



SHORTER NOTICE is hereby given that the **02/2024-25 Extra-Ordinary General Meeting** of the Members of Jaideep Ispat And Alloys Private Limited will be held on **Monday, the 29th July, 2024** at **1:00 P.M.** at the Registered Office of the Company situated at **103, Laxmi Tower, 576, M.G. Road, Indore - 452001** to transact the following businesses:

ITEM NO. 1: AUTHORITY TO OFFER, ISSUE AND ALLOT UPTO 2,400 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH AT A PRICE OF RS. 265 PER EQUITY SHARE ON PRIVATE PLACEMENT BASIS UNDER SECTION 42 AND 62 OF THE COMPANIES ACT, 2013.

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 Section 62 and subject to the provisions of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 as may be applicable and compliance of all other applicable provisions, if, any, of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re- enactment there, for the time being in force), and in accordance with the applicable clause of the Memorandum and Articles of Association (if any) of the Company the consent of the member be and is hereby accorded to the Board to proposed offer of 2,400 fully paid up equity shares of face value of Rs.10/- each at a price of Rs.265 per equity share by calling share application money of Rs.10 per equity share per call towards face value and Rs.255 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 has been Circulated	Father's Name	Complete Address With Pin Code	Number of Shares Allotted
1	Mr. Ashish Kumar Kandoi	Mr. Shiv Kumar Kandoi	Near Mayank Blue Water Park Bicholi Hapsi , Road A 410 Sterling Skyline Bicholi Hapsi Indore MP 452016	2400
TOTAL				2,400

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.”

Place: Indore
Date: 27/07/2024

By order of the Board

ABHISHEK MAHAJAN
COMPANY SECRETARY
MEM.NO.A32961


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.
4. A Statement Pursuant to Section 102 of Companies Act 2013, Setting out the material facts relate to Special Business to be transacted at the meeting is annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1:**

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 and Section 62 along with 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.	Particulars of the Offer including the date of passing of the Board Resolution	The Board of Directors at their meeting held on 27 th July, 2024 has approved the matter related to issue and allot up to 2,400 (Twenty Four Hundred Equity Shares of Rs. 10/- (Rs. Ten only) each at premium of Rs. 255/- for cash on Preferential /Private Placement Basis.
c.	The total no of shares or other securities to be issued:	2400 Fully paid up equity shares
d.	The price or price band at/within which the allotment is proposed;	Rs. 265/- Per Share
e.	Basis or justification for price (including premium if any) at which the offer or invitation is being made;	The company has obtained the valuation report from CS RV Abhishek Chhajed, Registered Valuer registered with IBBI having Registration No: IBBI/RV/03/2020/13674 and the price is based on the valuation report. Copy of the same is available for inspection at the registered office of the company during the working hours till the date of general meeting.
f.	Name and Address of the Valuer to perform the Valuation:	The company has obtained the valuation report from CS RV Abhishek Chhajed, Registered Valuer under the category of Securities of Financial Asset registered with IBBI having Registration No: IBBI/RV/03/2020/13674 having address 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, (G.J.) - 380001
g.	Amount which the company intend to raise by way of such securities:	Rs. 6,36,000 (Six Lakhs Thirty Six Thousand Five Hundred Only)
h.	Material terms of raising such securities:	The equity shares proposed to be issued will rank pari-passu with the existing equity shares of the company.

i.	Proposed time schedule:	The Proposed offer shall be closed within a period of 12 months from the date of General Meeting. However, the shares will be issued to the proposed allottees within a period of 60 days from the date of receipt of the funds.
j.	Contribution being made by the promoter or directors either as a part of the offer or separately in furtherance of the object:	The Promoter or Directors are not taking any participation in the offer. However, in the capacity of Directors, they are overall in charge of the objects of the offer.
k.	Principle terms of assets charged as securities:	Not Applicable.
l.	Name of the proposed Allottees and % of the Post Offer:	As already specified in Board resolution and as mentioned above
m.	Basis on which the price has been arrived at long with report of the Registered Valuer;	Discounted Cash Flow Method
n.	Relevant date with reference to which the price has been arrived at;	1 st June 2024
o.	The Classes of person to whom the allotment is proposed to be made	As Specified in resolution above
p.	Intention of promoters, Directors or Key Managerial personnel to subscribe to the offer	The Promoter/Director/Key Managerial Personnel are not participating in the said offer.
q.	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
r.	The Change in control if any, in the Company that would occur consequent to the Preferential offer	There will be no change in the Control of the company consequent to the offer.
s.	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	During the year 2024-25 the Company has made allotment of 12,500 Equity shares of Rs.265/-each dated 10.07.2024 to 6 persons
t.	The Justification for the allotment proposed to be made for consideration pother than cash together with valuation report of the registered valuer	The company is proposing to issue shares at a consideration in cash. Therefore, the same is not applicable.

u.	The Nature of Shares	Equity Shares
v.	The manner of issue of shares	Preferential Issue through Private placement
w.	Terms of Issue	As specified in resolution

x. The Shareholding pattern for 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:	2,39,85,121	95.86	2,39,85,121	95.86
	Individual				
	Bodies Corporate	9,00,000	3.60	9,00,000	3.60
	Sub Total	2,48,85,121	99.46	2,48,85,121	99.45
2.	Foreign Promoters	-	-	-	
	Sub Total (A)	2,48,85,121	99.46	2,48,85,121	99.45
B	Non-Promoters Holding:				
1.	Institutional Investors	-	-		
2.	Non-Institution:	-	-		
	Private Corporate Bodies	-	-		
	Directors and relatives	-	-		
	Indian Public	-	-		
	Others (Including NRIs)	1,34,800	0.54	1,37,200	0.55
	Sub Total (B)	1,34,800	0.54	1,37,200	0.55
	GRAND TOTAL	2,50,19,921	100	2,50,22,321	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.

Place: Indore
Date: 27/07/2024

By Order of the Board

ABHISHEK MAHAJAN
COMPANY SECRETARY
MEM.NO.A32961
