



JMD ALLOYS LIMITED

REGD. OFFICE : "USHA COMPLEX" KANKARBAGH ROAD, PATNA-20
PH. : 0612-3202443, 3202591, Fax : 0612-2350014
FACTORY : VILL. - DEOKULI, (NH-30) BIHTA, PATNA
PH. : (06115) 286294

NOTICE is hereby given that the Annual General Meeting of the Members of JMD ALLOYS LIMITED will be held on Saturday 30/09/2017 at 11:00 A.M. At Registered Office of the Company at Usha Complex Kankarbagh Road, Patna- 800020 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on 31st March, 2017 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Basant Kumar Agrawal (DIN: 02480398), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED That pursuant to the provision of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s R K D S & Associates, Chartered Accountants (Firm Registration No.: 309091E), be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors M/s A LOHIA & ASSOCIATES, Chartered Accountants (Firm Registration No.: 007613C), to hold office from the conclusion of 22nd Annual General Meeting till the conclusion of the 27th Annual General Meeting to be held in the year 2022, subject to ratification of their appointment by the Members at every subsequent Annual General Meeting till the year 2022, at a remuneration, as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To alter Clause III (B) (1) of the Memorandum of Association of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Bihar, to alter the existing clause III (B) (1) of the Memorandum of Association of Company by substituting in its place the following new clause:

1. *To promote and form and to be interested in and take, hold and dispose-off shares in other companies having its objects all or any of the objects mentioned in this Memorandum and to transfer to any such company any property of this company and to take or otherwise acquire, hold and dispose off shares, debentures and other securities in or for any such company and to subsidiaries or otherwise assist any such Company and to give loan any person or other body corporate and/or to give any guarantee or provide security in connection with a loan or otherwise to any other body corporate, subject to the provisions of the Companies Act, 2013.*

“RESOLVED FURTHER THAT Mr. Jaybindra Thakur and/or Mr. Shiv Kumar Sharma, Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing necessary e-forms with the Registrar Of Companies.”

5. To Renew the Borrowing Limit Under Section 180 (1) (C) Of The Companies Act, 2013 and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the earlier resolution (s) passed by the members at its meeting held on 18th August, 2017, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall include committee constituted by the Board or any person(s) or Director(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), to borrow, from time to time, any sum or sums of money/ies whether in India and /or foreign currency, from time to time on such terms and conditions either with or without security as the Board may decide as its discretion, from National/ international Financial Institutions, Bank or from Public/Bodies Corporate or from Government body/ corporation for the purpose of the business of the Company, which together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid-up capital of the Company and its free reserve(that is to say, reserves, not set apart for any specific purpose) provided that money/ies borrowed by the Board in the aggregate at any point of time shall not exceed the sum of Rs. 250 crore(Rupees two hundred fifty crore only).”

“RESOLVED FURTHER THAT the Board of Directors or directors or Committee thereof be and are hereby authorised on behalf of the Company to do all such acts, deeds, matter and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question/difficulty/doubt that may arise in respect of the borrowing(s) aforesaid and further to sign and execute all such documents, deeds, instruments and writings as may be required pursuant to the above resolution.”

6. To Renew the Limit to Create Charge/Hypothecation On Properties Of The Company U/S 180(1) (A) Of The Companies Act, 2013 and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of earlier resolution(s) passed by the members at its meeting held on 18th August, 2017, pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, and rules thereunder for the time being in force), the consent of the Company be and is hereby accorded, to the Board of Directors (hereinafter referred to as “the Board” which term shall include committee constituted by the Board or any person(s) or Director(s) authorized by the Board to exercise the powers conferred on the Board

by this resolution) to mortgage, hypothecate and/or create charge, in addition to mortgages, hypothecations and/or charges created/ to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of the movable and/ or immovable, tangible and/or intangible properties of the Company, both present and future and /or the whole or any part of the undertaking(s) of the Company together with a power to take over the management of the business and concern of the Company in certain events of default by the Company, in favour of the lender(s)/agent(s) for securing the borrowings of the Company availed/ to be availed by way of loan(s), credit facilities, or the like (in foreign and/or Indian currency) from time to time, subject to limits approved under Section 180(1)(c) of the Companies Act, 2013, (presently Rs. 250 Crore) together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all monies payable by the Company in terms of loan agreement(s) or any other agreement/document entered into/ to be entered into between the Company and the lender(s)/ agent(s) in respect of the said loans, credit facilities or borrowing and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or committee thereof and the lender(s)/ agent(s)”

“**RESOLVED FURTHER THAT** the Board of Directors, Directors or committee thereof be and is hereby authorized and it shall always be deemed to have been so authorized to finalize, settle and execute with lender(s)/agent(s) such documents, deeds, writings, papers and /or agreements as may be required and to do all acts, deeds, matter and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to hypothecating, mortgaging, and/or creating charge as aforesaid and also to delegate all or any of the above powers to the committee of directors or any one officer of the Company and generally to do all acts, deeds any things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution”.

7. To Provide Inter-Corporate Loans, Guarantees, Securities And/or Investments Under Section 186 Of The Companies Act, 2013 and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**

“**RESOLVED THAT** in supersession of earlier resolution(s) passed by the members at its meeting held on 18th August, 2017, pursuant to the provisions of Section 186 and other applicable provisions, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals, consents, sanctions and permissions as may be required, the Board of Directors (hereinafter referred to as “the Board” which term shall include any committee constituted by the Board or any person(s) or Director(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) be and is hereby authorised to give/provide guarantee(s)/securities(s) in favour of lenders, bankers, financial institutions or any other person in connection with the loan given to any other body corporate(s) or person(s), upto an overall limit of Rs. 250 Crore (Rupees two hundred fifty crore only) in addition to the investment so far made, securities so far provided and loans/guarantees so far given by the Company in all other bodies corporate.

notwithstanding the fact that the aggregate of the investment so far made/to be made, securities so far provided/ to be provided, loans/guarantees so far given/to be given by the Company in all other bodies corporate along with the proposed guarantee(ies) /securities(ies), may collectively exceed the limits prescribed under section 186 of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to accept/modify/finalize the terms and conditions of guarantee(s)/security(ies) to be made/provided on behalf of the Company as they deem fit and to take such steps as may be necessary and to do all such acts, deeds, matters and things, and to settle any question, difficulty or doubt that may arise in this regard and to give such directions as considered necessary including delegating all or any of the powers herein conferred to any committee of Directors, Managing Director, Whole Time Director(s), Director(s) and/or any other Officer(s) of the Company, and to sign and execute such documents, papers, deeds, agreements, forms and/or such instruments as may be required to give effect to this Resolution and to accept on behalf of the Company any conditions, modifications, alterations, changes, variations, in this regard as may be prescribed by the statutory authorities and which the Board/committee of the Board in its discretion think fit and proper without requiring the Board to secure any further consent or approval of the members of the Company.”

Date: 02/09/2017

Place: Bihar

For *JMD Alloys Limited*
JMD ALLOYS LTD.

Jauwika

Director
Director

DIN: 05284750

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the ensuing Annual General Meeting (hereafter referred as ‘the Meeting’) is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the proxy(ies), in order to be effective, must be deposited at the registered office of the Company duly completed and signed, not less than forty-eight hours before the time fixed for the commencement of the meeting. The Proxy Form is annexed to this Notice.
4. A person can act as a Proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A Member holding more than ten percent of the total Share Capital of the Company carrying voting rights, may appoint a single person as Proxy who shall not act as a proxy for any other Member.

5. Proxies submitted on behalf of companies, societies, body corporate, etc., must be supported by an appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the Meeting until the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Meeting.

Date: 02/09/2017

Place: Bihar

For *JMD Alloys Limited*
JMD ALLOYS LTD.
Janki

Director
Director

Din: 05284750

EXTRACT OF THE EXPLANATORY STATEMENT (PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013) FROM THE NOTICE CONVENING THE ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. JMD ALLOYS LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT, USHA COMPLEX KANKARBAGH ROAD, PATNA-800020 ON SATURDAY, 30TH SEPTEMBER, 2017 AT 11.00 A.M.

REGARDING ALTERATION IN OBJECT CLAUSE III (B) (1) OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

In Order to make optimum use of financial resources and also to achieve long term strategic and business objectives, the Board of Director of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving Guarantee or providing security to other persons or other body corporate or as and when required.

Clause III (B) (1) of the Memorandum of Association of the Company provides that the Company can invest in shares of other companies. However, it is considered necessary to alter the said clause by substituting its place revised clause III (B) (1) to empower the Company to provide the Corporate Guarantee for the loan taken by other Companies.

To enable the Company to provide corporate guarantee, it is proposed to alter *The Objects Ancillary to the attainment of the above Main Objects* of the Memorandum of Association of the Company, by the alteration in clause III (B) (1). The above amendment is subject to the approval of the Registrar of Companies, Bihar and any other Statutory or Regulatory Authority, as may be necessary.

A copy of the altered Memorandum of Association is available for inspection at the Registered Office of the Company during the business hours from 10:00 a.m. to 2:00 p.m. on all working days upto the date of the Meeting and also at the said Meeting.

In terms of the provision of Section 13 of Companies Act, 2013, a company may by passing a special resolution at general meeting can alter its Memorandum of Association.

The Board of Directors, therefore, recommends the Special Resolution as set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 4 of the Notice.

REGARDING RENEWAL OF BORROWING LIMIT, RENEWAL OF LIMIT TO CREATE CHARGE/HYPOTHECATION ON PROPERTIES OF THE COMPANY

The routine business operations and proposed future plans necessitates the Board of Directors to borrow monies which may exceed at various point of time the aggregate of the paid-up capital of the company and its free reserves.

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

The mortgage and/or charge created/to be created by the Company, on its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders/agent(s), with a power to take over the management of the business and concern of the Company, in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013. Hence it is necessary to obtain approval for the same from the members.

The members had earlier at its meeting held on 18th August, 2017 , provided their consent to the Board of Directors to borrow upto Rs 100 Crores, and to create charge on its properties upto Rs 100 Crores as required under Section 180(1)(c) and Section 180(1)(a) respectively of the Companies Act, 2013.

Considering the increase in cost of raw materials and other inputs of the productions as well as proposes plans of the Company to expand its production capacity and it is considered necessary to enhance the said limit from Rs 100 crores to Rs 250 Crores.

As such, it is necessary to obtain fresh approval of the Members by means of special resolutions, to enable the Board of Directors of the Company to a) borrow moneys, apart from temporary loans obtained from the company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company; and b) create charge/ mortgage/ hypothecation on the company's assets, both present and future, in favour of the Banks/Financial Institutions, other lenders, to secure the repayment of monies borrowed by the Company (including temporary loans and/or financial facilities either fund based or non-fund based as obtained from the company's Bankers in the ordinary course of business).

The members' approval is being sought pursuant to Section 180 of the Companies Act, 2013 by way of Special Resolution.

The above proposals as set out in the resolutions of this Notice are in the interest of the Company and your Directors commend the same for approval by the members.

None of the directors, key managerial personnel of the Company and/or their respective relatives is, in any way, concerned or interested in the said resolution.

AUTHORITY TO PROVIDE INTER-CORPORATE LOANS, GUARANTEES, SECURITIES AND/OR INVESTMENTS:

As a measure of achieving greater financial flexibility and optimizing the use of financial resources, the permission is sought pursuant to the Provisions of Section 186 of the Companies Act, 2013 to grant authorities to the Board of Directors or any duly constituted committee thereof, for making Investment, providing loans or give guarantee or provide security in connection with loans for an amount not exceeding Rs. 250 crore.

The Company anticipates that the limit of Rs. 250 Crores will exceed the overall limit as prescribed under section 186 of the Companies Act, 2013.

In terms of the provisions of Section 186(3) of the Companies Act,2013, Investment by way of subscription, purchase or otherwise, providing of securities/ guarantee by the Company for assistance extended by the lenders to other bodies corporate beyond the prescribed limits requires prior approval by means of special resolution passed at general meeting.

The Investment(s), loans(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

These investments are proposed to be made out of own/surplus fund/internal accruals and or any other sources including borrowing, if necessary, to achieve long term strategic and business objectives.

Your Directors accordingly recommend the above resolution for approval of members.

None of the directors, key managerial personnel of the Company and/or their respective relatives is in any way, concerned or interested in the said resolution.

Date: 02/09/2017

Place: Bihar

For, *JMD Alloys Limited*
JMD ALLOYS LTD.

Jaiwale

Director

Director

DIN: 05284750