Madhur Iron & Steel (India) Limited

(Formally Known as Madhur Iron & Steel (India) Private Limited)
AN ISO 9001:2015 & 14001:2015 CERTIFIED COMPANY
CIN No. : U35105CT2012PLC000189, GST No. : 22AAHCM7572R1ZR
Regd. Office & Works : Plot No.-21/A, Light Industrial Area, Bhilai, Dist : Durg - 490026 (C.G.)
Tel. : +91 788 4299705, E-mail : office@madhurironandsteel.com

IS : 2062
CM/L - 5900059318

SHORTER NOTICE OF EXTRA-ORDINARY GENERAL MEETING

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SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF MADHUR IRON & STEEL (INDIA) LIMITED (FORMERLY KNOWN AS MADHUR IRON & STEEL (INDIA) PRIVATE LIMITED) WILL BE HELD ON SATURDAY, THE 18TH DAY OF JANUARY, 2025 AT 02:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 21/A, LIGHT INDUSTRIAL AREA, DURG, BHILAI, CHATTISGARH-490026, INDIA TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

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The Shareholders are requested to consider the following resolution and pass the same with or without modification(s) as a Special Resolution:

SPECIAL BUSINESS:

ITEM NO. 01: ISSUE OF EQUITY SHARES ON PRIVATE PLACEMENT BASIS

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and applicable clause of the Article of Association of the Company, the consent of the members of the company be and is hereby accorded by way of special resolution to offer, issue and allot 1805073 (Eighteen Lakh Five Thousand and Seventy-Three) fully paid-up Equity Shares having face value of Rs. 10/- (Rupees Ten Only) per share each at a price of Rs. 200/- (Rupees Two Hundred Only) which includes premium of Rs. 190/- (Rupees One Hundred Ninety Only) per share on private placement basis.

RESOLVED FURTHER THAT the Equity Shares to be issued shall be treated *pari-passu* in respect with the existing fully paid up Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 complete record of offer be recorded in Form **PAS-5** for the issue of invitation through **PAS-4** to subscribe to the equity shares.

RESOLVED FURTHER THAT the monies received by the Company from identified persons for application of the Equity Shares on private placement basis shall be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS:

ITEM NO. 02: To authorize the Board of Directors for borrowing in excess of paid-up share capital & free reserves of the company.

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

"**RESOLVED THAT** pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions if any and subject to the approval of shareholders in general meeting, the Board of Directors of the company, be and are hereby authorized for borrowing from time to time any sum or sums of money by way of cash credit, loan, overdraft, discounting of bills, operating of letters of credit, for standing guarantee or counter-guarantee and any other type of credit line or facility up to an amount not exceeding Rs. 500.00 Crores (Rupees Five Hundred Crores Only) (including the money already borrowed by the Company) on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose".

"**RESOLVED FURTHER THAT** for the purpose of aforesaid borrowing, Shri Jayant Agrawal (DIN 08679557, Directors of the company, be and is hereby authorized to sign, seal, execute, get registered and deliver on behalf of the company all documents and forms relating to the above credit lines and to secure the facilities in the manner, the Board deems fit for the credit facilities made available to the company by various Banks and or / Financial Institutions".

SPECIAL BUSINESS:

ITEM NO. 03: Creation of security on the properties of the Company, both present and future, in favour of lenders.

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

"**RESOLVED THAT** pursuant to provisions of section 180(1)(a) of the Companies Act 2013, and any other applicable provisions thereof (including any amendment thereto or enactment/re-enactment thereof), consent of company be and is hereby accorded to The Board" to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company and to create such charges, mortgages, hypothecations, pledges on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and control of the company in certain event, in favour of the Bank(s/Financials Institution(s) NBFC(s)/Lender(s) or trustee(s) thereof to secure the loans /borrowings obtained or as may be obtained, which may exceed the paid-up capital and free reserves of the company in ordinary course of business but not exceeding INR 500 crores (Rupees Five Hundred Crores Only).

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto; and to sign and execute all such deeds, documents, applications, forms and writings as may be required, on behalf of the company and generally to do all such acts, deeds, matters and things as may be necessary of incidental for giving effect to this resolution'

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the company, be and are hereby authorized on behalf of the company to amend, delete, insert or to do all acts, deeds, matters and things required necessary in this matter and to comply with any objections and / or requirements from Registrar of Companies, Chhattisgarh".

SPECIAL BUSINESS:

ITEM NO. 04: Regularisation of Additional Director (Independent Director)

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors)

Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Shikha Jain 08288922, who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 21st October 2024 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of original appointment, not liable to retire by rotation."

RESOLVED FURTHER THAT all the Directors and / or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things as may be deemed necessary, to give effect to the foregoing resolution."

SPECIAL BUSINESS:

ITEM NO. 05: Regularisation of Additional Director (Non-Executive Director)

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

"RESOLVED THAT Mr. Gopal Krishna Agrawal (DIN: 10802593) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10^{TH} Day of October 2024 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose candidature of Mr. Gopal Krishna Agrawal for the office of a director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

RESOLVED FURTHER THAT all the Directors and / or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things as may be deemed necessary, to give effect to the foregoing resolution."

Place: Bhilai (C.G.)
Date: 09.01.2025

By order of the Board
MADHUR IRON & STEEL (INDIA) LIMITED
(Formerly known as Madhur Iron & Steel (India) Private Limited)

MADHUR IRON & STEEL (INDIA) LTD. BHILAI (C.G.)

Jayant Agrawal

Digitally signed by Jayant Agrawal
Date: 2025.01.09 12:23:07 +05'30'

(Jayant Agrawal)
Managing Director & CFO
DIN: 08679557

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ONLY ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL**

NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.

2. Members are requested to notify promptly change in their registered address, if any, to the company's registered office.

3. Members / proxies should bring their attendance slips duly filled in for attending the meeting.

4. The explanatory statement for the special business is annexed in pursuance to Section 102 of Companies Act, 2013.

5. Members may avail facility of nomination in terms of section 72 of the Companies Act, 2013, by nominating in the form SH-13 any person to whom their shares in the company shall vest in the event of their death.

6. All documents referred to in the notice, unless otherwise specifically stated will be available for members for inspection at the registered office of the company on all working days during business hours up to the date of this Extra Ordinary General Meeting;

7. Members are requested to notify promptly changes in the address, if any, to the company's registered office.

ENCL:

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies act, 2013, relating to special business to be transacted at the Meeting is annexed herewith.

2. Copy of Valuation Report dated 15th December, 2025.

Place: Bhilai (C.G.)
Date: 09.01.2025

By order of the Board
MADHUR IRON & STEEL (INDIA) LIMITED
(Formerly known as Madhur Iron & Steel (India) Private Limited)

MADHUR IRON & STEEL (INDIA) LTD. BHILAI (C.G.)

Jayant Agrawal

Digitally signed by Jayant Agrawal
Date: 2025.01.09 12:23:37 +05'30'

(Jayant Agrawal)
Managing Director & CFO
DIN: 08679557

EXPLANATORY STATEMENT PURSUANT TO

SECTION 102 OF THE COMPANIES ACT, 2013:

As required by Section 102 of the Companies Act, 2013, the explanatory statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying notice.

Item No. 01:

With a view to fulfill the long term capital need for the business of the company, it has been proposed by the Board of the directors of the company to raise funds by issuance of equity shares. The Board of directors of the Company ("Board") in its meeting held on Monday, 06th Day of January, 2025 subject to necessary approval(s), have approved the proposal for raising of funds by way of issue of 1805073 (Eighteen Lakh Five Thousand and Seventy-Three) fully paid-up Equity Shares having face value of Rs. 10/- (Rupees Ten Only) per share each at a price of Rs. 200/- (Rupees Two Hundred only) which includes premium of Rs. 190/- (Rupees One Hundred Ninety only) per share on private placement basis.

In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and rules made thereunder (the 'Act'), the issue of equity shares requires the approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members for item no. 01 as set out in the notice, by way of a special resolution.

The following disclosures for the issue of equity shares are made in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

1. The objects of the issue.	The Company is undertaking an issue and allotment of equity shares, the proceeds of which will be primarily used to meet the needs of growing business of the company, including long term capital requirement for pursuing growth plans and for general corporate purposes.
2. The total number of shares or other securities to be issued	1805073 (Eighteen Lakh Five Thousand and Seventy-Three) equity shares proposed to be issued subject to the approval of members by way of special resolution in Extra-Ordinary General Meeting.
3. Amount which the company intends to raise by way of such securities	The Company intends to raise Rs. **36,10,14,600.00**/- (Rupees Thirty Six Crore Ten Lakh Fourteen Thousand Six Hundred only)
4. Particulars of the offer including date of passing of Board resolution	The Board of Directors at its meeting held on Monday, 06th Day of January, 2025 had, subject to the approval of the Members, approved the issuance of 1805073 (Eighteen Lakh Five Thousand and Seventy-Three) fully paid up Equity Shares having face value of Rs. 10/- (Rupees Ten Only) per share each at a price of Rs. 200/- (Rupees Two Hundred only) which includes premium of Rs. 190/- (Rupees One Hundred Ninety only).
5. The price or price band at which the	The proposed issue price is Rs. 200/- (Rupees Two Hundred only) which includes premium of Rs. 190/- (Rupees One Hundred Ninety only).

allotment is proposed	
6. Basis on which the price has been arrived at along with the report of Registered Valuer	On the basis of the valuation conducted by the Registered Valuer, for knowing the fair value of shares of company. Mr. Subodh Kumar, Registered Valuer (IBBI Registration No. IBBI/RV/05/2019/11705) having its office at 210, 02nd Floor, Wadhwa Complex, Street No. 10, Laxmi Nagar-110092, has been appointed by the Board of the Directors in its meeting held on 05th day of December, 2024 for carrying out the valuation of equity shares of the company. The report of the Registered Valuer is annexed with this Notice and marked as **Annexure-A**.
7. Relevant date with reference to which the price has been arrived at	The relevant date with reference to which the price has been arrived at is the valuation date i.e. 15th Day of December 2024.
8. The class or classes of persons to whom the allotment is proposed to be made.	The shares pursuant private placement basis shall be allotted to the following investors:

Sl. No.	Name of Proposed Allottees	No. of Shares Offered	Existing Shareholding in Company (No. of Share)	% of post offer capital that may be held considering Allottees has subscribed to the Offer (On Fully Diluted Basis) *	Class
1	Strategic Sixth Sense Capital Fund	105073	0	0.699	Institutional Investor
2	Viney Equity Market LLP	75000	0	0.499	Private Corporate Bodies
3	Sunil Kumar Gupta	100000	0	0.665	Individual
4	Divya Gupta	50000	0	0.332	Individual
5	Merit Credit Corporation Ltd	20000	59200	0.527	Private Corporate Bodies
6	Sixth Sense Venture Partners LLP	82500	0	0.548	Private Corporate Bodies
7	Rahul Agrawal	40000	0	0.266	Individual
8	Namrata Agrawal	10000	0	0.066	Individual
9	Rswm Investment Private Limited	50000	0	0.332	Private Corporate Bodies
10	Sandeep Kumar	20000	0	0.133	Individual

	11	Shivkumar Navalkishore Daga	25000	0	0.166	Individual
	12	Arika Securities Private Limited Investment	90000	0	0.598	Private Corporate Bodies
	13	Urvi Amit Chordia	100000	0	0.665	Individual
	14	Best Containers Private Limited	50000	0	0.332	Private Corporate Bodies
	15	Jalan Chemical Industries Private Limited	100000	0	0.665	Private Corporate Bodies
	16	Saket Aggarwal	85000	44800	0.863	Individual
	17	Manju Singhi	50000	0	0.332	Individual
	18	Appl Containers Private Limited	125000	0	0.831	Private Corporate Bodies
	19	Himanshi Chopra	15000	0	0.100	Individual
	20	Ranju Garg	15000	0	0.100	Individual
	21	Mahavir Parsad Huf	15000	0	0.100	HUF
	22	Kapil Ahuja	25000	0	0.166	Individual
	23	Shashi Jain	25000	0	0.166	Individual
	24	Nisha Jain	50000	0	0.332	Individual
	25	Maiq Growth Scheme	150000	0	0.997	Institutional Investor
	26	Parth Chawla	15000	0	0.100	Individual
	27	Prakash Labadiya Huf	15000	0	0.100	HUF
	28	Nka Resources LLP	100000	0	0.665	Private Corporate Bodies
	29	Haarushi Jain	25000	0	0.166	Individual
	30	Amita Mittal	12500	0	0.083	Individual
	31	Sanjay Kumar Bansal	12500	0	0.083	Individual
	32	Mahesh Kumar Bansal	12500	0	0.083	Individual
	33	Krishan Bansal	15000	0	0.100	Individual
	34	Bhushan Shravan Bari	25000	0	0.166	Individual
	35	Chhattisgarh Investments Limited	50000	0	0.332	Private Corporate Bodies
	36	Funali Rakesh Doshi	50000	0	0.332	Individual
	TOTAL		**1805073.00**	**104000.00**	**12.691 %**	-
	All investors are in non-promoter category.					
9. Intention of Promoters, directors or key managerial	Promoters, Directors and Key Managerial Persons are not willing to subscribe to the offer.					

personnel to subscribe to the offer	
10. The proposed time within which the allotment shall be completed.	The company will complete the allotment of equity shares on private placement basis within a period of sixty days from the date of passing of the special resolution.
11. The names of the proposed allottees and the percentage of post private placement capital that may be held by them	

Sl. No.	Name	PAN	No. of Shares Offered	Subscription Amount (in Rs.) (Including Face Value of Rs. 10/- & Premium of Rs. 190/- Per Share)	Percentage of Shareholding of Investor post private placement capital
1	Strategic Sixth Sense Capital Fund	ABITS4719H	105073	21014600	0.699
2	Viney Equity Market LLP	AASFV2634F	75000	15000000	0.499
3	Sunil Kumar Gupta	AAQPG0069B	100000	20000000	0.665
4	Divya Gupta	ASIPG7610G	50000	10000000	0.332
5	Merit Credit Corporation Ltd	AAACM7924J	20000	4000000	0.527
6	Sixth Sense Venture Partners LLP	AFGFS2249G	82500	16500000	0.548
7	Rahul Agrawal	AIRPA3361M	40000	8000000	0.266
8	Namrata Agrawal	AOUPA5992H	10000	2000000	0.066
9	Rswm Investment Private Limited	AANCR7921D	50000	10000000	0.332
10	Sandeep Kumar	ABOPK6676P	20000	4000000	0.133
11	Shivkumar Navalkishore Daga	ABMPD0301N	25000	5000000	0.166
12	Arika Securities Private Limited Investment	AAVCA2798M	90000	18000000	0.598
13	Urvi Amit Chordia	ATIPM3482F	100000	20000000	0.665
14	Best Containers Private Limited	AACCB3227H	50000	10000000	0.332
15	Jalan Chemical Industries Private Limited	AAACJ8304M	100000	20000000	0.665
16	Saket Aggarwal	ABXPA8150D	85000	17000000	0.863
17	Manju Singhi	AWAPS5917Q	50000	10000000	0.332
18	Appl Containers Private Limited	AAVCA9786F	125000	25000000	0.831
19	Himanshi Chopra	BDXPC6854K	15000	3000000	0.100
20	Ranju Garg	AXIPG3922E	15000	3000000	0.100
21	Mahavir Parsad Huf	AAIHM1500K	15000	3000000	0.100

	22	Kapil Ahuja	ADHPA1306P	25000	5000000	0.166
	23	Shashi Jain	AAJPJ7195A	25000	5000000	0.166
	24	Nisha Jain	AAJFI6323F	50000	10000000	0.332
	25	Maiq Growth Scheme	AAHTM8335K	150000	30000000	0.997
	26	Parth Chawla	AHVPC4749A	15000	3000000	0.100
	27	Prakash Labadiya Huf	AASHP2948C	15000	3000000	0.100
	28	Nka Resources LLP	AASFN6063E	100000	20000000	0.665
	29	Haarushi Jain	BABPJ3547H	25000	5000000	0.166
	30	Amita Mittal	ARNPM8911C	12500	2500000	0.083
	31	Sanjay Kumar Bansal	AAGPB6020R	12500	2500000	0.083
	32	Mahesh Kumar Bansal	ANKPB6879M	12500	2500000	0.083
	33	Krishan Bansal	AHOPB1354P	15000	3000000	0.100
	34	Bhushan Shravan Bari	ABAPB3775G	25000	5000000	0.166
	35	Chhattisgarh Investments Limited	AAACC9266D	50000	10000000	0.332
	36	Funali Rakesh Doshi	AAJPP3111C	50000	10000000	0.332
	TOTAL		-	**1805073**	**361014600**	**12.691**

12. Change in control, if any in the Company that would occur consequent to the private placement	There will be no change in control of the company pursuant to this allotment of equity shares.
13. Number of persons to whom allotment on private placement basis have already been made during the year, in terms of number of securities as well as price.	Not Applicable
14. Justification for the allotment proposed to be made for consideration other than cash together	Not Applicable.

with valuation report of the registered valuer.	
15. The pre-issue and post issue shareholding pattern of the Company	Pre-issue and post issue shareholding pattern of the Company is set out below:

Sl. No.	**Category**	**Pre Issue (06.01.2025)**		**Post Issue**	
		No. of Share held	**% of Shareholding**	**No. of Share held**	**% of Shareholding**
A	**Promoter's holding:**				
1	Indian:				
	Individual/HUF	11664200	88.12%	11664200	77.54%
	Bodies Corporate	0	0.00%	0	0.00%
	Sub Total	11664200	88.12%	11664200	77.54%
2	Foreign Promoters	0	0.00%	0	0.00%
	Sub Total (A)	**11664200**	**88.12%**	**11664200**	**77.54%**
B.	**Non Promoter's holding:**				
1	Institutional Investor	88000	0.66%	343073	02.28%
2	Non-Institution:				
	Private Corporate Bodies	587200	4.44%	1329700	08.84%
	Directors and Relatives	0		0	
	Indian Public	757000	5.72%	1534500	10.20%
	Others (Including NRIs)	140800	1.06%	170800	01.14%
	Sub Total (B)	1573000	**11.88%**	3378073	**22.46%**
	Grand Total	**13237200**	**100.00%**	**15042273**	**100.00%**

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the special resolution as set out Item No. 1 in the accompanying notice for your approval.

The company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable the members to understand the meaning, scope and implications of the items of business and to take decision thereon.

None of the Directors of Company and their relatives are concerned or interested in the said proposal.

The Board recommends the resolution set forth in Item no.1 for the approval of the members by way of Special Resolution.

Item no. 02

As required by Section 102 of the Companies Act, 2013, the explanatory statement sets out all material facts relating to the business mentioned under Item No. 2 of the accompanying notice.

To authorize the Board of Directors for borrowing in excess of paid-up share capital & free reserves of the company.

Explanatory Statement:

Section 180(1)(C) of the Companies Act, 2013 requires the consent of the Members in the General Meeting for authorizing the Board of Directors for borrowing the sum or sums of monies (apart from temporary loans obtained from the bankers of the company in the ordinary course of the business) in excess of the aggregate of the Paid-up Capital and free reserves of the company.

In order to meet the long-term requirements of funds of the company for executing the expansions of various projects and / or plans, your directors have proposed to increase the borrowing powers of the Board of Directors of the Company to the extent of Rs. 500.00 Crores (Rupees Five Hundred Crore only).

The Directors recommends for the approval of proposed Special Resolution with or without modification(s).

None of the Directors of the company are deemed to be interested or concerned in this resolution, except to the extent of their shareholding in the Company.

Item no. 03

As required by Section 102 of the Companies Act, 2013, the explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying notice.

Creation of security on the properties of the Company, both present and future, in favour of lenders.

Explanatory Statement:

As the Company has various financial needs and for that the Company is approaching to financial institutions and banks etc for various loan facilities, for which banks needs securities from the Company. The Board needs authority for / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s) for securing the borrowings availed / to be availed by the Company. Shareholders' approval is required in this matter by passing a Special Resolution.

The shareholders are requested to pass the special resolution with or without any modification(s).

None of the Directors and / or their relatives is deemed to be interested or concerned in this resolution, except to the extent of their shareholding in the Company.

Item no. 04

As required by Section 102 of the Companies Act, 2013, the explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying notice.

Regularisation of appointment of additional independent director as independent director of the company

Explanatory Statement:

The Board of Directors of your Company had appointed Miss Shikha Jain as an Additional Director w.e.f. 21/10/2024, in terms of Section 161 of the Companies Act, 2013.

As per Section 161 of the Companies Act, 2013, Miss Shikha Jain shall hold office as an additional Director upto this Annual General Meeting. The Company has received a notice in writing in terms of Section 160 of the Companies Act, 2013, from a member Mr. Jayant Agrawal proposing the candidature of Miss Shikha Jain for the office of Director.

Shikha Jain, holding Director Identification Number (DIN) 08288922, is a qualified Company Secretary and a Law Graduate. She has been serving as a director in various companies since 2015, showcasing extensive experience and active participation in diverse sectors, including jewellery, manufacturing, food processing, and philanthropic activities. Additionally, she is registered with the Indian Institute of Corporate Affairs (IICA) and has successfully cleared the Self-Proficiency Test, qualifying her to act as an Independent Director on the Board of Directors of a company.

The Company has received from Miss Shikha Jain (i) consents in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Rule 14 of the said Rules, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming her eligibility for such appointment, and (iii) a declaration to the effect that she meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Miss Shikha Jain as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from the date of original appointment, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further pursuant to said section, she will not be liable to retire by rotation.

In the opinion of the Board, Miss Shikha Jain fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and she is independent of the management. A copy of the draft letter for the appointment of Miss Shikha Jain as an Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day.

No director, key managerial personnel or their relatives, except Miss Shikha Jain, to whom the resolution relates, are interested or concerned in the resolution.

The Board of Directors commends the resolution as set out at Item No. 4 for approval of the members as an ordinary resolution.

Item no. 05

As required by Section 102 of the Companies Act, 2013, the explanatory statement sets out all material facts relating to the business mentioned under Item No. 5 of the accompanying notice.

Regularisation of appointment of additional director as Non-Executive Director of the company

Explanatory Statement:

The Board of Directors of your Company had appointed Mr. Gopal Krishna Agrawal as an Additional Director w.e.f. 10/10/2024, in terms of Section 161 of the Companies Act, 2013.

As per Section 161 of the Companies Act, 2013, Mr. Gopal Krishna Agrawal shall hold office as an additional Director upto this Annual General Meeting. The Company has received a notice in writing in terms of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Jayant Agrawal for the office of Non-Executive Director. Mr. Gopal Krishna Agrawal, if appointed, will be liable to retire by rotation under Section 152 of the Companies Act, 2013.

The Board of Directors is of view that considering profile and experience as stated above, continued association of Mr. Gopal Krishna Agrawal as Non-Executive director would be of immense benefit to the Company.

Gopal Krishna Agrawal, with Director Identification Number (DIN) 10802593, is presently serving as an Additional Director at Madhur Iron & Steel (India) Limited. Born on January 21, 1988, Mr. Agrawal holds academic qualifications in Arts and possesses over ten years of experience in the insurance and manufacturing industry. His expertise and leadership have significantly contributed to the growth and strategic direction of the organizations he has been associated with.

Mr. Gopal Krishna Agrawal holds 0 (Zero) shares in Company.

Except, Mr. Gopal Krishna Agrawal to whom the resolution relates, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.

The Board of Directors recommends the resolution set forth in item no. 5 for approval of members as an Ordinary Resolution.

Place: Bhilai (C.G.)
Date: 09.01.2025

By order of the Board
Madhur Iron & Steel (India) Limited
(Formerly known as Madhur Iron & Steel (India) Private Limited)

Jayant Agrawal
Digitally signed by Jayant Agrawal
Date: 2025.01.09 12:24:04 +05'30'

MADHUR IRON & STEEL (INDIA) LTD.
BHILAI (C.G.)

(Jayant Agrawal)
Managing Director & CFO
DIN: 08679557

IS : 2062
CM/L - 5900059318

FORM MGT - 11

PROXY FORM

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

CIN: U35105CT2012PLC000189
Name of the Company: Madhur Iron & Steel (India) Limited
Registered Office: 21/A, Light Industrial Area, Durg, Bhilai, Chhattisgarh 490026 (C.G.), India

I/We, being the member (s) of the company holding .... Equity shares, hereby appoint

Name: ....
Address:
E-mail Id:
Signature:
Or failing him/her

Name: ....
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on/my behalf at the Extra Ordinary General Meeting of the Company, to be held on **Saturday; 18th Day of January 2025 at 02:00P.M.** at the Registered Office of the Company and any adjournment thereof in respect of such resolutions as are indicated below –

1. To issue of equity shares on private placement basis;
2. To authorize the Board of Directors for borrowing in excess of paid-up share capital & free reserves of the company;
3. To Creation of security on the properties of the Company, both present and future, in favour of lenders;
4. To Regularisation of Additional Director (Independent Director);
5. To Regularisation of Additional Director (Non-Executive Director).

Signed on the ____________ day of __________ 2025

Affix revenue stamp

Signature of Shareholder

Signature of Proxy Holder(s)

NOTE - This form of Proxy in order to be valid and effective has to be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Madhur Iron & Steel (India) Limited

(Formally Known as Madhur Iron & Steel (India) Private Limited)

AN ISO 9001:2015 & 14001:2015 CERTIFIED COMPANY

CIN No. : U35105CT2012PLC000189, GST No. : 22AAHCM7572R1ZR

Regd. Office & Works : Plot No.-21/A, Light Industrial Area, Bhilai, Dist : Durg - 490026 (C.G.)

Tel. : +91 788 4299705, E-mail : office@madhurironandsteel.com

IS : 2062

CM/L - 5900059318

ATTENDANCE SLIP

The Board of Directors,
Madhur Iron & Steel (India) Limited
Regd. Office: 21/A, Light Industrial Area, Durg, Bhilai, Chhattisgarh 490026 (C.G.), India

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Extra Ordinary General Meeting of the Company held on **Saturday; 18th Day of January 2025 at 02:00P.M.** at the registered office of the Company at 21/A, Light Industrial Area, Durg, Bhilai, Chhattisgarh 490026 (C.G.), India.

____

Member's / Proxy's Signature

Route MAP

of

Madhur Iron & Steel (India) Limited