

SHARDA ISPAT LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixty-Fourth Annual General Meeting (AGM) of the Members of Sharda Ispat Limited will be held on Friday, the 26th day of September, 2025 at 09:30 a.m. (I.S.T), at Da-rock, Plot no. 230, 7th Floor, Hill Road, Shivaji Nagar, Nagpur-440010, to transact the following business:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet, Profit and Loss Account and Cash Flow Statement for the year ended as at 31st March, 2025, together with the Reports of the Board of Directors and Auditors thereon.

2. Re-appointment of a Director

To appoint a Director in place of Smt. Poonam Sarda (DIN 00190512), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

3. Re-appointment of a Statutory Auditor

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

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Panpaliya Taori & Co. Chartered Accountants, having Firm Registration No. 125508W be and is hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (Five) consecutive years commencing from the conclusion of this ensuing 64th Annual General Meeting till the conclusion of the 69th Annual General Meeting of the Company to be held in the year 2030, to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and is hereby authorized to do all necessary acts, deeds, things and matters, and execute all such documents, as may be necessary in this regard from time to time to give effect to this resolution.”

SPECIAL BUSINESS

4. To approve the Remuneration of Cost Auditor of the Company for Financial Year 2025-26:

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Company be and is hereby accorded for the payment of remuneration of Rs. 35,000/- (Rupees Thirty-Five Thousand Only) plus reimbursement of out of pocket expenses, if any, to Company’s Cost Auditors, M/s. Narendra Peshne and Associates, Cost and Management Accountants, Nagpur (FRN: 100269), who, based on the recommendation(s) of the Audit Committee, have been appointed by the Board of Directors of the Company, for auditing the cost records maintained by the Company for the financial year ending 31st March, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Appointment of Secretarial Auditors:

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of 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 Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) each as amended, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company (‘Board’), M/s. Sunil Kumar Sharma & Associates, Practicing Company Secretaries, Nagpur having Unique Code Number S2014MH248700 and Peer Review Certificate No- 2547/2022 be and is hereby appointed as the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT the appointment of Secretarial Auditor is for a period of 5 (Five) consecutive years from the conclusion of this ensuing 64th Annual General Meeting till the conclusion of the 69th Annual General Meeting of the Company to be held in the year 2030, a period beginning from the Financial Year 2025-26 through the Financial Year 2029-30, at such remuneration as may be mutually agreed upon between

the Board, based on the recommendation(s) of the Audit Committee, and the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and is hereby authorized to do all necessary acts, deeds, things and matters, and execute all such documents, as may be necessary in this regard from time to time to give effect to this resolution.”

**By order of the Board of Directors
For Sharda Ispat Limited**

**Date: 13.08.2025
Place: Nagpur**

**Sd/-
(Amit B. Mundada)
Company Secretary**

NOTES:

1. A Statement setting out material facts pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 (the “Act”) in respect of ordinary/special businesses set out at Item nos. 3 to 5 of the Notice is annexed hereto. Further, details of Directors whose re-appointment is proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, respectively and Secretarial Standards on General Meeting (SS-2), details of Statutory Auditors and Secretarial Auditor whose reappointment/appointment is/are proposed pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also appended hereto.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote and such proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty and holding in total not more than ten percent of the total paid-up 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 and such person shall not act as a proxy for any other person or shareholder. A Proxy Form is annexed to this notice.
3. If a Proxy is appointed for more than fifty (50) Members, he/she shall choose any fifty (50) Members and confirm the same to the Company before the commencement of period specified for inspection of proxy lodged. In case the Proxy fails to do so, the Company shall consider only the first fifty proxies received as valid.
4. The proxy form, in order to be effective, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. During the period beginning 24 hours before the time fixed for the commencement of the meeting

and ending with 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 not less than 3 days' written notice is given to the Company.

5. An instrument of Proxy duly filled, stamped, and signed is valid only for this Annual General Meeting including any adjournment thereof.
6. Corporate/Institutional Members are entitled to appoint authorized representatives to attend the AGM on their behalf and cast votes through remote E-voting or at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board Resolution/Authorization letter to the Company at shardaispat.ngp@gmail.com, authorizing its representative(s) to attend and vote on their behalf at the Meeting, pursuant to Section 113 of the Act.
7. Members who hold shares in electronic form are requested to mention their DP ID and Client ID number and those who hold shares in physical form are requested to mention their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Annual General Meeting.
8. The relevant documents referred to in the Notice are available for inspection by the members at the Registered Office of the Company during business hours on any working day (i.e., except Saturdays, Sundays & Public Holidays) between 11.00 a.m. IST to 1.00 p.m. IST up to the date of the Meeting.
9. Electronic copy of the full annual report for 2024-25 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. Electronic copy of the Notice of the 64th Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. The Company, in accordance with the Regulation 36(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be sending letter to the shareholders who have not registered their email addresses with the Company.
10. Rule 3 of Companies (Management and Administration) Rules, 2014 (as amended) prescribes that Register of Members should include details pertaining to e-mail, PAN/CIN, UID, Occupation, Status and Nationality. We request all the Members of the Company to update the said details with their respective Depository Participants in case of shares held in electronic form and with the Company's Registrar and Transfer Agents in the case of physical holding.
11. The Cut-off date for E-voting: Friday, September 19, 2025.

12. Register of Members and the transfer books of the Company will remain closed from Saturday 20th September, 2025 to Friday 26th September, 2025. (both days inclusive).
13. The Company has appointed Adroit Corporate Services Private Limited, Registrar and Share Transfer Agent, 18-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai 400059 as Registrars and Share Transfer Agents for Physical Shares. The said (RTA) is also the Depository interface of the Company with both National Securities Depository Limited (“NSDL”) & Central Depositories Services India Limited (“CDSL”). The information of RTA is as follows:
- **Telephone No.** 022- 42270400
 - **E-mail address:** info@adroitcorporate.com
14. In view of Ministry of Corporate Affairs (MCA) circular dated 28th December, 2022 and 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) Securities and Exchange Board of India (SEBI) circular dated 5th January 2023, and other applicable provisions, if any, of the Listing Regulations, for the time being in force read along with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 Dated: October 3, 2024 providing relaxation from sending hard copy of annual report to the shareholders who have not registered their e-mail address, the notice of the AGM along with the Annual Report 2024-25 is being sent through electronic mode to those members whose e-mail addresses are registered with the company/Depositories. Further in terms of Notification No. SEBI/LAD-NRO/GN/2024/218 dated 12th December, 2024, a letter providing the web-link, including the exact path, where complete details of the Annual Report are given. In accordance with the aforesaid MCA Circulars and the SEBI Circulars, the Notice of the AGM along with the Annual Report for FY 2024-25 are being sent ONLY through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent/ Depositories/ Depository Participants. The Company shall send physical copy of the Annual Report for FY 2024-25 to those Members who request for the same at shardaispat.ngp@gmail.com or info@adroitcorporate.com mentioning their Folio No./DP ID and Client ID. The Notice convening the 64th AGM along with the Annual Report for FY 2024-25 will also be available on the website of the Company at <https://shardaispat.com/> and websites of the Stock Exchanges where the securities of the Company are listed, i.e. BSE Limited at www.bseindia.com and the website of NSDL at www.evoting.nsdl.com.
15. Members who hold shares in electronic form are requested to mention their DP ID and Client ID number and those who hold shares in physical form are requested to mention their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the AGM.
16. Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and Adroit

Corporate Services Private limited (RTA), or to the Company at its Registered Office in respect of their physical shares.

17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act will be available for inspection during the AGM, if the members so desire. Members desiring any information are requested to write to the Company.
18. Attendance Slip and Proxy Form are annexed. Members are requested to bring their duly filled-in attendance slip with a copy of the Annual Report to the place of the meeting.
19. Members who hold shares in the Dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
20. Route Map for venue of AGM is annexed in this Notice.
21. The notice of AGM and Annual Report is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company through its RTA/ Depositories as on Friday, 29th August, 2025, ('Benpos Date').
22. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut- off date of Friday, 19th September, 2025.
23. Any persons, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., 19th September 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting as the AGM through ballot paper.
24. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
25. Shri Sunil Kumar Sharma, proprietor of Sunil Kumar Sharma & Associates, Company Secretaries in whole-time practice with Membership No. FCS 10043 and Certificate of Practice No. 12708, has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of a scrutinizer, by use of Poll for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
26. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-

voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

27. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company and on the website of NSDL. The results shall simultaneously be communicated to the Bombay Stock Exchange ("BSE"), Mumbai.
28. In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company's RTA at <https://www.adroitcorporate.com/RandTServices.aspx>.

29. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

30. Norms for furnishing of PAN, KYC, Bank details and Nomination:

Pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 issued to the Registrar and Transfer Agents read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, and other related SEBI Circulars, SEBI has mandated that, with effect from April 1, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA. Relevant FAQs have been published by SEBI in this regard. The FAQs and the above-mentioned SEBI Master Circular and SEBI Circular are available on SEBI's website.

The securities in the frozen folios shall be eligible:

- To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above.
- To receive any payment including dividend, interest, or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

The forms for updating of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on the website of the Company's RTA at <https://www.adroitcorporate.com/RandTServices.aspx>. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has dispatched a letter to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

31. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI, vide its notification dated January 24, 2022, has mandated that all requests for transmission and transposition shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA for assistance in this regard.

32. Voting through electronic means

1. 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 by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, the Company is pleased to provide its members, as on the cut-off date Friday, 19th September 2025, the facility to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice, at the 64th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by National Securities Depository Limited ("NSDL").
2. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
3. The remote e-voting period commences on Tuesday, September 23, 2025, at time 09:00 A.M. (IST) and ends on Thursday, September 25, 2025, at time 05:00 P.M. (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday 19th September 2025, may cast their vote by remote e-voting. The remote E-voting module shall be disabled by NSDL for

voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

33. Process for registration of email ID to receive the Notice of AGM and the Annual Report for F.Y. 2024-2025 and cast votes, electronically:

Members who have not registered their email ID are required to send an email request to e-voting@nsdl.co.in along with the following documents for procuring user ID and password for e-voting for the resolutions set out in this Notice:

- In case shares are held in physical mode, please provide Folio No., name of Member, scanned copy of the share certificate (front and back), self-attested scanned copy each of PAN card and Aadhaar card.
- In case shares are held in electronic mode, please provide DP ID-Client ID (8-digit DP ID+8-digit Client ID or 16-digit beneficiary ID), name, client master or copy of Consolidated Account statement, self-attested scanned copy each of PAN card and Aadhaar card.
- If you are an individual Member holding securities in electronic mode, you are requested to refer to the login method explained at para VI below under step 1 (A) i.e., Login method for remote e-voting and joining virtual meetings for Individual Shareholders/Members holding securities in electronic mode.

Those Members who have already registered their email ID are requested to keep the same validated with their DP to enable serving of notices/ documents/Annual Reports and other communications electronically to their email ID in future.

35. Process and manner for Members opting for e-voting is as under:

1. In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/ CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by listed entities; the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if it/they have been passed at the AGM.
2. Members are provided with the facility for voting through electronic voting system during the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM.

3. Members who have already cast their vote by remote e-voting prior to the AGM, will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.
4. Members of the Company holding shares either in physical form or electronic form, as on the cut-off date of Friday, September 19, 2025, may cast their vote by remote e-Voting. The remote e-voting period commences on Tuesday, September 23, 2025, at time 09:00 A.M. (IST) and ends on Thursday, September 25, 2025, at time 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 19, 2025.

Any person holding shares in physical form and non-individual shareholders, who acquire shares and become Members of the Company after the Notice is sent through e-mail and holding shares as of the cut-off date i.e., Friday, September 19, 2025, may obtain the login ID and password by sending a request at e-voting@nsdl.co.in or to the Company's RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on <http://www.e-voting.nsdl.com> or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become Members of the Company after sending of the Notice and holding shares as of the cut-off date i.e., Friday, September 19, 2025, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-voting system." Other methods for obtaining/ procuring user IDs and passwords for a-Voting are provided in the AGM Notice.

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

The remote e-voting period begins on Tuesday, September 23, 2025, at time 09:00 A.M. (IST) and ends on Thursday, September 25, 2025, at time 05:00 P.M. (IST). 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. Friday, September 19, 2025, 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 Friday, September 19, 2025.

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 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">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.2. 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.jsp3. 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. Once the home page of e-

	<p>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 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>4. 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> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi /Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on 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 able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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.com or call at 022 - 4886 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 toll free no. 1800-21-09911

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:
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:

- a). If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b). 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.
- c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) 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:

- a). 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.
- b). "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c). If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d). 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.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period.
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 cssunsharma7@gmail.com with a copy marked to evoting@nsdl.com. 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 on: 022 - 48867000 or send a request to Apeksha Gojamgunde at evoting@nsdl.com.

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

- a. 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 info@adroitcorporate.com with copy marked to shardaispat.ngp@gmail.com.
- b. 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) by email to info@adroitcorporate.com with copy marked to shardaispat.ngp@gmail.com. If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.
- c. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- d. 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.

ANNEXURE TO THE NOTICE

Explanatory Statement as required by Section 102 of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out the material facts relating to Item nos. 3, 4 and 5 mentioned in the accompanying Notice dated 13th August, 2025.

Item No. 3

In the 59th Annual General Meeting held on 11th December, 2020, the members had approved the appointment of M/s. Panpaliya Taori & Co., Chartered Accountants, as the Statutory Auditors for a first term of 5 years (F.Y. 2020-21 to F.Y. 2024-25 /from the conclusion of 59th Annual General Meeting till the conclusion of 64th Annual General Meeting).

The first term of M/s. Panpaliya Taori & Co., Chartered Accountants, as the Statutory Auditors shall expire in the ensuing Annual General Meeting. The Board of Directors of the Company in its meeting held on 13th August, 2025, on the recommendation of Audit Committee, has, subject to the approval of the members in the general meeting reappointed M/s. Panpaliya Taori & Co., Chartered Accountants, as the Statutory Auditors for a second term of 5 years.

The details, terms and conditions of appointment (including remuneration) of the Auditor proposed to be appointed, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, are as follows:

Name of the Auditor	M/s. Panpaliya Taori & Co.
Brief Profile	M/s. Panpaliya Taori & Co. is one of the leading firms of Chartered Accountants in the Central India. Established in 2004 by Ritesh Panpaliya and Amit Taori. the firm offers multi-disciplinary services to its clients.
	The Firm is managed by 2 Partners having varied Experience in the field of Audit, Taxation and Management Audit and is assisted by qualified professionals, Articles & Audit Assistants.
	The Firm is Peer Reviewed by the Institute of Chartered Accountants of India two times till date and got certificate of Peer Review.
	The firm is empaneled with C & AG, Reserve Bank of India, Further, the firm is also doing audits of various Companies and Banks for more than 20 years.

Credentials	M/s. Panpaliya Taori & Co. (Firm Registration No. 125508W) is firm of Chartered Accountants and holding Peer Review Certificate No.016564 issued by the Peer Review Board of the Institute of Chartered Accountants of India.
Basis of recommendation for appointment/ Re-appointment	Based on the profile given above, the Board of directors, on the recommendations of the Audit Committee is seeking approval of the shareholders of the Company for re-appointing M/s. Panpaliya Taori & Co., as the statutory auditors of the Company with effect from the conclusion of the 64th Annual General Meeting of the Company, for a period of five years.
Terms of appointment/ Re-appointment	M/s. Panpaliya Taori & Co., is proposed to be re-appointed as the statutory auditors of the Company with effect from the conclusion of the 64th Annual General Meeting of the Company, for a period of five years i.e. till the conclusion of 69 th Annual General Meeting of the Company on such terms as may be mutually determined by the Board of Directors of the Company in consultation with the Auditors. Period of re-appointment is commencing from the financial year 2025-26 to financial year 2029-30.
Proposed fee payable	<p>Not exceeding Rs. 3,50,000/- (Rupees three lakh fifty thousand only) payable to the Auditors for the financial year 2025-26 plus applicable taxes and out of pocket expenses, as may be incurred, in connection with the statutory audit of financial statements of the Company.</p> <p>The fees payable for statutory audit per financial year to the Auditors for the financial year 2026-27 and onwards till the remainder of their tenure, will be mutually determined by the Board of Directors of the Company in consultation with the Auditors.</p>
Material change in the fee payable to the auditor from that paid to the outgoing auditor	Not applicable.
Rationale for such change in remuneration	Not applicable.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Item No. 4

The Board, on the recommendation of the Audit Committee, approved the appointment and remuneration of Narendra Peshne and Associates, Cost & Management Accountants, Nagpur as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026 at a remuneration of Rs. 35,000/- (Rupees Thirty-Five Thousand Only).

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the Members of the Company.

Accordingly, the consent of the members is sought by way of an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2026.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

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

Item No. 5

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on 13th August 2025 have approved and recommended the appointment of M/s. Sunil Kumar Sharma and Associate, Practicing Company Secretaries, Nagpur (Unique Code Number -S2014MH248700 and Peer Review No.2547/2022), as the Secretarial Auditors of the Company for a period of 5 (five) consecutive years [F.Y. 2025-26 to F.Y. 2029-30], to hold office from the conclusion of this 64th Annual General Meeting till the conclusion of 69th Annual General Meeting to be held in 2030, subject to approval by the Members at this Annual General Meeting.

The details, terms and conditions of appointment (including remuneration) of the Secretarial Auditor proposed to be appointed, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, are as follows:

Name of the Secretarial Auditor	M/s. Sunil Kumar Sharma and Associates
Brief Profile	<p>M/s. Sunil Kumar Sharma & Associates is one of the leading firms of Company Secretaries in Nagpur. Established in 2013 by Mr. Sunil Kumar Sharma. The firm offers multi-disciplinary services to its clients.</p> <p>The Firm is managed by Sunil Kumar Sharma having varied Experience in the field of Company Law, SEBI and various other business laws and is assisted by qualified professionals, Articles & Audit Assistants.</p> <p>The Firm is registered (Registration No. S2014MH248700) with the Institute of Company Secretaries of India and holds a valid Peer Review Certificate.</p> <p>CS Sunil Kumar Sharma (FCS) is a Fellow Member of The Institute of Company Secretaries of India (ICSI). Having good working experience and proficiency in all matters related to Company Law, SEBI and various other business laws and have command over compliance management with respect to statutory reporting and other statutory requirements.</p>
Credentials	M/s. Sunil Kumar Sharma & Associates (Membership No 10043) is Proprietorship firm of Company Secretary in Practice and holding Peer Review Certificate No.2547/2022 issued by the Peer Review Board of the Institute of Company Secretaries of India.
Basis of recommendation for appointment	Based on the profile given above, the Board of directors, on the recommendations of the Audit Committee is seeking approval of the shareholders of the Company for appointing M/s. Sunil Kumar Sharma & Associates, as the Secretarial auditors of the Company with effect from the conclusion of this 64th Annual General Meeting of the Company, for a period of five years.
Terms of appointment	Term of 5 (Five) consecutive years starting

	from the conclusion of this 64 th Annual General Meeting till the conclusion of 69 th Annual General Meeting to be held in 2030. A period beginning from the Financial Year 2025-26 through the Financial Year 2029-30.
Proposed fee payable	<p>Not exceeding 84,000/- (Rupees Eighty-Four Thousand only) payable to the Secretarial Auditors for the financial year 2025-26 plus applicable taxes and out of pocket expenses, as may be incurred, in connection with the secretarial audit of the Company.</p> <p>The fees payable for secretarial audit per financial year to the Secretarial Auditors for the financial year 2026-27 and onwards till the remainder of their tenure, will be mutually determined by the Board of Directors of the Company in consultation with the Secretarial Auditors.</p>
Material change in the fee payable to the auditor from that paid to the outgoing auditor	Not applicable
Rationale for such change in remuneration	Not applicable.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

**By order of the Board of Directors
For Sharda Ispat Limited**

**Date: 13.08.2025
Place: Nagpur**

**Sd/-
(Amit B. Mundada)
Company Secretary**

Annexure

Details under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) in respect of the Directors seeking appointment/ reappointment at the ensuing Annual General Meeting to be held on 26th September, 2025 are given as under:

Name of Director	Smt. Poonam Sarda
Age	54 years
Qualification	C.A (Intermediate), L.L.B
Date of appointment	21.01.2010
Experience	Nearly 15 years of experience in Accounting, Finance, Taxation, Corporate Laws, Human Resource Management.
Terms & Conditions of re-appointment/appointment	Smt. Poonam Sarda is a Whole-time Director (designated as Whole-time Director and Chief Financial officer) of the Company, liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	Rs. 48 Lakhs (F.Y.2024-25)
Remuneration/sitting fees proposed to be paid per month, if any	As per the terms of appointment approved by the Members of the Company through the Postal ballot on 25th May, 2022.
Other Directorships	Asha Agriculture and Property Pvt. Ltd. Navdeep Agriculture & Properties Pvt. Ltd. Sarda Infrastructure Pvt. Ltd. In-link Capital Services Pvt. Ltd. Sharda Auto Industries Ltd. Armiss Alloys Pvt. Ltd. Orangecity.com Pvt.Ltd.
Chairman/ Member of Committees	Sharda Ispat Limited Stakeholders Relationship Committee- Member
Shareholding in the Company	1,28,060 Equity Shares
No. of Board Meetings attended/ held during Financial Year 2024-25	5/5
Relationship with Directors	Daughter-in-law of Shri Nandkishore Sarda, Chairman & Managing Director
Listed entities from which resigned in the past three years	Nil
Skills and capabilities required for the role of independent director and the manner in which the proposed person meets such requirements	Not Applicable