

JAIDEEP ISPAT AND ALLOYS PRIVATE LIMITED

CIN: U02710MP2004PTC017151

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

Email id: abhishek.mahajan@moirasariya.com

NOTICE is hereby given that the 02/2020-21 Extra-Ordinary General Meeting of the Members of Jaideep Ispat and Alloys Private Limited . will be held on Monday, the 22nd March , 2021 at 10:00 A.M. at the Registered Office of the Company situated at 103, Laxmi Tower, 576, M.G. Road, Indore - 452001 to transact the following businesses:

SPECIAL BUSINESS

ITEM NO. 1

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

IN SUPERSESION OF EARLIER RESOLUTION PASSED DATED 25.02.2019 IN RESPECT OF RELATED PARTY TRANSACTIONS

1. ORIDANRY RESOLUTION U/S 188 OF THE COMPANIES ACT, 2013 FOR APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTIONS:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time read with Rule 15 Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded for entering into contract and arrangement with the following proposed Related Party Transactions with respect to Availing or Rendering of Services/ Purchase/ Sale or supply of goods and materials and other transactions permitted under Section 188 of the Companies Act, 2013 with the following parties for a period of 5 years, up to the maximum amount per annum as under;

S.No	Name of Related Parties	Relationship	Maximum Value Transaction p.a. per Company
1	Jaideep Metallics And Alloys Private Limited	Associate Company	Upto Rs. 100.00 Crores
2	BMT Infraestate Private Limited	Subsidiary Company	Upto Rs. 50.00 Crores
3	Moira Buildcon Private Limited	Subsidiary Company	Upto Rs. 50.00 Crores
4	VPA Civilcon Private Limited	Subsidiary Company	Upto Rs. 50.00 Crores
5	Aryaman Civicon Private Limited	Enterprise over which key management personnel and their relatives are able to exercise	Upto Rs. 50.00 Crores
6	Moira Institute of Design Private Limited		
7	Jaideep Realty Private Limited		
8	Avinash Realty Private Limited		
9	Rani Sati Civilcon LLP		
10	Rani Sati Infracity LLP		
11	Rani Sati Infraway LLP		

12	Rani Sati Residential Property LLP	significant influence	
13	Moira Warehouse LLP		
14	SAPS Warehouse LLP		
15	Bulk Pack Exports Private Limited		
16	Pithampur Polypack Limited		

FURTHER RESOLVED 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. 2

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

- SPECIAL RESOLUTION FOR AUTHORITY TO THE BOARD TO MAKE LOANS, ADVANCE ANY LOAN (INCLUDING BOOK DEBT), GIVE GUARANTEE OR PROVIDE SECURITY TO DIRECTORS, THEIR RELATIVES/ PARTNERS OF DIRECTORS OR ENTITIES/COMPANIES/ FIRMS/ BODY CORPORATE IN WHICH DIRECTORS/ RELATIVES ARE INTERESTED UNDER SECTION 185 OF THE COMPANIES ACT, 2013:**

IN SUPERSESSION OF EARLIER RESOLUTION PASSED DATED 25.02.2019 IN RESPECT OF SECTION 185 : LOANS TO DIRECTORS etc.

“**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 loan(s), advance(s) any loans, (Including 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/ relative of director / Partner of directors 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. 500.00 Crores (Rs. Five Hundred Crores) at any point of time.”

Place: Indore

Date: 01/02/2021

By order of the Board



**PAWAN SINGHANIA
MANAGING DIRECTOR
DIN:00390905**

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. Members/proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
3. All documents referred to in the accompanying notice are open for inspection at the registered office of the company on all working days, except Saturdays between 11.00 a.m. To 1.00 p.m.

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

Item No. 1

The Company in the ordinary course of business and /or on arms length basis sale or purchase from the different parties in India or Outside India. Given that the below mentioned Companies are identified as related party from whom Company purchase or sale or rendering service or do other transactions with them.:

S. No	Name of Related Parties	Nature of relationship	Name of Director or KMP or relative of KMP who is related	Maximum Value Transaction p.a. per Company
1	Jaideep Metalics And Alloys Private Limited	Associate Company	Pawan Singhanian Avinash Todi	Upto Rs. 100.00 Crores
2	BMT Infraestate Private Limited.	Subsidiary Company	Pawan Singhanian Avinash Todi Vimal Todi	Upto Rs. 50.00 Crores
3	Moira Buildcon Private Limited	Subsidiary Company	Pawan Singhanian Avinash Todi Vimal Todi	Upto Rs. 50.00 Crores
4	VPA Civilcon Private Limited	Subsidiary Company	Pawan Singhanian Vimal Todi	Upto Rs. 50.00 Crores
5	Aryaman Civicon Private Limited	Enterprise over which key management personnel and their relatives are able to exercise significant influence	Pawan Singhanian Avinash Todi Vimal Todi	Upto Rs. 50.00 Crores
6	Moira Institute of Design Private Limited		Vimal Todi Sadhana Todi	
7	Jaideep Realty Private Limited		Vimal Todi Avinash Todi Pawan Singhanian	
8	Avinash Realty Private Limited.		Pawan Singhanian Avinash Todi Vimal Todi	
9	Rani Sati Civilcon LLP		Avinash Todi Vimal Todi	
10	Rani Sati Infracity LLP		Avinash Todi Vimal Todi	
11	Rani Sati Infraway LLP		Avinash Todi Vimal Todi	
12	Rani Sati Residential Property LLP		Avinash Todi Vimal Todi	
13	Moira Warehouse LLP		Avinash Todi Vimal Todi	

			Pawan Singhania	
14	SAPS Warehouse LLP		Sandeep Kumar Jain Amit Kishanpuria	
15	Bulk Pack Exports Private Limited		Avinash Todi Vimal Todi	
16	Pithampur Polypack Limited		Avinash Todi Vimal Todi	

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	Mr. Pawan Singhania, Mr. Avinash Todi, Mr. Sandeep Kumar Jain Mr. Ashish Jalan, Mr. Amit Kishanpuria
Nature of Relationship	Directors/ Designated Partners of companies/ LLP's are common
The nature, material terms, monetary value and particulars of the contract or arrangement	All transactions are continuing to be carried out as per the business requirements of the Company and are in the ordinary course of business and at arms' length. All the transactions are for sale or purchase; details of value and material terms of which are given in table above. The transactions would be entered preferably on cash basis or subject to the credit limit as prevailing in the business activities.
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 continuing the contracts for a period of five years.

None of the other Directors and Key Managerial Personnel or their relatives is in any way concerned or interested in the resolution except Mr. Pawan Singhania, Mrs. Nidhi Singhania, Mr. Avinash Todi, Mr. Sandeep Kumar Jain , Mr. Amit Kishanpuria and Mr. Ashish Jalan . The Board of Directors recommends the above ordinary resolution for your approval.

Accordingly, the board recommends the Ordinary resolution set out at item no .1 for approval of members.

Item No. 2

As the members are aware that Section 185 of the Companies Act, 2013 has been substituted by the Companies (Amendment) Act, 2017 and is effective from 7th May, 2018 which empowers that your 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 in which directors are	Name of the interested directors	Maximum amount upto which loan/ guarantee/ security may be provided by the Company.
1	Jaideep Metallics And Alloys Private Limited	Pawan Singhania Avinash Todi	Upto Rs. 100.00 Crores
2	BMT Infraestate Private Limited	Pawan Singhania Avinash Todi	Upto Rs. 50.00 Crores
3	Moira Buildcon Private Limited	Pawan Singhania Avinash Todi	Upto Rs. 50.00 Crores
4	VPA Civilcon Private Limited	Pawan Singhania	Upto Rs. 50.00 Crores
5	Aryaman Civicon Private Limited.	Pawan Singhania Avinash Todi	Upto Rs. 50.00 Crores
6	Jaideep Realty Private Limited	Avinash Todi Pawan Singhania	
7	Avinash Realty Private Limited	Pawan Singhania Avinash Todi	
8	Rani Sati Civilcon LLP	Avinash Todi	
9	Rani Sati Infracity LLP	Avinash Todi	
10	Rani Sati Infracity LLP	Avinash Todi	
11	Rani Sati Residential Property LLP	Avinash Todi	
12	Moira Warehouse LLP	Pawan Singhania Avinash Todi	

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

The said loan will be used by entities in their normal course of business.

Compliance under section 186 and 188 of the Companies Act, 2013;

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 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 2 of the Notice for approval by the shareholders.

Place: Indore

Date: 01/02/2021

By order of the Board



**PAWAN SINGHANIA
MANAGING DIRECTOR
DIN:00390905**