

# MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

## NOTICE

Notice is hereby given that the 5<sup>th</sup> Annual General Meeting of the Members of Moira Institute of Design Private Limited will be held on Friday, the 23<sup>rd</sup> September, 2022 at 10:00 A.M at registered office of the Company situated at Survey No. 293/2 Niranjapur, Ring Road Square Indore (M.P.) 452001 to transact the following as Special business:-

### **Item No. 1 – Adoption of Audited Financial Statements**

To receive, consider and adopt the Audited Financial Statements containing the Balance Sheet and Statement of Profit & Loss of the Company for the year ended 31<sup>st</sup> March, 2022 and the report of the Board & Auditors thereon.

### **Item No. 2- Ordinary Resolution u/s 188 of the Companies Act, 2013 for approval for entering into Related Party Transactions**

“**RESOLVED THAT** pursuant to the applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 along with rules framed there under (including statutory modification (s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors to enter into transaction(s) of sale/purchase/supply of goods or material to/from Related Party, selling or otherwise disposing of, or buying, property of any kind from/to Related party, giving/taking property on lease to/from Related Party, rendering/availing of loan from/to Related Party, availing or rendering of any service from/to Related Party etc. with or without interest/charges thereon including rollover/extension of maturity from time to time, whether material or otherwise, approval is granted for the period of 5 years up to an estimated annual value of **Rs. 50 Crore (Rupees Fifty Crores Only)** p.a. for business expansion excluding taxes in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and the Related Party.

**RESOLVED FURTHER THAT** the Board of directors of the Company be and is hereby authorized to determine the terms and conditions and to enter into related party contracts/arrangement for providing or obtaining services and contracts as may be considered in the best interest of the Company in the ordinary course of business on the arm's length basis or otherwise and to do all such acts, matters deeds and things as may be required to implement the aforesaid resolution for and on behalf of the Company.”

### **Item No.3 - Special resolution for authority to the board to make loans, give security or provide corporate guarantee to companies/ body corporate in which directors are interested under section 185 of the Companies Act, 2013**

“**RESOLVED THAT** pursuant to provisions of section 185, 186 read with section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof) the approval of Members of the Company, be and is hereby accorded for authority to the Board of Directors and/or committee thereof for providing any advance(s), loan(s), any loan represented by book debts, and/or to give guarantee or to provide any security on the assets of the Company in connection with loan taken by the companies/bodies corporate in which any director of the Company is directly or indirectly concerned and/or interested from time to time subject to the maximum amount of Loans/Advances and or guarantee and securities not exceeding Rs.50 Crores (Rs. Fifty Crores) at any point of time.

**RESOLVED FURTHER** the Board of directors of the Company be and is hereby authorized severally to do all such acts and things as may be required to give effect to the above-mentioned resolution on behalf of the Board of Directors of the Company.”

### **Item No. 4 – Special Resolution for approval to make investment in excess of 60% of the aggregate of the paid-up share capital free reserves and security premium or up to 100% of the aggregate of free reserves and security premium of the company whichever is higher**

“**RESOLVED THAT** pursuant to the provisions of section 186 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company and subject to further approval of statutory and other authorities as may be necessary and subject to such terms, conditions, stipulations, alterations, and modifications, if any, as may be prescribed and specified by such authorities while granting such approvals and which may be agreed by the Board of directors of the Company (hereinafter referred to as the 'Board' the consent of the Company be and is hereby accorded to the Board of directors of the Company to make investments in the shares and all types of the liquid funds, mutual funds, cash management funds, Gold Traded Funds of other bodies corporate in excess of the 60% of the aggregate of the paid-up share capital and free reserves or up to 100% of the

# MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

aggregate of free reserves of the Company whichever is higher as per the limits prescribed under section 186 as they may in their absolute discretion deem beneficial and in the interest of the Company subject to the maximum aggregate amount of all such investments shall not exceed Rs. 50 Crores (Rupees Fifty Crores) at any time together with the existing investments and securities from time to time.”

FOR MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

DATE: 30/08/2022  
PLACE: INDORE



A handwritten signature in blue ink, appearing to read "Vimal Toddi".

VIMAL TODI  
DIRECTOR  
DIN: 00106880

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the company.
2. The proxies to be effective should be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.
3. The relevant Explanatory Statement in terms of Section 102 of the Companies Act, 2013 is enclosed herewith.

FOR MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

DATE: 30/08/2022  
PLACE: INDORE



A handwritten signature in blue ink, appearing to read "Vimal Toddi".

VIMAL TODI  
DIRECTOR  
DIN: 00106880

# **MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED**

---

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013**

### **Item No. 2**

Further to the applicable provision of Section 188 and any other applicable provision of the Companies Act 2013 and rules framed there under all Related Party Transaction(s) shall require prior approval of the Board and all Material Related Party Transaction(s) shall require prior approval of the Members.

The company proposing to enter into transaction(s) with Related Party of sale/purchase/supply of goods or material to/from Related Party, selling or otherwise disposing of, or buying, property of any kind from/to Related party, giving/taking property on lease to/from Related Party, rendering/availing of loan from/to Related Party, availing or rendering of any service from/to Related Party etc. with or without interest/charges thereon including rollover/extension of maturity from time to time, whether material or otherwise, approval is granted for a further the period of 5 years , a Related Party up to an estimated annual value of **`50 Crore (Rupees Fifty Crores only)** p.a. for business expansion excluding taxes etc. in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and the Related Party.

In the light of the above, Your Company has been dealing through such transaction(s) with the said Related Party.

The individual transaction values would be commercially agreed based on mutual discussions/negotiations with Related Parties.

As per provision of the Companies Act, 2013 along with rules made there under, a transaction with a related party shall be considered material, if the transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds the limit specified in the provision of the Companies Act, 2013 as per the Last audited Financial Statements of the Company. All material Related Party transaction(s) shall require approval of the Members.

In the Compliance of the said regulations, the Board has reviewed and approved the said ongoing transactions. These transactions may be considered as material/immaterial for the coming financial years, the Board has proposed the same to be placed before the members for their approval as an Ordinary Resolution. The said fresh approval would be effective for the period of 5 years. Looking at the nature of business of the Company and the transactions, such approval of Members for the period would be essentially required at this point of time.

The disclosure as required under the Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014 areas under:

## MOIRA INSTITUE OF DESIGN PRIVATE LIMITE

S. No	Name of the related party	Name of the director or KMP who is related	Nature of relationship	Amount (₹) Per Annum & Other information relevant or important for the members to take decision on the proposed resolution
1	Jaideep Ispat And Alloys Private Limited	Avinash Todi	Enterprise over which key management personnel and their relatives are able to exercise significant influence	Upto 10 Cr
2	Jaideep Realty Private Limited	Avinash Todi Vimal Todi	Common Director	Upto 4 Cr
3	Jaideep Metallics And Alloys Private Limited	Avinash Todi	Avinash Todi is Son of Director Vimal Todi and Sadhana Todi	Upto 1 Cr
4	Jaideep SteelWorks India Private Limited	Avinash Todi	Avinash Todi is Son of Director Vimal Todi and Sadhana Todi	Upto 1 Cr
5	VPA Civilcon Private Limited	Vimal Todi	Common Director	Upto 1 Cr
6	Avinash Realty Private Limited	Do	Common Director	Upto 1 Cr
7	Aryaman Civicon Private Limited	Do	Common Director	Upto 25 Cr
8	BMT Infraestate Private Limited	Do	Common Director	Upto 1 Cr
9	Moira Buildcon Private Limited	Do	Common Director	Upto 1 Cr
10	Rani Sati Civilcon LLP	Do	Common Partner	Upto 1 Cr
11	Rani Sati Infracity LLP	Do	Common Partner	Upto 1 Cr
12	Rani Sati Infraway LLP	Do	Common Partner	Upto 1 Cr
13	Rani Sati Residential Property LLP	Do	Common Partner	Upto 1 Cr
14	Moira Warehouse LLP	Do	Common Partner	Upto 1 Cr

Except as mentioned in Notes to Accounts in Balance Sheet (Accounting Standard 18) none of the Director/Body Corporate, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution.

The Board recommends an Ordinary Resolution set out at Item of the Notice for approval by the Members.

### **Item No. 3**

The Chairman informed to the members that pursuant to the provisions of Section 185 of the Companies Act, 2013 and Rules made thereunder, empowers the Company to give advances, loans including any loan represented by book debts or give any guarantee or provide any security in connection with any loan taken by any Company and/or body corporate in whom any or all the director(s) of the Company are considered as concerned or interested subject to the approval of members by way of Special Resolution.

Therefore in view of the requirements of other Companies or the body corporates in which one/or more directors may be concerned or interested, may be required to provide its financial support by way of providing short term or long term loans, advances and/or to provide guarantee or security on the assets of the Company on behalf of such companies/body corporate to such other bank/financial institution which provides loans and advances whether fund based or non-fund based credit facilities as the case may be from time to time in view of the business requirements of such Companies to support them. The Board considered that it may needs to provide the advances, loans or to provide guarantee or security on their behalf as under

## MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

Sr. No.	Name of the Company /Body Corporate	Nature of Relationship	Maximum amount up to which loan/ guarantee/ security may be provided by per Company/LLP .
1	Jaideep Ispat And Alloys Private Limited	Enterprise over which key management personnel and their relatives are able to exercise significant influence	Upto Rs. 10.00 Crores
2	Jaideep Realty Private Limited	Vimal Todi ( Common Director)	Upto Rs. 4.00 Crores
3	Jaideep SteelWorks India Private Limited	Avinash Todi ( Son of Director )	Upto Rs. 1.00 Crores
4	Aryaman Civicon Private Limited	Vimal Todi ( Common Director)	Upto Rs. 25.00 Crores
5	VPA Civilcon Private Limited	Vimal Todi ( Common Director)	Upto Rs. 1.00 Crores
6	Avinash Realty Private Limited	Vimal Todi ( Common Director)	Upto Rs. 1.00 Crores
7	Jaideep Metallics Private Limited	Avinash Todi ( Son of Director )	Upto Rs. 1.00 Crores
8	Moira Buildcon Private Limited	Vimal Todi ( Common Director)	Upto Rs. 1.00 Crores
9	BMT Infraestate Private Limited	Vimal Todi ( Common Director)	Upto Rs. 1.00 Crores
10	Rani Sati Civilcon LLP	Vimal Todi ( Common Partner )	Upto Rs. 1.00 Crores
11	Rani Sati Infracity LLP	Vimal Todi ( Common Partner )	
12	Rani Sati Infracity LLP	Vimal Todi ( Common Partner )	
13	Rani Sati Residential Property LLP	Vimal Todi ( Common Partner )	
14	Moira Warehouse LLP	Vimal Todi ( Common Partner )	

However, before providing aforesaid loans, advances or guarantee and securities the Board shall ensure that:

1. The said loan will be used by entities in their normal course of business.
2. Compliance under section 186 and 188 of the Companies Act, 2013;
3. The related entity will check their limit as prescribed under section 180 of the Companies Act, 2013 if applicable

Mr. Vimal Todi Director of the Company may be deemed to be concerned or interested financial to the extent of the loans, advances, guarantee or securities furnished by the Company.

The Board of directors recommends the aforesaid Special Resolution set out at Item of the Notice for approval by the shareholders.

### Item No. 4

As per the provisions of section 186 of the Companies Act, 2013, which is also applicable on a private company, the Board of Directors of the Company cannot make investments in the securities of other bodies corporate, and cannot give securities, guarantees in excess of 60% of the aggregate of the paid-up share capital and free reserves and/or up to 100% of the aggregate of free reserves of the Company except with the consent of the Shareholders in General Meeting by way of special resolution.

As per the Section 186 of the Companies Act, 2013 upon applicability shall require approval of the shareholders by way of a special resolution for making investment or providing loans, security and guarantee to other body corporate beyond the limits specified in the said section.

Pursuant to applicable provisions of the Companies Act, 2013, all the Directors and their relatives may be directly or indirectly concerned or interested, in the proposed resolution, as a member and director in below mentioned Companies:

Sr. No.	Name of the Company /Body Corporate in which directors are	Nature of Relationship
1	Jaideep Ispat And Alloys Private Limited	Enterprise over which key management personnel and their relatives are able to exercise significant influence
2	Jaideep Realty Private Limited	Vimal Todi ( Common Director)
3	Jaideep SteelWorks India Private Limited	Avinash Todi ( Son of Director )
4	Aryaman Civicon Private Limited	Vimal Todi ( Common Director)
5	VPA Civilcon Private Limited	Vimal Todi ( Common Director)
6	Avinash Realty Private Limited	Vimal Todi ( Common Director)
7	Jaideep Metallics Private Limited	Avinash Todi ( Son of Director )
8	Moira Buildcon Private Limited	Vimal Todi ( Common Director)

## MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

9	BMT Infraestate Private Limited	Vimal Todi ( Common Director)
10	Rani Sati Civilcon LLP	Vimal Todi ( Common Partner )
11	Rani Sati Infracity LLP	Vimal Todi ( Common Partner )
12	Rani Sati Infraway LLP	Vimal Todi ( Common Partner )
13	Rani Sati Residential Property LLP	Vimal Todi ( Common Partner )
14	Moira Warehouse LLP	Vimal Todi ( Common Partner )

Being the director and major shareholder and further depending upon the future transactions as the case may be from time to time to the extent of loans made or investments made in the concerned with the provisions of the Companies Act.

The Board of directors recommends the aforesaid Special Resolution set out at Item of the Notice for approval by the shareholders.

FOR MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

PLACE: INDORE

DATE: 30.08.2022



A handwritten signature in blue ink, appearing to be "Vimal Todi".

VIMAL TODI  
DIRECTOR  
DIN: 00106880

# MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

## ATTENDANCE SLIP

**5<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED ON FRIDAY, 23<sup>RD</sup> SEPTEMBER 2022 at 10:00 A.M.**

Date:	23.09.2022	Time:	10:00 A.M
Place:	Survey No. 293/2 Niranjapur, Ring Road Square, Indore, Madhya Pradesh - 452001		

Signature of the Shareholder/ Proxy/Representative present	
---	--

Regd. Folio No.	
Name of the Shareholder	
Number. of shares held	

I hereby record my presence at the Annual General Meeting of the Company held on *Friday, 23<sup>rd</sup> September 2023* at 10:00 A.M.

# MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

Form No. MGT-11

## Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U80101MP2017PTC044669

Name of the company: MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

Registered office: Survey No. 293/2 Niranjapur, Ring Road Square, Indore, INDORE, Madhya Pradesh, India, 452001

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID: NA

I/We, being the member (s) of \_\_\_ share of the above-named company, hereby appoint:

1. Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_, or failing him

2. Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_, or failing him

3. Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held at Survey No. 293/2 Niranjapur, Ring Road Square, Indore, Madhya Pradesh, India, 452001 on Friday, 23<sup>rd</sup> day of September, 2023 at 10:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

### Resolution

1. Adoption of Audited Financial Statements

2. Ordinary Resolution u/s 188 of the Companies Act, 2013 for approval for entering into Related Party Transactions

3. Special resolution for authority to the board to make loans, give security or provide corporate guarantee to companies/ body corporate in which directors are interested under section 185 of the Companies Act, 2013

4. Special Resolution for approval to make investment in excess of 60% of the aggregate of the paid-up share capital free reserves and security premium or up to 100% of the aggregate of free reserves and security premium of the company whichever is higher

Signed this \_\_\_ 2022

\_\_\_\_\_  
Signature of shareholder

# MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

Signature of Proxy holder(s)

**Affix Revenue  
Stamp**

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

## INSTRUCTIONS FOR SIGNING AND LODGING THE PROXY FORM

1. No instrument of proxy shall be valid unless,
  - a) in the case of an individual shareholder, it is signed by him/her or his/her attorney, duly authorized in writing,
  - b) in the case of joint holders, it is signed by the shareholder first named in the register or his / her attorney, duly authorized in writing,
  - c) in the case of a body corporate signed by its officer or an attorney duly authorized in writing.
2. An instrument of proxy shall be sufficiently signed by the shareholder and the proxy holder.
3. No instrument of Proxy shall be valid unless it is in Form MGT-11 and duly stamped.