

**NOTICE TO UNSECURED CREDITORS FOR THE
MEETING OF THE UNSECURED CREDITORS OF
JAGDISH ALUMINIUM PRIVATE LIMITED (TRANFEREE COMPANY)**

(Convened pursuant to the order dated 5th September, 2024 passed by the National
Company Law Tribunal, Bench at Ahmedabad)

MEETING DETAILS

Day, Date & Time	Friday, 18 th October, 2024 at 3.00 PM
Mode of attending meeting	Video Conferencing (“ VC ”) / Other Audio Visual Means (“ OAVM ”) via NSDL E-Voting Facility
Commencement of the Remote E-Voting	Tuesday, 15 th October, 2024 at 9.00 AM (IST)
End of Remote E-Voting	Thursday, 17 th October, 2024 at 5.00 PM (IST)

Sr. No	Content	Page No.
1	Notice convening the meeting of the Unsecured Creditors of Jagdish Aluminium Private Limited under the provisions of Sections 230 of the Companies Act, 2013 read with section 61 and 66 along with other provisions of the companies Act, 2013	2
2	Explanatory Statement under Section 230 (3) of the Companies Act, 2013 and Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016	12
3	Procedures for E-voting	30

FORM NO. CAA. 2

[Pursuant to Section 230 (3) and rule 6 and 7)]

THE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD BENCH

C.A.(CAA) NO.34/NCLT/AHM/2024

IN THE MATTER OF SECTION 230 to 232 READ WITH SECTION 61,66 ALONG
WITH OTHER PROVISIONS OF THE COMPANIES ACT 2013

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT IN THE NATURE OF
AMALGAMATION BETWEEN

JAGDISH ALUMINIUM PRIVATE LIMITED, VISHAL ALUMINIUM PRIVATE
LIMITED

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITORS OF
THE APPLICANT TRANSFEROR COMPANY**

**Sub: Jagdish Aluminium Private Limited (the “Applicant Company” or
“Applicant Transferor Company”) - Notice of Meeting of Unsecured
Creditors convened pursuant to NCLT Order dated 5th September, 2024 of**

the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("Tribunal Order"), to be held on Friday, 18th October 2024 at 3:00 hrs. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

Pursuant to the Tribunal Order, Notice is hereby given to the Unsecured Creditors of Jagdish Aluminium Pvt. Limited for the Meeting to be held on Friday, 18th October, 2024 at 3:00 hrs. IST ("Meeting") for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement in the nature of Amalgamation between Jagdish Aluminium Private Limited ("Transferor Company") and Vishal Aluminium Private Limited ("Transferee Company") and their respective shareholders ("Scheme").

NOTICE is hereby given that by an order made on 5th September, 2024 in the above mentioned Company Application No. 34 of 2024 (the "**Order**"), the Hon'ble National Company Law Tribunal, Bench at Ahmedabad ("**NCLT**") has directed that a meeting of the Unsecured Creditors of the Applicant Transferor Company, be convened and held by Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") on Friday, 18th October 2024 at 3.00 p.m. for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Company Scheme of Arrangement in the nature of Amalgamation between Jagdish Aluminum Private Limited (JAPL/Transferor Company), Vishal Aluminum Pvt. Limited (VAPL/Transferee Company) and their respective Shareholders and Creditors ("**Scheme**").

A copy of the said Scheme, statement under Sections 230 and 232 read with Section 61,66 and other applicable provisions of the Companies Act, 2013 ("Act") and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("CAA Rules") along with all annexures to such Statement are attached to the Meeting Notice.

TAKE FURTHER NOTICE that in pursuance of the said Order and as directed therein, a meeting of the Unsecured Creditors of the Applicant Transferor Company, will be held by Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) on Friday, 18th October 2024 at 3.00 p.m. and you are requested to attend. At the meeting, the following resolution will be considered and if thought fit, be passed, with or without modification(s):

ITEM NO. 1 – SPECIAL BUSINESS

“RESOLVED THAT, pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 read with section 61, 66 along with other applicable provisions, if any, of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, if and when applicable, and subject to such other approvals,

permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble National Company Law Tribunal, if and when applicable or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall, if and as applicable, be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), the proposed Company Scheme of Arrangement in the nature of Amalgamation between Jagdish Aluminium Private Limited, Vishal Aluminium Private Limited and their respective Shareholders and Creditors (the "Scheme"), placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved."

"RESOLVED FURTHER THAT, *the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the proposed Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, if and when applicable while sanctioning the arrangement in the nature of Amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts*

or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

TAKE FURTHER NOTICE that you may have the facility and option of voting on the resolution for approval of the scheme by casting their votes (a) thorough e-voting system available at the meeting to be held virtually (“e-voting at the meeting”) or (b) by remote electronic voting (‘remote e-voting”).

The Schedule of remote E-Voting is as under

Commencement of the Remote E-Voting	Tuesday, 15 th October, 2024 at 9.00 AM (IST)
End of Remote E-Voting	Thursday, 17 th October, 2024 at 5.00 PM (IST)

Copies of the Scheme and of the Explanatory Statement, under Section 230 (3) and Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies Compromises, Arrangements and Amalgamation) Rules, 2016, along with the enclosures as indicated in the Index, can be obtained free of charge at the registered office of the Applicant Company at 1, Subhlaxmi Industrial Estate, Opp. Saket Estate, Vill. Moraiya, Tal. Sanand, Dist. Ahmedabad, in the State of Gujarat.

The facility of casting votes by Creditors using electronic means, i.e. (i) remote e-voting and (ii) e-voting at the meeting is being provided by M/s Accurate Securities and Registry Private Limited [through NSDL]. At the end of the remote e-voting period (as mentioned above), the remote e-voting module shall be disabled by M/s Accurate

Securities and Registry Private Limited for voting thereafter. Creditors of the meeting who have not already cast their vote by remote E-Voting shall be able to exercise their vote at the meeting. Further, instructions for attending the meeting and E-Voting are prescribed in this Notice of the meeting.

NCLT has appointed CA Rikin D. Parikh, a practicing Chartered Accountant and failing him, CA Ankit D. Parikh, a practicing Chartered Accountant, to be the Chairperson of the said meeting including for any adjournment or adjournments thereof.

The above-mentioned scheme of arrangement in the nature of Amalgamation, if approved by the meetings, will be subject to the subsequent approval of the Tribunal.

For, Jagdish Aluminium Private Limited

Sd/-

Vishal Shah

Director

DIN 02600148

Enclosed: As above

Sd/-

CA Rikin Parikh

Chairperson Appointed for the Meetings

Mem. No. - 133661

Place: Ahmedabad

Date: 14th September, 2024

Regd. Office:

1, Subhlaxmi Industrial Estate, Opp. Saket Estate, Vill. Moraiya, Tal. Sanand, Dist. Ahmedabad, in the State of Gujarat.

Notes:

1. NCLT by its said Order has directed that a meeting of the Unsecured Creditors of the Applicant Company shall be held on 18th October, 2024 through Video Conferencing ("VC")/other Audio Visual Means ("OAVM") for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed company scheme of Arrangement in the nature of Amalgamation embodied in the Scheme. Members may cast their votes using remote e-voting from a place other than the venue of the Meeting.
2. Only Unsecured Creditors of the Applicant Transferor Company may attend and may cast their votes using remote e-voting from a place other than the venue of the Meeting. Since the meetings are being held through VC/ OAVM, option of attending the meetings through proxy is not applicable / available. However, it is clarified that corporate bodies / institutions will be eligible to cast their votes through their representative duly authorised by Board Resolutions / affidavits as the case may be.
3. The quorum of the meeting of the Unsecured Creditors of the Applicant Transferor Company shall be 1 (one) Unsecured Creditors of the Applicant

Transferor Company representing at least 50% or more of the total value of creditors.

4. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Unsecured Creditors at the registered office of the Applicant Transferor Company between 11.00 AM and 5.00 PM on all days (except Saturdays, Sundays and public holidays) up to Seven days prior to the date of the meeting.
5. As directed by NCLT, CS Vickey Patel, a practicing Company Secretary and failing him, CA Shivna Majmudar, a practicing Company Secretary, has been appointed as the scrutinizer to conduct the voting process through remote e-voting, for participation in the Meeting through VC/ OAVM and e-voting during the Meeting.
6. The facility of casting votes by Creditors using electronic means, i.e. (i) remote e-voting and (ii) e-voting at the meeting is being provided by M/s Accurate Securities and Registry Private Limited [through NSDL]. At the end of the remote e-voting period (as mentioned above), the remote e-voting module shall be disabled by M/s Accurate Securities and Registry Private Limited for voting thereafter. Creditors of the meeting who have not already cast their vote by remote E-Voting shall be able to exercise their vote at the meeting. The scrutinizer will submit his report to the Chairperson of the meeting after

completion of the scrutiny of the votes cast by the Unsecured Creditors of the Applicant Company through remote e-voting.

7. The scrutinizer's decision on the validity of the vote shall be final. The results, together with the scrutinizer's Report, will be displayed at the registered office of the Applicant Transferor Company / on the website of NSDL.
8. NCLT by its said Order has directed that Unsecured Creditors appearing in the records of the Applicant Transferor Company as on 31st December, 2023 will be entitled to exercise their right to vote on the above meeting.
9. The Applicant Transferor Company has provided the facility remote e-voting and voting at the meeting. In accordance with the provisions of Sections 230 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority of Unsecured creditors representing three fourth in value of the Unsecured Creditors of the Applicant Company voting agree to the Scheme.
10. The Notice, together with the documents accompanying the same, is being sent to the Unsecured Creditors either by E-mail or registered post or speed post or by courier service.
11. The notice convening the said meeting, indicating the day, date, place and time, as aforesaid will be published through advertisement in the following

newspapers, namely, (i) “Business Standard” (Ahmedabad Edition) in English language; and (ii) translation thereof in “Jai Hind” (Ahmedabad Edition) in Gujarati language.

Encl.: As above

**EXPLANATORY STATEMENT UNDER SECTION 230 (3) AND SECTION 102 OF
THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES
(COMPROMISES, ARRANGEMENTS AND AMALGAMATION) RULES, 2016**

ITEM NO. 1

1. Pursuant to the Order dated 5th September, 2024, passed by the Hon'ble National Company Law Tribunal, Bench at Ahmedabad (the "NCLT"), in C.A.(CAA) NO. 34/NCLT/AHM/2024 ("Order"), a meeting of the Unsecured Creditors of Jagdish Aluminium Private Limited (hereinafter referred to as the **"Applicant Transferor Company"** as the context may admit) will be held through Video Conferencing (**"VC"**) / Other Audio Visual Means (**"OAVM"**) on 18th October, 2024 Friday, at 3.00 P.M., for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement in the nature of Amalgamation between Jagdish Aluminium Private Limited, Vishal Aluminium Private Limited and their respective Shareholders and Creditors under Section 230-232 of the Companies Act, 2013, read with section 61 and 66 along with other provisions of the Companies Act, 2013 (the "Scheme"). A copy of the Scheme, which has been approved by the Board of Directors of the Applicant Company at its meeting held on 2nd April, 2024, is enclosed herewith.

2. In terms of the said Order, the quorum for the said meeting shall be 21 (twenty-one) Unsecured Creditors representing at least 50% of the total value of the Unsecured creditors present in person. Further in terms of the said Order, NCLT, has appointed CA Rikin D. Parikh, Practicing Chartered Accountant and failing him CA Ankit D. Parikh, practicing Chartered Accountant, to be the Chairman of the said meeting including for any adjournment or adjournments thereof.
- 3) (a): This statement is being furnished as required under Section 230(3) and Section 102 of the Companies Act, 2013 (the “Act”) read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the “Rules”).
- (b): In accordance with the provisions of Sections 230 – 232 of the Act, the Scheme shall be acted upon only if a majority of persons representing three fourths in value of the Unsecured creditors, or class of Unsecured creditors, of the Applicant Transferor Company, as the case may be, voting agree to the Scheme.
- (c): In terms of the Order dated 5th September, 2024, passed by the Hon’ble National Company Law Tribunal, Bench at Ahmedabad (the “NCLT”), in CA (CAA) NO. 34/NCLT/AHM/2024 (“Order”), if the entries in the records/

registers of the Applicant Transferor Company in relation to the number or value, as the case may be, of the Unsecured creditors are disputed, the Chairperson of the meeting shall determine the number or value, as the case may be, for the purposes of the said meeting, subject to the Order of NCLT in the petition seeking sanction of the Scheme.

4) Details of the Scheme as required under Rule 6 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

i. Details of the Order of the Tribunal directing the calling, convening and conducting of the meeting: -

	(a) Date of the Order	5 th September,2024 of the Hon'ble NCLT, Ahmedabad bench
	(b) Date, time and Mode of the meeting	
	• Date:	18 th October,2024
	• Time-:	3:00 P.M.
	• Mode:	through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)
ii	Details of the Applicant Company:	

(a)	Corporate Identification Number (CIN):	U27200GJ1991PTC016822
(b)	Permanent Account Number (PAN):	AAACJ3833H
(c)	Name of the Company	Jagdish Aluminium Private Limited
(d)	Date of incorporation:	24 th October, 1991
(e)	Type of the company (whether public or private or one-person company)	Private Limited Company
(f)	Registered office address and e-mail address	1, Subhlaxmi Industrial Estate, Opp. Saket Estate, Vill. Moraiya, Tal. Sanand, Dist. Ahmedabad, in the State of Gujarat
	Email ID:	md@jagdishaluminium.com finance@jagdishaluminium.com
(g)	Summary of main object as per the memorandum of association; and main business carried on by the Company	1. To carry on the business of all kinds of Aluminum rolled products, aluminum foils, strips and sheets, plain, coated, laminated, varnished and printed products of aluminum.

		2. To manufacture, produce, fabricate, design, develop, process, assemble, refine, make, convert, import, export, trade, buy, sell, whether as retailers, wholesalers, suppliers, indenters, packers, stockiest, agents, merchants, distributors, consignors, jobbers, brokers or otherwise deal in all shapes, sizes, specifications, gauges, thickness, dimensions and varieties of aluminum ore, aluminum, aluminum utensils, wires, aluminum furniture, tools, equipments, plants, tubes, packing materials, springs, plates, circles, coils, foils, powder, rails, rods, squares, grills, doors, windows, their parts, accessories, components or any product in which aluminum is used.
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(h)	Details of change of name, registered office and objects of the company during the last five years:	There is no change in name, registered office and objects of the company during last 5 years
(i)	Name of the stock exchange (s) where securities of the company are listed, if applicable:	The Securities of the Company are not Listed on Any Stock Exchanges.
(j)	Details of the capital structure of the Company including authorised, issued, subscribed and paid up share capital as on March 31, 2022	

Particulars	Amount (In Rupees)
(a) Authorised Capital	
20,00,000 (Twenty Lakhs only) Equity shares of Rs. 10/- (Rupees Ten Only) each	2,00,00,000
(b) Issued and Subscribed & Paid-up Capital	
19,44,750 (Nineteen Lakhs Forty Four Thousand Seven Hundred Fifty only) Equity shares of Rs. 10/- (Rupees Ten Only) each with voting right fully paid up	1,94,47,500
Total	1,94,47,500

(k)	Names of the promoters and Directors along with their addresses
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Sr. No.	Name	Address
1.	Vishal C Shah	9, Hasubhai Society, Nr. Gulab Tower, Thaltej, Ahmedabad – 380054
2.	Champaklal D Shah	9, Hasubhai Society, Nr. Gulab Tower, Thaltej, Ahmedabad – 380054

iii	If the scheme of compromise or arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies;	The present Scheme is Arrangement in the nature of Amalgamation is between two Group Companies namely Jagdish Aluminium Private Limited, Vishal Aluminium Private Limited and their respective shareholders and creditors. Vishal Aluminium Private Limited is a Subsidiary of the Jagdish Aluminium Private Limited.
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iv	The date of the board meeting at which the Scheme was approved by the Board of Directors including the	The Scheme was approved by the board in their meeting held on 2nd April, 2024. The meeting was
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	name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:	attended by majority of the Directors and the resolution was passed on 2 nd April, 2024.
V	explanatory statement disclosing details of the scheme of compromise or arrangement including:-	
(a)	Parties involved:	Jagdish Aluminium Private Limited (JAPL), Vishal Aluminium Private Limited (VAPL) and their respective Shareholders and Creditors

(b)	Appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any	Appointed date: April 1, 2023
	Appointed Date:	1 st April, 2023 or such other date as may be fixed or approved by the National Company Law Tribunal, Ahmedabad Bench

	Effective Date:	means the date on which the certified copy of the order of the Hon'ble NCLT, sanctioning the Scheme is filed with the Registrar of Companies, Gujarat.
	Consideration	With Respect to the Equity Shareholders of the Transferor Company "543 (Five hundred and forty three) Equity Shares of the Transferee Company of the face value of INR 10/- (Rupees Ten only) each, credited as fully paid-up for every 100 (One Hundred) Equity Share of INR 10/- (Rupees Ten only) each fully paid-up held by such members in the Transferor Company".
(c)	Summary of valuation report (if applicable) including basis of valuation and the declaration that the valuation report is available for inspection at the	The valuation report, providing fairness opinion on the share exchange ratio has been obtained which is available for inspection at the registered office of the Transferor Company

	registered office of the company;	
(d)	Details of capital or debt restructuring, if any;	Not Applicable
(e)	Rationale of the Scheme:	- JAPL and VAPL are part of “Jagdish Group” and the shareholdings are held by Shah Family who are the promoters of Jagdish Group and 60% of the Equity Shares of VAPL are held by JAPL. As an important step towards achieving cost efficiency the proposed amalgamation would help to achieve the following synergies in terms of cost, time and operations: - Create a unified structure, instead of separate entities and thereby maintain a simple corporate structure and eliminate duplicate corporate procedures;

		• Both the companies are in the same segment of manufacturing of Aluminium Products and having their own presence in the market and therefore it can effectively utilise the common infrastructure such as marketing network, usage of certain key raw materials between both the companies so as to reduce the overall cost. • Significant reduction in the multiplicity of legal and regulatory compliances and thereby result in cost efficiency and reduction in secretarial costs; • The common requirements under various divisions can be combined which will provide better bargaining power, improvement in time management at all levels, reduce purchase & transaction cost and limited documentation requirement;
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		• Many functions which are currently handled company-wise and/or division-wise can be combined, resulting into right sizing of the organization. Costs for different types of audit works including statutory audit, internal audit, cost audit, secretarial audit, Tax audit, etc. can go down upon reduction in number of legal entities; • Consolidation of the business would result into business synergies and eliminate Inter-company transactions; • Upon Consolidation of business, it would help in utilization of customer relationships and resources at single entity level. This can have a better reach in terms of wider customer base and will provide a stronger market position; • Reduction in various costs on account of consolidation of entities and operations
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		would thus provide financial stability and sustainability; • The consolidation will result in better utilization of funds and resources within “Jagdish Group” of Companies; • Such a consolidation will thus result in strengthening the group's capability to best administer the business operations, structure the entities to support the group's growth strategy and reflect a true and fair enterprise value;
(f)	Benefits of the Scheme as perceived by the Board of directors to the company, members, creditors and others (as applicable):	The subject Scheme of Arrangement in the nature of Amalgamation is in interest of the Jagdish Group and its stakeholders and such Arrangement in the nature of Amalgamation and Arrangement will not have any adverse impact on the stakeholders.
(g)	Amount due to Unsecured creditors (if any)	Rs. 5,14,87,906/- (Rupees Five crores fourteen lakhs eighty seven thousands nine hundred

		and six only) as on 31 st December, 2023 as per CA Certificate
vi	Disclosure about effect of Scheme on	a) key managerial personnel; b) directors; c) promoters; d) non-promoter members; e) depositors; f) creditors; g) debenture holders; h) deposit trustee and debenture trustee; i) employees of the company:

None of the aforesaid parties are impacted in any way post sanctioning of the Scheme and reference to the same has been made at the respective places in the Scheme of Arrangement in the nature of Amalgamation attached herewith.

	Disclosure about effect of the Scheme on material interests of directors, Key Managerial Personnel -	The Scheme has no impact on the material interests of directors, Key Managerial Personnel of the Company.
viii	Investigation or proceedings, if any, pending against the company under the Act-	NIL

ix	Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the Unsecured Creditors, namely:	Inspection of the following documents may be had at the Registered Office of the Applicant Company, up to one day prior to the date of the meeting between 11:00 am and 5 pm on all working days (except Saturdays and Sundays and Public Holidays):
		a) Latest audited financial statements of the Applicant Company, b) Copy of the order of Tribunal in pursuance of which the meeting is to be convened, c) Copy of the Scheme, d) Contracts or agreements material to the Scheme, if any, e) The certificate issued by Auditor of the Applicant Company to the effect that the accounting treatment, if any, proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013; and f) Such other information or documents as the Board or Management believes

		necessary and relevant for making decision for or against				
x	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed Scheme	NA				
xi	a statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	Creditors shall have the facility and option of voting on the resolution for approval of the scheme by casting their votes (a) thorough e-voting system available at the meeting to be held virtually (“e-voting at the meeting”) or (b) by remote electronic voting (‘remote e-voting’) The Schedule of remote E-Voting is as under <table><tr><td>Commencement of the Remote E-Voting</td><td>Tuesday, 15th October, 2024 at 9.00 AM (IST)</td></tr><tr><td>End of Remote E-Voting</td><td>Thursday, 17th October, 2024 at 5.00 PM (IST)</td></tr></table>	Commencement of the Remote E-Voting	Tuesday, 15 th October, 2024 at 9.00 AM (IST)	End of Remote E-Voting	Thursday, 17 th October, 2024 at 5.00 PM (IST)
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End of Remote E-Voting	Thursday, 17 th October, 2024 at 5.00 PM (IST)					

		The facility of casting votes by Unsecured Creditors using electronic means, i.e. (i) remote e-voting and (ii) e-voting at the meeting is being provided by M/s Accurate Securities and Registry Private Limited [through NSDL]. At the end of the remote e-voting period (as mentioned above), the remote e-voting module shall be disabled by M/s Accurate Securities and Registry Private Limited for voting thereafter. Creditors of the meeting who have not already cast their vote by remote E-Voting shall be able to exercise their vote at the meeting. Further, instructions for attending the meeting and E-Voting are prescribed in the Notice of the meeting. The Creditors of the respective companies are requested to carefully read the instructions set out in the notice
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The Copies of the Scheme are being filed simultaneously along with the dispatch of this notice with the following regulatory and governmental authorities:

1. Central Government through the Regional Director, North Western Region
2. Registrar of Companies, Ahmedabad, Gujarat
3. Official Liquidator concerned (for transferor company only);
4. Concerned Income Tax Authorities, Government of India

Approvals, sanctions or representations, if any, are pending from these authorities.

5) Documents under Section 230 of the Companies Act, 2013:

As required under Section 230 of the Companies Act, 2013, the following documents are being circulated with the notice and explanatory statement

- a. Scheme of Arrangement in the nature of Amalgamation

E-Voting Procedure

THE INSTRUCTIONS FOR UNSECURED CREDITORS FOR REMOTE E-VOTING AND JOINING UNSECURED CREDITORS MEETING ARE AS UNDER: -

Creditors shall have the facility and option of voting on the resolution for approval of the scheme by casting their votes (a) thorough e-voting system available at the meeting to be held virtually (“e-voting at the meeting”) or (b) by remote electronic voting (‘remote e-voting”).

The Schedule of remote E-Voting is as under

Commencement of the Remote E-Voting	Tuesday, 15 th October, 2024 at 9.00 AM (IST)
End of Remote E-Voting	Thursday, 17 th October, 2024 at 5.00 PM (IST)

The facility of casting votes by Creditors using electronic means, i.e. (i) remote e-voting and (ii) e-voting at the meeting is being provided by M/s Accurate Securities and Registry Private Limited [though NSDL]. At the end of the remote e-voting period (as mentioned above), the remote e-voting module shall be disabled by M/s Accurate Securities and Registry Private Limited for voting thereafter. Unsecured Creditors of the meeting who have not already cast their vote by remote E-Voting shall be able to exercise their vote at the meeting.

The Creditors, whose names appear in the Books of Accounts as on the record date (cut-off date) i.e. 31st December, 2023, may cast their vote electronically.

General instructions for accessing and participating in the Meeting through VC/OAVM Facility and voting through electronic means including remote e-voting. The Meeting of the Unsecured Creditors of the Company will be held through VC/OAVM.

Since, the Meeting is being held through VC/OAVM, physical attendance of the Unsecured Creditors has been dispensed with. Accordingly, the facility for appointment of proxies by the Unsecured Creditors will not be available for the Meeting. The proceedings of this Meeting would be deemed to have been conducted at the registered office of the Company. The Unsecured Creditors attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under the Act.

The aforesaid particulars are being sent through electronic mode to those Unsecured Creditors whose e-mail IDs are registered with the Company and for those Unsecured creditors email ID were not available with the company, notices are being sent through registered post. The aforesaid particulars are being sent to all the Unsecured creditors whose names appear in the books of accounts of the Company as on 31st December, 2023.

A person, whose name is recorded as the Unsecured Creditors in the books of accounts of the Company maintained by the Company as on the cut-off date, i.e., 31st December, 2023 only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not a Unsecured Creditor as on the cut-off date, should treat the Notice for information purpose only.

The voting rights as well as the value of the vote of the Unsecured shall be in proportion to outstanding amount due to them by the Company as on Tuesday 31st December, 2023, being the cut-off date. The Login credentials for voting and attending the meeting through VC/OAVM will also be sent separately to those Unsecured creditors whose names are appearing in the books of the Company as on the cut-off date. Unsecured Creditors who have not received the login credentials may contact the Company or NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022-48867000. Unsecured Creditors may request for registration of their email id along with their name, address, mobile number, PAN, Amount due from the Company by writing an email to the Company at md@jagdishaluminium.com.

NSDL, e-voting agency, will provide the facility for voting by the Unsecured Creditors through remote e-voting, for participation in the Meeting through VC/OAVM and e-voting during the Meeting.

All the documents referred to in the accompanying explanatory statement, shall be available for inspection through electronic mode during the proceedings of the Meeting. Unsecured Creditors seeking to inspect copies of the said documents may send an email at md@jagdishaluminium.com. Further, all the documents referred to in the accompanying explanatory statement shall also be open for inspection by the Unsecured Creditors at the Registered Office or at the Corporate office of the Company during business hours, on all working days up to the date of the Meeting.

The Notice convening the Meeting will be published through advertisement in 'Financial Express' in English and 'Jai Hind' in Gujarati having wide circulation in Gujarat.

During the voting period, Unsecured Creditors whose debt is outstanding as on 31st December, 2023 ('Cut-Off date') may cast their vote by remote e-Voting before the Unsecured Creditors Meeting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Unsecured Creditor, he / she shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their debt due by the Company as on the Cut-Off date.

Unsecured Creditors will be provided with the facility for remote voting through electronic voting system during the VC/OAVM proceedings at the Unsecured Creditors Meeting and those creditors participating at the Unsecured Creditors, who have not

already cast their vote by remote e-Voting before the Unsecured Creditors, will be eligible to exercise their right to vote during such proceedings of the Unsecured Creditors Meeting. Unsecured Creditors who have cast their vote on resolution(s) by remote e-Voting prior to the Unsecured Creditors Meeting will also be eligible to participate at the Unsecured Creditors Meeting through VC / OAVM but shall not be entitled to cast their vote on such resolution(s) again.

A person, whose name is recorded in the books of accounts maintained by the Company as on the Cut-Off Date only shall be entitled to avail the facility of remote e-voting as well as e-voting at the Meeting.

All grievances connected with the facility for voting by electronic means may be addressed to evoting@nsdl.co.in or by contacting at 1800 1020 990 and 1800 22 44 30.

Instructions:

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 / Creditor’ section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. **Your Login id and password details casting your vote electronically and for attending the Meeting through VC/ OAVM are attached in the pdf file enclosed herewith. Please note that the password to open the pdf file is the unique id mentioned above** or the first time the system will ask to reset your password.
5. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
6. Now, you will have to click on “Login” button.
7. After you click on the “Login” button, Home page of e-Voting will open.
8. You will be able to see the EVEN no. of the company.
9. Click on “EVEN” of company to cast your vote.
10. Now you are ready for e-Voting as the Voting page opens.
11. Cast your vote by selecting appropriate options i.e. assent or dissent, and click on “Submit” and also “Confirm” when prompted.
12. Upon confirmation, the message “Vote cast successfully” will be displayed.
13. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
14. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

15. If you face any problems/experience any difficulty or If you forgot your password please feel free to contact number 022 - 48867000 or contact on email id evoting@nsdl.com.

The instructions for e-Voting on the day of the Meeting are as under:

1. The procedure for e-Voting on the day of the Meeting is same as the instructions mentioned above for remote e-Voting.
2. Only those Unsecured Creditors, who will be present in the meeting through VC/ OAVM facility and have not casted their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the Meeting.

Procedure for joining the Meeting through VC/OAVM

Secured Creditors will be provided with a facility to attend the Unsecured Creditors Meeting through VC/OAVM through the NSDL e-Voting system. Unsecured Creditors may access the same at <https://www.evoting.nsdl.com> under Unsecured creditors login by using the remote e-voting credentials. The link for VC/OAVM will be available in Unsecured creditors login where the EVEN of Company will be displayed.

The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairperson of the Meeting. The results of the Meeting shall be announced by the Chairperson within 2 days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company i.e. [www.https://www.vishalaluminium.com/](http://www.vishalaluminium.com/) and on the website of NSDL at <https://www.evoting.nsdl.com>.

Unsecured Creditors are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting, manner of casting vote through remote e- Voting or e-Voting at the Meeting.

For, **Jagdish Aluminium Private Limited**

Sd/-

Vishal Shah

Director

DIN 02600148

Sd/-

CA Rikin Parikh

Chairperson Appointed for the Meetings

Mem. No. - 133661

Place: Ahmedabad

Date: 14th September, 2024