

**NOTICE is hereby given that the 1<sup>st</sup> Extra-Ordinary General Meeting of the Members of Jaideep Ispat and Alloys Private Limited will be held on Saturday, the 24<sup>th</sup> day of May, 2025 at 11:00 a.m. at the registered office of the company situated at 103, Laxmi tower, 576, M.G. road, Indore – 452001**

**ORDINARY BUSINESS**

**ITEM NO. 1**

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

**ORDINARY RESOLUTION FOR APPROVAL OF ENHANCEMENT IN EXISTING REMUNERATION OF MS. RIDDHI SINGHANIA UNDER SECTION 188(1) (f) OF THE COMPANIES ACT, 2013**

“**RESOLVED THAT**, pursuant to the provisions of Section 188(1)(f) read with Companies (Meetings of Board and its powers) Rules, 2014 and other applicable provisions, if any, of The Companies Act, 2013, read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to increase the remuneration payable to Ms. Riddhi Singhania, Assistant Manager – HR who is also relative of the directors of the Company, from Rs.12,00,000/- (Rupees Twelve Lakh Only) per annum to an amount aggregating not exceeding Rs.1,00,00,000/- (Rupees One Crores Only) per annum (inclusive of other variable pay as may be determined by the Board from time to time) w.e.f. 24th May, 2025.

**RESOLVED FURTHER THAT**, Board of Directors or Company Secretary of the company, be and are hereby severally authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, matters, and things as may be necessary, proper or expedient to give effect to this resolution.”

**ITEM NO. 2**

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

**ORDINARY RESOLUTION FOR APPROVAL FOR CONTRIBUTION OF FUND TO GAYATRI DAMODARDAS SINGHANIA CHARITABLE TRUST UNDER SECTION 181 AND SECTION 188(1)(d) OF THE COMPANIES ACT, 2013**

The Chairman informed the Members that pursuant to the provisions of Section 181 and Section 188(1)(d) of The Companies Act, 2013 read with the applicable rules and other relevant provisions (including any amendments or re-enactments thereof), the management has proposed to contribute a fund of Rs. 5,00,000/- (Rupees Five Lakhs only) to **Gayatri Damodardas Singhania Charitable Trust**, within the approved annual aggregate limit of Rs. 5,00,00,000/- (Rupees Five Crores only). It was further informed that **Mr. Pawan Singhania (DIN: 00390905)**, Vice Executive Chairman and Whole-time Director of the Company, is a Trustee of the said Trust and therefore, the Trust falls under the definition of a “**Related Party**” as per Section 2(76) of The Companies Act, 2013. Consequently, the proposed contribution qualifies as a **Related Party Transaction** under Section 188(1) (d) of the Act (i.e., for availing or rendering of services), in addition to being governed by Section 181 (contribution to bona fide charitable funds). After due consideration and discussions the Members passed the following resolution unanimously:

**“RESOLVED THAT**, pursuant to the provisions of Section 181 and Section 188(1)(d), 2(76) of The Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), the approval of the Members be and is hereby accorded to make a contribution of fund of Rs. 5,00,000/- (Rupees Five Lakhs only) to Gayatri Damodardas Singhania Charitable Trust, within the annual aggregate limit of Rs. 5,00,00,000/- (Rupees Five Crores only).

**RESOLVED FURTHER THAT**, Mr. Pawan Singhania (DIN: 00390905), having disclosed his interest as a Trustee of the said Trust, did not participate in the discussions and abstained from voting on the resolution in compliance with the applicable provisions of The Companies Act, 2013.

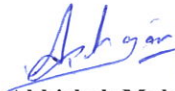
**RESOLVED FURTHER THAT**, Mr. Vimal Todi (DIN: 00106880), Chairman and Whole-time Director, or Mr. Avinash Todi (DIN: 01970390), Managing Director, or Mr. Abhishek Mahajan (Membership No. A32961), Company Secretary of the Company, be and are hereby severally authorised to take all such actions, do all such acts, deeds and things, and to execute all such documents and make such filings, as may be necessary or expedient to give effect to the foregoing resolution.”

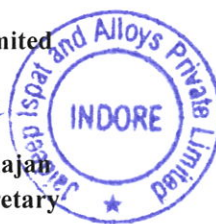
**Place: Indore**

**Date: 02.05.2025**

**By Order of the Board of Directors**

**Jaideep Ispat And Alloys Private Limited**

  
**Abhishek Mahajan**  
Company Secretary  
ACS: 32961



**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. Corporate Members intending send to their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorized their representatives to attend and vote on their behalf in the meeting.
5. 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.

**Place: Indore**

**Date: 02.05.2025**

**By Order of the Board of Directors**

**Jaideep Ispat And Alloys Private Limited**

  
**Abhishek Mahajan**  
Company Secretary  
ACS: 32961





**EXPLANATORY STATEMENT IN PURSUANT TO THE PROVISIONS OF SECTION 102 OF  
THE COMPANIES ACT, 2013**

**ITEM NO. 1**

The Board of Directors, at its meeting held on 15<sup>th</sup> June, 2024 has appointed Ms. Riddhi Singhania, daughter of Mr. Pawan Singhania (DIN: 00390905), Vice Executive Chairman and Whole-Time Director of the Company, as an office or place of profit in the Company as Assistant Manager – HR, effective from 1<sup>st</sup> July, 2024 on a monthly remuneration not exceeding Rs.12,00,000 p.a.

Ms. Riddhi Singhania holds the requisite educational qualifications, having completed her Bachelor of Science in Human and Organizational Development with a Minor in Computer Science from Vanderbilt University, TN, USA. Since her appointment, she has made significant contributions towards the development of the Company's HR Banding framework, Award and recognition structure, HR Software Systems and various strategic HR matters.

In recognition of her qualifications and her contributions to the human resource functions of the Company, the Management has proposed to revise her remuneration from the existing limit of Rs. 12,00,000/- (Rupees Twelve Lakhs only) per annum to an amount aggregating up to Rs.1,00,00,000/- (Rupees One Crores Only) per annum (inclusive of other variable pay as may be determined by the Board from time to time), with effect from 24<sup>th</sup> May, 2025.

Pursuant to the provisions of Section 188(1) (f) of The Companies Act, 2013 read with Rule 3(b) of The Companies (Meetings of Board & its Powers) Rules 2014, therefore approval of the members of the Company by way of ordinary resolution is required for payment of monthly remuneration exceeding Rs. 2.50 Lakhs p.m. to the relative of Directors in the office of place of profit.

Since the proposed revision in remuneration pertains to a related party transaction under Section 188(1)(f) of the Act, the approval of the shareholders is required by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Pawan Singhania, are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends an Ordinary resolution set out at Item No.1 of the Notice for approval by the members.

**ITEM NO.2**

Pursuant to the provisions of Section 181 and Section 188(1) (d) of The Companies Act, 2013 read with the applicable rules and other relevant provisions (including any amendments or re-enactments thereof), the management has proposed to contribute a fund of Rs. 5,00,000/- (Rupees Five Lakhs only) to **Gayatri Damodardas Singhania Charitable Trust**, within the approved annual aggregate limit of Rs. 5,00,00,000/- (Rupees Five Crores only).

Further, it was informed that Mr. Pawan Singhania (DIN: 00390905), Vice Executive Chairman and Whole-time Director of the Company, is a Trustee of the said Trust and therefore, the Trust falls under the definition of a **"Related Party"** as per Section 2(76) of The Companies Act, 2013. Consequently, the proposed contribution qualifies as a **Related Party Transaction** under Section 188(1) (d) of the Act (i.e., for availing or rendering of services), in addition to being governed by Section 181 (contribution to bona fide charitable funds).

Pursuant to the provisions of Section 188(1) (d) of the Companies Act, 2013 read with the applicable rules and other relevant provisions (including any amendments or re-enactments thereof), therefore approval of the  
Plot No. 808-A, 808-B, 808-C, 808-D, 808-E & 808-F  
Sector-III, Steel Zone, Industrial Area  
Pithampur, Dist. Dhar (M.P.)

**सर्वोच्च सुरक्षा के लिए प्रतिबद्ध**

members of the Company by way of Ordinary resolution is required to make a contribution of fund of Rs. 5,00,000/- (Rupees Five Lakhs only) to Gayatri Damodardas Singhanian Charitable Trust, within the annual aggregate limit of Rs. 5,00,00,000/- (Rupees Five Crores only).

Since the proposed contribution of fund pertains to a related party transaction under Section 188(1)(d) of the Act, the approval of the shareholders is required by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Pawan Singhanian, are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends an Ordinary resolution set out at Item No. 2 of the Notice for approval by the members.

**Place: Indore**

**Date: 02.05.2025**

**By Order of the Board of Directors**

**Jaideep Ispat And Alloys Private Limited**



**Abhishek Mahajan**  
**Company Secretary**  
**ACS: 32961**

