

NIRAJ ISPAT INDUSTRIES LIMITED

CIN: L27106DL1985PLC021811

Notice of Annual General Meeting

Notice is hereby given that the **38th Annual General Meeting** of the Shareholders of **NirajIspat Industries Limited** will be on **Friday, September 29th, 2023** at **11:00 A.M.** held at its Registered Office of the Company situated at **5140-41/34, F/F Chaudhary Market GaliPetiWali, RuiMandi, Sadar Bazar, Delhi-110006** to transact the following business:

ORDINARY BUSINESS :

1. To Consider and Adopt the standalone Audited Financial Statements of the Company for the Financials Year Ended March 31, 2023 i.e Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended 31st March, 2023 along with the Reports of the Board of Directors and Auditors thereon.
2. **Appointment of Ms. Vaishali Chaudhry (DIN 01719640) as a Director, liable to retire by rotation**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Ms. Vaishali Chaudhry (DIN 01719640)** a Director, liable to retire by rotation who retires by rotation at this Meeting, and being eligible, offers herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS :

3. **Approval for Increase in remuneration of Mr. Chaitanya Chaudhry, Director and CEO (DIN: 06813394)**

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

"RESOLVED THAT in accordance with the provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the approval of the Board of Directors (hereinafter referred to as "the Board") of the Company on the recommendation of Nomination & Remuneration Committee and Audit Committee and subject to such other approvals as may be necessary, the approval of the Members of the company be and is hereby accorded for payment of remuneration to Mr. Chaitanya Chaudhry ((DIN: 06813394), Director and CEO of the Company, upto the maximum limit of Rs.11,00,000/- (Rupees Eleven Lakhs only) per annum with effect from 1st April, 2023,

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E-Mail ID: nirajispatindustries@gmail.com, Website: www.nirajispat.in

Phone No. 011-23551821, 0120-6526390

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provided that such variation or increase is within specified limit as under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the approval of the shareholders of the company be and is hereby accorded for the remuneration payable to, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of the Mr. Chaitanya Chaudhry (DIN: 06813394) as Director of the company, the company can pay the aggregate of remuneration as specified above to Mr. Chaitanya Chaudhry (DIN: 06813394), as and when required subject to any approvals as may require for the payment of same.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard."

**For and on behalf of the Board of Directors
For NIRAJ ISPAT INDUSTRIES**

For Niraj Ispat Industries LIMITED

Place: New Delhi

Date: 06.09.2023


Director/Auth. Sign.

**Chaitanya Chaudhry
DIN: 06813394**

**Designation: Director and CEO
Address: KD-46 Kavi Nagar,
Ghaziabad 201002**

NOTES:

- (1) Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for remote e-voting for the resolutions set out in this notice:
- a) Members holding shares in physical mode who have not registered/ updated their email addresses with the Company, are requested to register/ update the same by click on <http://www.skylinerta.com/submit-document-to-rtta.php> or email with details of folio number and attaching a self-attested copy of PAN Card to the company's Registrar and Share Transfer Agent Skyline Financial Services Private Limited (herein referred as 'RTA') at compliances@skylinerta.com or info@skylinerta.com.
 - b) Members holding shares in dematerialized mode, who have not registered/ updated their email addresses with their Depository Participants, are requested to register/ update their email addresses with the Depository Participants with whom they maintain their demat accounts.
- (2) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll and such proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. In order to be effective the proxies should be received by the company at its registered office not less than 48 hours before the meeting. Proxies submitted on behalf of corporate including companies, societies etc., must be supported by an appropriate resolution of the Board of Directors or other governing body.
- (3) Members are requested to bring their attendance slip to the meeting, Proxies should fill in the attendance slip for attending the meeting.
- (4) Members are requested to quote their Folio Number/Client ID, in all correspondence and intimate any change in their address to the Share Transfer Agent/Depository Participant promptly.
- (5) In accordance with Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 ('MCA'), read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by SEBI ("circulars"), and owing difficulties involved in dispatching physical copies, the Notice of the AGM and Annual Report 2022-23 has been sent to member of the company, whose email registered with Company / RTA on September 01st, 2023. Members may note that the Company will not send physical/ hard copies of the Annual Report 2022-23 and Notice of AGM.

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- (6) In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, and read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 and other applicable circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI (Collectively called "relevant circulars"), Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ company's Registrar and Share Transfer Agent Skyline Financial Services Private Limited (herein referred as 'RTA'). Members whose email is not registered may note that the Notice and Annual Report 2022-23 will also be available on the Company's website i.e. www.nirajispat.in and websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively.
- (7) All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 11.00 AM to 1.00 PM on any working day till the date of the meeting.
- (8) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to votes on resolutions proposed to be considered at the 37th Annual General Meeting (AGM) through remote e-voting Services provided by National Securities Depository Limited (NSDL). For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system on the date of the AGM shall be Disabled by NSDL.
- (9) The Register of Members and the Share Transfer Books of the Company will remain closed from **Monday, 18th September, 2023** to **Thursday, 28th September, 2023** (both days inclusive) for the purpose of Annual General Meeting.
- (10) Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has fixed **Saturday, 23rd September 2023** as Cut off date for the purpose of determining shareholders for voting rights.
- (11) The E-voting period begins on **Tuesday, 26th September, 2023** at 09:00 A.M. and ends on **Thursday, 28th September, 2023** at 05:00 P.M.

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- 12. PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, THE BRIEF PROFILE OF DIRECTORS ELIGIBLE FOR RE-APPOINTMENT ITEM NO. 2 IS AS FOLLOWS:-**

| | |
|---|--|
| Name of Director | Ms. Vaishali Chaudhry |
| DIN | 01719640 |
| Date of Birth | 19/05/1968 |
| Date of first appointment on the Board | 29/11/2001 |
| Terms and Condition | Re-appointment as Director of the company liable to retire by rotation |
| Qualifications | Intermediate |
| Expertise and Experience in specific functional areas | Approx. 19 years in Marketing |
| Names of other entities in which the person also holds the directorship. | 1. NirajIspat Industries Limited 2. Raj Electricals and Allied Mfg. Private Limited 3. Crystal Trexim Private Limited 4. Himalayan Promoters Private Ltd. |
| Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee) | - |
| Remuneration last drawn (F.Y. 2022-23) | 240,000p.a |
| Shareholding in the Company (as on 31 st March, 2023) | 30400 |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | Relative |

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

1. A statement setting out the material facts in the nature of concern of interest, financial or otherwise of every Director and the manager and every other key managerial person and relatives.
2. Information and facts to enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.
3. None of the Director of the Company or their respective relative is concerned or interested, financial or otherwise, in passing of the below mentioned resolutions.

ITEM NO. 3

Approval for Increase in remuneration of Mr. Chaitanya Chaudhry, Director and CEO (DIN: 06813394)

Mr. Chaitnya Chaudhry, was appointed and designated as Director of the Company on the Board at its Meeting held on 27.02.2015 and as an CEO of the Company by the Board at its Meeting held on 31.03.2021.

Further, Considering the Contribution of Mr. Chaitnya Chaudhry and progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 26.06.2023 approved the revision in the remuneration of Mr. Chaitnya Chaudhry as enumerated in the Resolution.

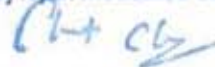
It is submitted that based on the projections, the overall managerial remuneration may exceed the limits specified in Sec 197 of the Companies Act, 2013. The Members are request to consider the revision in remuneration of Mr. Chaitnya Chaudhry, Director Cum CEO of the Company.

Other than Mr. Chaitnya Chaudhry, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the Resolution stated in Item No. 3.

Pursuant to the recommendations of Nomination and Remuneration Committee, Audit Committee, your directors recommend the Resolution set out in Item No.3 as a Special Resolution for your approval.

**For and on behalf of the Board of Directors
For NIRAJ ISPAT INDUSTRIES LIMITED**

For Niraj Ispat Industries Ltd.



Director/Auth. Sign.

**Chaitanya Chaudhry
DIN: 06813394**

**Designation: Director and CEO
Address: KD-46 Kavi Nagar,
Ghaziabad-201002**

Place: New Delhi

Date: 06.09.2023

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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 26th September, 2023 at 09:00 A.M. and ends on Thursday, 28th September, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 23rd September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 23rd September, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold |





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| | |
|--|--|
| | <p>with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p> |
| Individual Shareholders holding securities in demat mode with CDSL | <p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p> |

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| | |
|--|--|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period |
|--|--|

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at call at : 022 □ 4886 7000 and 022 □ 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43 |

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| | |
|--|------------------|
| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|------------------|

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| | |
|--|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***. |

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csvivekkumar@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at : 022 □ 4886 7000 and 022□ 2499 7000 or send a request to (Ms. PallaviMhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities

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Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound,
SenapatiBapatMarg, Lower Parel, Mumbai – 400 013, at the designated)atevoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- I. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to nirajispatindustries@gmail.com.
- II. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to nirajispatindustries@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- III. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- IV. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

For and on behalf of the Board of Directors

For NIRAJ ISPAT INDUSTRIES

LIMITED

For Niraj Ispat Industries Ltd.

Director/Auth. Sign.

Chaitanya Chaudhry

DIN: 06813394

Designation: Director and CEO

Address: KD-46 Kavi Nagar,

Ghaziabad -201002

Place: New Delhi

Date: 06.09.2023

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