security in connection with any loan taken by any Company and/or body corporate in whom any or all the director(s) of the Company are considered as concerned or interested subject to the approval of members by way of Special Resolution.

Therefore in view of the requirements of other Companies or the Body Corporates in which one/or more directors may be concerned or interested, may be required to provide its financial support by way of providing short term or long term loans, advances and/or to provide guarantee or security on the assets of the Company on behalf of such companies/body corporate to such other bank/financial institution which provides loans and advances whether fund based or non-fund based credit facilities as the case may be from time to time in view of the business requirements of such Companies to support them.

The Board considered that it may needs to provide the advances, loans or to provide guarantee or security on their behalf as under

Sr. No.	Name of the Company /Body Corporate	Name of the interested directors	Maximum amount Per annum up to which loan/ guarantee/ security may be provided by Per Company/LLP
1	Jaideep SteelWorks India Private Limited	Pawan Singhania Avinash Todi	Upto Rs. 200.00 Crores
2	Jaideep Realty Private Limited	Pawan Singhania Avinash Todi	Upto Rs. 200.00 Crores
3	Moirra Buildcon Private Limited	Pawan Singhania Avinash Todi	Upto Rs. 100.00 Crores
4	VPA Civilcon Private Limited	Pawan Singhania	Upto Rs. 50.00 Crores
5	Aryaman Civicon Private Limited	Pawan Singhania Avinash Todi	Upto Rs. 10.00 Crores
6	Jaideep Metallica Private Limited	Pawan Singhania Avinash Todi	Upto Rs. 50.00 Crores
7	BMT Infraestate Private Limited	Pawan Singhania Avinash Todi	Upto Rs. 10.00 Crores
8	Moirra Institute of Design Private Limited	Avinash Todi	
9	Avinash Realty Private Limited	Pawan Singhania Avinash Todi	
10	Rani Sati Civilcon LLP	Avinash Todi	
11	Rani Sati Infracity LLP	Avinash Todi	
12	Rani Sati Infracity LLP	Avinash Todi	
13	Rani Sati Residential Property LLP	Avinash Todi	
14	Moirra Warehouse LLP	Pawan Singhania Avinash Todi	
15	SAPS Warehouse LLP	Sandeep Kumar Jain	

However, before providing aforesaid loans, advances or guarantee and securities the Board shall ensure that:

1. The said loan will be used by entities in their normal course of business.
2. Compliance under section 186 and 188 of the Companies Act, 2013;
3. The related entity will check their limit as prescribed under section 180 of the Companies Act, 2013 if applicable

Mr. Pawan Singhania or Mr. Avinash Todi or Mr. Sandeep Kumar Jain of the Company may be deemed to be concerned or interested financial to the extent of the loans, advances, guarantee or securities furnished by the Company.

The Board of Directors recommends the aforesaid Special Resolution set out at Item No 6 of the Notice for approval by the shareholders.

Item No. 7

As per the provisions of section 186 of the Companies Act, 2013, which is also applicable on a private company, the Board of Directors of the Company cannot make investments in the securities of other bodies corporate, and cannot give securities, guarantees in excess of 60% of the aggregate of the paid-up share capital and free reserves and/or up to 100% of the aggregate of free reserves of the Company except with the consent of the Shareholders in General Meeting by way of special resolution.

As per the Section 186 of the Companies Act, 2013 upon applicability shall require approval of the shareholders by way of a special resolution for making investment or providing loans, security and guarantee to other body corporate beyond the limits specified in the said section.

Pursuant to applicable provisions of the Companies Act, 2013, all the Directors and their relatives may be directly or indirectly concerned or interested, in the proposed resolution, as a member and director in below mentioned Companies:

Sr. No.	Name of the Company /Body Corporate in which directors are	Name of the interested directors
1	Jaideep SteelWorks India Private Limited	Pawan Singhania Avinash Todi
2	Jaideep Metalics And Alloys Private Limited.	Pawan Singhania Avinash Todi
3	BMT Infraestate Private Limited.	Pawan Singhania Avinash Todi
4	Moirra Buildcon Private Limited.	Pawan Singhania Avinash Todi
5	VPA Civilcon Private Limited.	Pawan Singhania
6	Aryaman Civicon Private Limited.	Pawan Singhania Avinash Todi
7	Jaideep Realty Private Limited.	Pawan Singhania Avinash Todi
8	Avinash Realty Private Limited.	Pawan Singhania Avinash Todi
9	Moirra Institute of Design Private Limited	Avinash Todi
10	Rani Sati Civilcon LLP	Avinash Todi
11	Rani Sati Infracity LLP	Avinash Todi
12	Rani Sati Infracity LLP	Avinash Todi
13	Rani Sati Residential Property LLP	Avinash Todi
14	Moirra Warehouse LLP	Pawan Singhania Avinash Todi
15	SAPS Warehouse LLP	Sandeep Kumar Jain
16	Pithampur Poly Products Limited	Avinash Todi
17	BulkPack Exports Limited	Avinash Todi

Being the director and major shareholder and further depending upon the future transactions as the case may be from time to time to the extent of loans made or investments made in the concerned with the provisions of the Companies Act.

The Board of Directors recommends the aforesaid Special Resolution set out at Item No 7 of the Notice for approval by the shareholders.

Item No. 8 & 9

Considering the business strategic plan for the company, your Board of Directors have decided to increase the subscribed capital of the company by making further issue of share capital, only after by complying with the requirements of section 42 Rule 14 of Companies (Prospectus and allotment of Securities) Rules, 2014 read with section 62 Rule 13 of Companies (Share Capital and Debentures), and Issue of shares on preferential basis Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013.

Disclosures to be made as per section 62 Rule 13 (Share Capital and Debentures) Rules, 2014 for the purpose of issue of shares on preferential basis are as under:

a.	The objects of the issue:	To mobilize funds for funding current/future expansion plans/activities directly by the Company or thorough subsidiaries/joint venture companies, potential acquisitions, working capital and general corporate purposes.
b.	The total no of shares or other securities to be issued:	1,21,000 partly paid up equity shares
c.	The price or price band at/within which the allotment is proposed;	Rs. 225/- Per Share
d.	Basis on which the price has been arrived at long with report of the Registered Valuer;	Discounted Cash Flow Method
e.	Relevant date with reference to which the price has been arrived at;	2 nd May 2022
f.	The Classes of person to whom the allotment is proposed to be made	As Specified in resolution above
g.	Intention of promoters, Directors or Key Managerial personnel to subscribe to the offer	--
h.	The Proposed time within which the allotment shall be completed	The Company will complete the issue & allotment of Equity Shares within a period of 60 days from the date of receipt of application money, If not so allotted the Company Should repay the application money within 15 days thereafter with interest of 12% p.a. from the expiry of 16 th day .the Allotment of securities on preferential basis made pursuant to these special resolution will be completed within period of 12 months form the date of passing the Special resolution if not so allotted a fresh Shareholder's approval shall be obtained prior to allotment of remaining securities
i.	The Change in control if any, in the Company that would occur consequent to the Preferential offer	None
J.	The Numbers of persons to whom allotment on preferential basis have already been made during the year , in terms of numbers of securities as well as price	None
k.	The Justification for the allotment proposed to be made for consideration pother than cash together with valuation report of the registered valuer	NA

l.	The Nature of Shares	Equity Shares
m.	The manner of issue of shares	Preferential Issue through Private placement
n.	Terms of Issue	As specified in resolution

p. The pre-issue and post-issue shareholding pattern of the company in the following format-

S.No.	Category	Pre-Issue		Post Issue	
		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
A	Promoters Holding:				
1.	Indian:	24,229,987	96.41	24,229,987	95.95
	Individual				
	Bodies Corporate	9,00,000	3.58	9,00,000	3.56
	Sub Total	2,51,29,987	99.99	2,51,29,987	95.24
2.	Foreign Promoters	-	-	-	-
	Sub Total (A)	2,51,29,987	99.99	2,51,29,987	99.51
B	Non-Promoters Holding:				
1.	Institutional Investors	-	-	-	-
2.	Non-Institution:	-	-	-	-
	Private Corporate Bodies	-	-	-	-
	Directors and relatives	1300	0.01	1300	0.01
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	1,21,000	0.47
	Sub Total (B)	1300	0.01	1,22,300	0.48
	GRAND TOTAL	2,51,31,287	100	2,52,52,287	100

So, authorization/approval of the members of the company is required for the proposed allotment of securities by way of special resolution of general meeting.

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

Indore, August 25th, 2022


Abhishek Mahajan
Company Secretary
ACS:32961



JAIDEEP ISPAT & ALLOYS PRIVATE LIMITED

CIN - U02710MP2004PTC017151

Registered Office: 103, Laxmi Tower, 576 M.G. Road, Indore (M.P.) - 452001

Tel. No: 0731-2549781 **Email address:** abhishek.mahajan@moirasariya.com

Website: www.moirasariya.com

ATTENDANCE SLIP

18th ANNUAL GENERAL MEETING ON FRIDAY, 30th SEPTEMBER, 2022 AT 11.00 A.M.
at 103, Laxmi Tower, 576, M. G. Road, Indore-452001.

I / We hereby record my/our presence at the EIGHTEENTH ANNUAL GENERAL MEETING of the Company at 103, Laxmi Tower, 576, M. G. Road, Indore (M.P.) -452001, at 11.00 a.m. on Friday 30th September 2022.

Folio No.: _____

Name of the Member : _____ Signature: _____

Name of the Proxy holder: _____ Signature: _____

Notes:

1. Only Member/Proxy holder can attend the Meeting
2. Please complete the Folio No. and name of the Member/Proxy holder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
3. A Member/Proxy holder attending the meeting should bring copy of the Annual Report for reference at the meeting.

JAIDEEP ISPAT & ALLOYS PRIVATE LIMITED

CIN - U02710MP2004PTC017151

Registered Office: 103, Laxmi Tower, 576 M.G. Road, Indore (M.P.) - 452001

Tel. No: 0731-2549781 **Email address:** abhishek.mahajan@moirasariya.com

Website: www.moirasariya.com

PROXY FORM

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

Name of Member(s): _____

Registered Address: _____

E-mail Id: _____ Folio No. _____ DP ID No: _____

I/We, being the member(s) of _____ Shares of Jaideep Ispat & Alloys Pvt. Ltd, hereby appoint:

1. Name: _____ Email Id: _____
Address: _____

Signature: _____ or failing him/her;

2. Name: _____ Email Id: _____
Address: _____

Signature: _____

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the EIGHTEENTH ANNUAL GENERAL MEETING of the Company to be held on Friday 30th September 2022 at 11.00 a.m. at 103, Laxmi Tower, 576 M.G. Road, Indore.