SHARDA ISPAT LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixty-Fifth Annual General Meeting (AGM) of the Members of Sharda Ispat Limited will be held on Tuesday, the 29th day of September, 2026 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, 2026, 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.

SPECIAL BUSINESS

3. **To approve the Remuneration of Cost Auditor of the Company for Financial Year 2026-27:**

   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, 2027.

   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."

4. **To re-appoint Shri Nandkishore Sarda as Chairman and Managing Director of the Company:**

   To consider, and if thought fit, to pass with or without modification/s, the following Resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modification(s) thereof or supplements thereto ("SEBI Listing Regulations") and subject to the Articles of Association of the Company and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be imposed or prescribed by any of the authorities while granting such approvals, permissions and sanctions and as recommended by Nomination and Remuneration Committee, and approved by Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deem to include the Nomination and Remuneration Committee or any other Committee constituted or to be constituted to exercise the powers including the powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded for reappointment of Shri Nandkishore Sarda (DIN: 00229911) as "Chairman & Managing Director" of the Company for a period of five years, with effect from 01st April, 2027, not liable to retire by rotation, on such terms and conditions and remuneration as set out in the statement annexed to this Notice.

   RESOLVED FURTHER THAT the liberty be given to the Board of Directors/Nomination & Remuneration Committee to alter and vary the terms and conditions of the said re-appointment and/ or remuneration in such manner as may be agreed to by and between the Company and Shri Nandkishore Sarda provided however, such alterations are within the maximum limits approved by the authorities/members/ laid down in the Companies Act, 2013 for the time being in force.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and settle any questions, difficulties or doubts that may arise in this regard without further referring to the Members of the Company.**"**

5. **To re-appoint Smt. Poonam Sarda as Whole-time Director of the Company:**

To consider, and if thought fit, to pass with or without modification/s, the following Resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modification(s) thereof or supplements thereto ("SEBI Listing Regulations") and subject to the Articles of Association of the Company and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be imposed or prescribed by any of the authorities while granting such approvals, permissions and sanctions and as recommended by Nomination and Remuneration Committee and approved by Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deem to include the Nomination and Remuneration Committee or any other Committee constituted or to be constituted to exercise the powers including the powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded for reappointment of Smt. Poonam Sarda (DIN: 00190512) as "Whole-time Director" of the Company for a period of five years, with effect from 01st April, 2027, liable to retire by rotation, on such terms and conditions and remuneration as set out in the statement annexed to this Notice.

RESOLVED FURTHER THAT the liberty be given to the Board of Directors/Nomination & Remuneration Committee to alter and vary the terms and conditions of the said re-appointment and/ or remuneration in such manner as may be agreed to by and between the Company and Smt. Poonam Sarda provided however, such alterations are within the maximum limits approved by the authorities/ members/laid down in the Companies Act, 2013 for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and settle any questions, difficulties or doubts that may arise in this regard without further referring to the Members of the Company."

6. **Approval for Material Related Party Transaction with Kyoto Merchandise Private Limited:**

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to approve Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Kyoto Merchandise Private Limited, Promoter Company, a related party falling within the definition of 'Related Party' under Section 2 (76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for financial year 2027-28 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed Rs.5000 Lakhs provided that the said transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.**"**

7. Approval for Material Related Party Transaction with Shardashree Ispat Limited:

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to approve Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Shardashree Ispat Limited, a related party falling within the definition of 'Related Party' under Section 2 (76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for financial year 2027-28 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed Rs. 4,000 Lakhs, as detailed in the explanatory statement provided that the said transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By order of the Board of Directors
For Sharda Ispat Limited

Date: 13.08.2026 **(Amit B. Mundada)**
Place: Nagpur **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 7 of the Notice is annexed hereto. Further, the information required according to SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 along with SEBI Circular SEBI/HO/CFD/CFDPoD-2/P/CIR/2025/93 dated June 26, 2025 relating to Industry Standards on "Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions" ("RPT Industry Standards"). Further, details of Directors whose re-appointment/appointment is/are proposed pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, respectively and Secretarial Standards on General Meeting (SS-2) 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. However, 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. In line with the MCA Circulars and SEBI Circular, the Notice calling the AGM and Annual Report has been uploaded on the website of the Company at shardaispat.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, respectively and is also available on the website of e-voting agency NSDL at www.evoting.nsdl.com.

8. Procedure for obtaining the Annual Report, AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with Registrar & Transfer Agent on physical folios. In terms of the above-referred MCA Circulars and SEBI Circular, the Company has sent the Annual Report, Notice of AGM and e-Voting instructions only in electronic form to the registered email addresses of the shareholders. Additionally, in accordance with Regulation 36 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall also send a letter to Members whose e-mail IDs are not registered with Company/ RTA/ Depositories providing the weblink of Company's website from where the Annual Report for FY 2025-26 and 65th AGM Notice of the Company can be accessed. Shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

    a. Those shareholders who have registered an incorrect email address /contact detail, may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with M/s. Adroit Corporate Services Private Limited, Registrar & Transfer Agent of the Company ("RTA") in case the shares are held in physical form.

    b. Shareholders who have not registered their e-mail address /contact details & in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may also temporarily get their email address /contact details, by writing to Company's R&T Agent for sending the same.

9. 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 Depository Participant and holdings should be verified from time to time.

10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

11. 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 along 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 www.adroitcorporate.com/RandTServices.aspx and also available on the website of the Company at shardaispat.com. 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.

12. Members may please note that SEBI has mandated the 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, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR–4/ISR–5, the format of which is available on the Company's website at shardaispat.com and on the website of the Company's RTA at www.adroitcorporate.com/RandTServices.aspx. It may be noted that any service request can be processed only after the folio is KYC compliant.

13. Special window for re-lodgment of physical share transfer requests: Pursuant to SEBI Circulars dated July 2, 2025 and January 6, 2026 read with SEBI Master Circular issued to RTAs dated February 6, 2026, Members who had submitted transfer deeds for physical shares before April 1, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special re-lodgment window till February 4, 2027, to re-lodge the transfer requests. Transfers would be approved if all the requisite documents are in place. Transfer of shares under this window will be credited only in dematerialized form and will carry a one-year lock in period from the date of transfer registration. Members are requested to contact the Company or the RTA for assistance in this regard.

14. Simplification of Procedure for Issuance of Duplicate Share Certificates the SEBI Circular dated December 24, 2025 has simplified the framework for issuance of duplicate share certificates and related procedures. The documentation requirements have been standardized as below:

    i) Value Up to Rs.10,000: Undertaking on plain paper (no notarisation required)
    ii) Value Above Rs.10,000 and up to Rs.10 lakh: Single Affidavit-cum-Indemnity Bond
    iii) Value Above Rs.10 lakh: Affidavit-cum-Indemnity Bond along with FIR/Police Complaint and Newspaper Advertisement.

    Further, Letter of Confirmation ('LOC') will not be issued effective April 2, 2026 & shares will be credited directly to the shareholder's demat account by the Company/ RTA, subject to due diligence. Shareholders are requested to provide a Client Master List not older than two months, duly attested by their DPs. Any LOC issued before April 2, 2026, may be submitted by the shareholders to DP for dematerialization within 120 days from the date of issuance of LOC.

15. 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

16. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

17. 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.

18. In case of joint holders attending the Meeting, only such a joint holder whose name appears as the first holder in the Register of Members will be entitled to vote at the Meeting.

19. 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. All documents referred to in the Notice will also be available electronically for inspection, without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to shardaispat.ngp@gmaill.com.

20. 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.

21. 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.

22. The Cut-off date for E-voting: Tuesday, September 22, 2026.

23. Register of Members and the transfer books of the Company will remain closed from Wednesday 23rd September, 2026 to Tuesday 29th September, 2026. (both days inclusive).

24. 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.

25. 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.

26. 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.

27. Route Map for venue of AGM is annexed in this Notice.

28. 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, 28th August, 2026, ('Benpos Date').

29. 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 Tuesday, 22nd September, 2026.

30. 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., 22nd September, 2026, 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.

31. 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.

32. 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.

33. 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. The Scrutinizer will 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 Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

34. The Result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated report of the scrutinizer shall be placed on the website of the Company shardaispat.com, and on the website of NSDL i.e., www. evoting.nsdl.com. The results shall simultaneously be communicated to the Bombay Stock Exchange ("BSE"), Mumbai where the equity shares of the Company are

listed. The results will also be displayed at the Notice board of the company at its Registered Office.

35. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM i.e., September 29, 2026.

36. Voting through electronic means

The detailed steps on the process and manner for remote e-voting are as follows

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 Tuesday, 22nd September 2026, the facility to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice, of the 65th Annual General Meeting (AGM). The Company is provided the e-voting facility through 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 Thursday, September 24, 2026, at time 09:00 A.M. (IST) and ends on Monday, September 29, 2026, 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 Tuesday 22nd September 2026, 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.

37. Process for registration of email ID to receive the Notice of AGM and the Annual Report for F.Y. 2025-2026 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.

38. 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 Tuesday, September 22, 2026, may cast their vote by remote e-Voting. The remote e-voting period commences on Thursday, September 24, 2026, at time 09:00 A.M. (IST) and ends on Monday, September 28, 2026, 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 Tuesday, September 22, 2026.

5. 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., Tuesday, September 22, 2026, 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., Tuesday, September 22, 2026, 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.

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

The remote e-voting period begins on Thursday, September 24, 2026, at time 09:00 A.M. (IST) and ends on Monday, September 28, 2026, 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. Tuesday, September 22, 2026, 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 Tuesday, September 22, 2026.

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.	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.jsp 3. 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-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. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 evoting is in progress as per the information provided by company. On clicking the evoting 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 No. from a 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 evoting 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.

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 the following e-mail id 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 the following e-mail id: 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 to 7 mentioned in the accompanying Notice dated 13th August, 2026.

Item No. 3

The Board, on the recommendation of the Audit Committee, has in its meeting held on 29th May 2026, approved the appointment of M/s. Narendra Peshne and Associates, Cost & Management Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March 2027, at a remuneration not exceeding Rs.35,000/- (Rupees Thirty-Five Thousand only) plus applicable tax plus reimbursement of out-of-pocket expenses if any.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought by way of an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2027.

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.

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

Item No. 4

The Board of Directors of the Company, on the recommendation of Nomination & Remuneration Committee, has in its meeting held on 13th August, 2026 re-appointed, subject to the approval of the members in the general meeting by way of special resolution, Shri Nandkishore Sarda, S/o Late Shri Ramniwas Sarda as Chairman & Managing Director of the Company for a period of five years with effect from 01st April 2027. Shri Nandkishore Sarda is B.Sc and has more than 59 years of experience in the iron & steel industry. The proposed re-appointment of Shri Nandkishore Sarda shall be on the following terms & conditions:

1. **Tenure:**

   For 5 (five) years commencing from 01st April, 2027 till 31st March, 2032.

2. **Remuneration:**

Minimum remuneration @ Rs. 7,00,000/- per month plus the following perquisites,

i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
iii. Encashment of leave at the end of tenure.

3. **Duties & Responsibilities:**

1) To supervise overall functioning of the Company.
2) Implement the Board's policies and decisions.
3) Develop and present the strategic and annual business plans to the Board for approval.
4) Manage, motivate, develop and lead members of the management team.
5) To report regularly to Board and to perform all other duties and discharge all such responsibilities as the Board may delegate from time to time.
6) To handle day to day affairs of the Company.
7) To appoint and terminate services of the employees.
8) To operate bank accounts of the Company.
9) To sign cheques, Bills, promissory notes, etc.

The above remuneration will be paid as minimum remuneration to Shri Nandkishore Sarda due to inadequacy of the profits of the Company. He is being paid a minimum remuneration as aforesaid and the same is in conformity with the limits and fulfillment of the prescribed conditions provided under Schedule V to the Companies Act, 2013.

Section 196 read with Schedule V of the Companies Act, 2013 requires the Company to obtain an approval of the Shareholders in general meeting to re-appoint and pay remuneration to the Managing Director.

Shri Nandkishore Sarda being Chairman & Managing Director would not be liable to retire by rotation in terms of the Articles of Association of the Company. Shri Nandkishore Sarda, subject to the superintendence, control and direction of the Board of Directors, shall perform such functions as may be conferred upon him by the Board of Directors from time to time. Shri Nandkishore Sarda shall also be designated as Key Managerial Personnel as required under the Companies Act, 2013.

Since Shri Nandkishore Sarda is 76 years of age, necessary Special Resolution, as required under the provisions of the Companies Act and SEBI Listing Regulations, for re-appointment and payment of remuneration to the Chairman & Managing Director is set out herein. Considering his vast experience and the growth achieved by the Company under his leadership, the Board has recommended his re-appointment.

The present term of Shri Nandkishore Sarda as Chairman & Managing director shall expire on 31st March 2027. In terms of the provisions of the companies act, the re-appointment can be considered up to one year before the expiry of the current tenure, and hence the resolution.

Due to inadequacy of the profits in the Company, the remuneration paid to the Managing Director was made as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 and accordingly the disclosures required are given in Annexure B to this Notice. He is being paid above remuneration for a period not exceeding two years. After the completion of his term of two years as the Chairman and Managing Director of the Company in the calendar year 2029 the said remuneration will be reviewed and it will be revised, if applicable and paid accordingly till the end of his tenure in 2032. Pursuant to the provisions of Section 196 (3) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule V of the Companies Act, the re-appointment of Managing Director who has attained the age of seventy years may be made by passing a special resolution. The details of Shri. Nandkishore Sarda in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been given in Annexure - A to this Notice.

Except Shri Nandkishore Sarda and Smt. Poonam Sarda and their relatives, no other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No. 4 of the Notice.

The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013 and will be available for inspection at the Registered office of the Company by any Member of the Company during the e-voting period on all days except Sunday and Bank Holidays during 10.00 A.M. to 1 P.M. The Board of Directors therefore recommends the resolution as set out in Item No. 4 of the Notice for approval of members of the Company by way of a Special Resolution.

Item No. 5

The Board of Directors of the Company, on the recommendation of Nomination & Remuneration Committee, has in its meeting held on 13th August, 2026 re-appointed, subject to the approval of the members in the general meeting by way of special resolution, Smt. Poonam Sarda, as Whole Time Director of the Company for a period of five years with effect from 01st April 2027. Smt. Poonam Sarda is C.A (Intermediate), L.L.B. and has more than 16 years of experience in the iron & steel industry. The proposed re-appointment of Smt. Poonam Sarda shall be on the following terms & conditions:

1. **Tenure:**

   For 5 (five) years commencing from 01st April, 2027 till 31st March, 2032.

2. **Remuneration:**

   Minimum remuneration @ Rs. 6,00,000/- per month plus the following perquisites,

   i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
   ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
   iii. Encashment of leave at the end of tenure.

3. **Duties & Responsibilities:**

1) To supervise overall functioning of the Company.
2) To handle day to day affairs of the Company.
3) To appoint and terminate services of the employees.
4) To operate bank accounts of the Company.
5) To sign cheques, Bills, promissory notes, etc.
6) To report regularly to Board and to perform all other duties and discharge all such responsibilities as the Board may delegate from time to time.

The above remuneration will be paid as minimum remuneration to Smt. Poonam Sarda due to inadequacy of the profits of the Company. She is being paid a minimum remuneration as aforesaid and the same is in conformity with the limits and fulfillment of the prescribed conditions provided under Schedule V to the Companies Act, 2013.

Section 196 read with Schedule V of the Companies Act, 2013 requires the Company to obtain an approval of the Shareholders in general meeting to re-appoint and pay remuneration to the Whole-time Director. The brief resume of Smt. Poonam Sarda in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been given in Annexure - A to this Notice.

Smt. Poonam Sarda Whole-time Director would be liable to retire by rotation. Smt. Poonam Sarda, subject to the superintendence, control and direction of the Board of Directors, shall perform such functions as may be conferred upon her by the Board of Directors from time to time. Smt. Poonam Sarda shall also be designated as Key Managerial Personnel as required under the Companies Act, 2013.

Due to inadequacy of the profits of the Company, necessary Special Resolution, as required under the provisions of the Companies Act and SEBI Listing Regulations, for re-appointment and payment of remuneration to the Whole-time Director is set out herein. Looking into her knowledge of various aspects relating to the Company's affairs and business experience and for smooth and efficient running of the business, the Board has recommended her re-appointment.

Due to inadequacy of the profits in the Company the remuneration paid to the Whole-time Director was made as per the provisions of Section II of Part II of Schedule V of the

Companies Act, 2013 and accordingly the disclosures required are given in Annexure B to this Notice. She is being paid above remuneration for a period not exceeding two years. After the completion of her term of two years as the Whole-time Director of the Company in the calendar year 2029 the said remuneration will be reviewed and it will be revised, if applicable and paid accordingly till the end of her tenure in 2032.

Except Shri Nandkishore Sarda and Smt. Poonam Sarda and their relatives, no other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No. 5 of the Notice.

The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013 and will be available for inspection at the Registered office of the Company by any Member of the Company during the e-voting period on all days except Sunday and Bank Holidays during 10.00 A.M. to 1 P.M. The Board of Directors therefore recommends the resolution as set out in Item No. 5 of the Notice for approval of members of the Company by way of a Special Resolution.

ANNEXURE-A

Appointment/Re-appointment of Directors:

Additional Information of the Director seeking appointment/re-appointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided herein below:

Particulars	**Nandkishore Sarda**	**Poonam Sarda**
Director Identification Number (DIN)	00229911	00190512
Age	76 years	54 years
Date of Appointment	21.11.1967	21.01.2010
Nationality	Indian	Indian
Qualifications	Science Graduate	C.A (inter) and LLB
Experience and expertise in specific functional areas	More than 59 years of industry experience in the field of Iron & Steel, Strategic Planning, General Management, Production and Operation, and Human Resource Management	More than 16 years of experience in the field of Accounting, Finance, Taxation, Corporate Laws, Human Resource Management
Terms and Conditions of	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.

Reappointment		
Remuneration last drawn (including sitting fees, if any)	Rs. 72,00,000/- p.a.	Rs. 60,00,000/-p.a.
Remuneration proposed to be paid	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.
Number of Shares held in the Company as on March 31st, 2026.	3,23,100	1,28,060
Directorship held in other Companies as on (March 31, 2026) (excluding alternate directorship, foreign companies and companies under Section 8 of the Companies Act, 2013)	1. Navdeep Agriculture & Properties Pvt. Ltd. 2. In-link Capital Services Pvt. Ltd. 3. Sharda Auto Industries Ltd. 4. Sarda Infrastructure Pvt. Ltd. 5. Shardashree Ispat Ltd. 6. Orangecity.com Pvt. Ltd. 7. Sharda Ispat Industries Ltd. 8. Armiss Coatings Pvt. Ltd.	1. Asha Agriculture and Property Pvt. Ltd. 2. Navdeep Agriculture & Properties Pvt. Ltd. 3. Sharda Auto Industries Ltd. 4. In-link Capital Services Pvt. Ltd. 5. Sarda Infrastructure Pvt. Ltd. 6. Armiss Alloys Pvt. Ltd. 7. Orangecity.com Pvt. Ltd. 8. Indigo Denim Pvt. Ltd.
Number of meetings of the Board attended during the financial year	4 out of 4	4 out of 4
Committee position held in other companies (Chairmanship/ Membership of Audit & Stakeholders Relationship Committee of other Public	NIL	NIL

Companies as on March 31st, 2026).		
Relationship with other Directors/ Key Managerial Personnel	Shri Nandkishore Sarda is the Father-in-law of Smt. Poonam Sarda, Whole-time Director of the Company.	Smt. Poonam Sarda is the Daughter-in-law of Shri Nandkishore Sarda, Chairman & Managing Director of the Company.
Listed entities from which resigned in the past three years	NIL	NIL
Skills & capabilities required for the role of independent director and the manner in which the proposed person meets such requirements	Not applicable	Not applicable

ANNEXURE-B

The other Disclosures as required under Schedule V Part II Section II-Paragraph B (iv) is provided hereunder:

I. **GENERAL INFORMATION**

(1) Nature of Industry: Iron and Steel.

(2) Date or expected date of commencement of commercial production: N.A., since the Company has already commenced its business activities.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

(4) Financial performance based on given indicators: Financial performance of the Company during last three years:

(Amount Rs. In Lakhs)

Financial Parameters	**Financial Year**		
	2023-2024	**2024-2025**	**2025-2026**
Total Revenue	22,903.37	17,855.31	17,258.07
Depreciation	84.99	84.03	85.35
Total Expenses (Excluding Depreciation)	20,941.52	16,751.15	16,333.00
Net Profit	1,397.25	758.55	620.24
Paid up Capital	507.68	507.68	507.68
Reserves & Surplus	4,660.12	5,407.03	6,037.86
Earning Per Share	27.52	14.94	12.22

(5) Foreign Investments or collaborations, if any: There is no direct foreign investment in the Company except to the extent shares held. There is no foreign collaboration in the Company.

II. Information about the Appointee

Particulars	**Nandkishore Sarda**	**Poonam Sarda**
Background details	More than 59 years of industry experience in the field of Strategic Planning, General Management, Production and Operation, and Human Resource Management	16 years of experience in the field of Accounting and Finance.
Job profile and suitability	He has been working as Chairman & Managing Director of the Company, to manage the whole business and affairs of the Company. Proposed to be re-appointed for same job profile.	She has been working as Whole-Time Director of the Company, to look after the Accounting, Finance, Taxation, Corporate Laws, Human Resource Management. Proposed to be re-appointed for same job profile.
Past Remuneration	Rs. 72,00,000/- p.a.	Rs. 60,00,000/-p.a.
Remuneration proposed to be paid	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.
Pecuniary relationship directly or indirectly with the Company, or relationship	Apart from receiving Managerial Remuneration, he does not have any other pecuniary relationship with the Company except his relationship with managerial personnel. Shri Nandkishore Sarda	Apart from receiving Managerial Remuneration, she does not have any other pecuniary relationship with the Company except her relationship with managerial personnel. Smt. Poonam Sarda is the Daughter-in-law

with the managerial personnel, if any.	is the Father-in-Law of Smt. Poonam Sarda. Further, he holds 323100 equity shares in the Company.	of Shri Nandkishore Sarda, Managing Director of the Company. Further, she holds 128060 equity shares in the Company.

III. Other information:

(1) Reasons of loss or inadequate profits

Raw Material

There has been an increase in raw material prices and international market conditions for Iron and steel affecting raw material prices. Financial Year 2026 was largely driven by external global shocks including China's policy measures induced volatile commodity & raw material prices, fluctuating demand etc.

Marketing Difficulties

There is a gap between raw material and finished goods prices, which have shrunk due to lesser demand in automobile sector.

(2) Steps taken or proposed to be taken for improvement

To mitigate the adverse impact, the Company is taking various measures such as making alternate products to operate to its full production capacity. The Company is also exploring the new markets for sale.

(3) Expected increase in productivity and profits in measurable terms

The management has adopted focused and aggressive business strategies in all spheres of functions to improve the sales and profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability to the tune of 20% more than previous year. The Management is confident of keeping a higher growth ratio in the period to come and strong belief that business improvement will sustain in future.

IV. Disclosures

The remuneration packages of all the managerial persons are given in the respective resolutions.

The required information about the service contract, notice period, severance fees etc. is given in Explanatory Statement annexed to this Notice.

i. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors : Remuneration for Chairman and

Managing Director and Whole-time Director is mentioned in the Explanatory statement and sitting fees @ Rs. 2,000/- each per board meeting attended paid to all independent Directors.

ii. Details of fixed component and performance linked incentives along with the performance criteria: Not provided.

iii. Service contracts, notice period, severance fees: The appointment of Shri. Nandkishore Sarda and Smt. Poonam Sarda can be terminated by either party by giving three months' notice in each case.

iv. Stock option details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: Not provided.

Item No. 6

Pursuant to the amended Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the threshold limit for determination of material Related Party Transactions specified in Schedule XII of SEBI Listing Regulations, would require prior approval of Members by means of an ordinary resolution.

Subsequently, the Audit Committee and Board, in its meeting held on August 13, 2026, approved a Material Related Party Transaction with Kyoto Merchandise Private Limited up to amount of Rs. 5,000 Lakhs for FY 2027-28, subject to approval of shareholders of the Company.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular") and Para 5 of SEBI Industry standards vide SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and read with SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 are set forth below:

S.N.	Description	Details
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Please refer Annexure-I
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price & other material terms and conditions of RPT.	For better utilization of surplus funds. Please refer Annexure-I
3.	Disclose the fact that the Audit Committee has reviewed the certificates provided by	The Audit Committee has reviewed the Certificate issued by Smt. Poonam

	the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	Sarda, Chief Financial Officer and Whole-time Director (DIN: 00190512) of the Company as required under the RPT Industry standards.
4.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The transaction with Material RPT has been approved by the Audit Committee in its meeting held on August 13, 2026 and the Board of Directors recommended the proposed transaction to the shareholders for approval.
5.	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable
6.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	Not Applicable
7.	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102 (1) of the Act, forming part of this Notice.

Pursuant to the provisions of Regulation 23 of SEBI Listing Regulations, no related party shall vote on above resolution.

Except Shri Nandkishore Sarda, Chairman and Managing Director of the Company and Smt. Poonam Sarda, Whole-time Director and Chief Financial officer of the Company and their relatives, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the said transactions.

Accordingly, the Board recommends passing of the Resolution(s) set out in Item No. 6 of the accompanying Notice as an Ordinary Resolution(s).

Item No. 7

Pursuant to the amended Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the threshold limit for determination of material Related Party Transactions specified in Schedule XII of SEBI Listing Regulations, would require prior approval of Members by means of an ordinary resolution.

Subsequently, the Audit Committee and Board, in its meeting held on August 13, 2026, approved a Material Related Party Transaction with Shardashree Ispat Limited up to amount of Rs. 4,000 Lakhs for financial year 2027-28, subject to approval of shareholders of the Company.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular") and Para 5 of SEBI Industry standards vide SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and read with SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 are set forth below:

S.N.	Description	Details
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Please refer Annexure-I
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price & other material terms and conditions of RPT.	To meet working capital requirements Please refer Annexure-I
3.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the Certificate issued by Smt. Poonam Sarda, Chief Financial Officer and Whole-time Director (DIN: 00190512) of the Company as required under the RPT Industry standards.
4.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The transaction with Material RPT has been approved by the Audit Committee in its meeting held on August 13, 2026 and the Board of Directors recommended the proposed transaction to the shareholders for approval.
5.	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if	Not Applicable

	any, considered by Audit Committee while approving the RPT	
6.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	Not Applicable
7.	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102 (1) of the Act, forming part of this Notice.

Pursuant to the provisions of Regulation 23 of SEBI Listing Regulations, no related party shall vote on above resolution.

Except Shri Nandkishore Sarda, Chairman and Managing Director of the Company and Smt. Poonam Sarda, Whole-time Director and Chief Financial officer of the Company and their relatives, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the said transactions.

Accordingly, the Board recommends passing of the Resolution(s) set out in Item No. 7 of the accompanying Notice as an Ordinary Resolution(s).

By order of the Board of Directors
For Sharda Ispat Limited

Sd/-

Date: 13.08.2026 **(Amit B. Mundada)**
Place: Nagpur **Company Secretary**

Annexure-I

Kyoto Merchandise Private Limited

The details of transactions as required under Regulation 23 (4) of the Listing Regulations read with Section III-B of the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular") and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 are set forth below:

S.No.	Particulars of the information	Information provided
A.	**Details of the related party and transactions with the related party**	
A.1.	**Basic details of the related party**	
1.	Name of the related party	Kyoto Merchandise Private Limited.
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Kyoto Merchandise Private Limited is a Non-Banking Financial Institution without accepting public deposits.
A.2.	**Relationship and ownership of the related party**	
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	1. Sharda Ispat Limited the Company & Kyoto Merchandise Private Limited are companies under Common Control. 2. Kyoto Merchandise Private Limited is a part of promoters of Sharda Ispat limited and holds 7.88% equity shares of the Company.
2.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	1. Direct Shareholding of Sharda Ispat Limited in Kyoto Merchandise Private Limited is NIL. 2. Shri Nandkishore Sarda, Chairman and Managing Director of the Company along with his relatives and group companies holds 100% shares in Kyoto Merchandise Private Limited.
3.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
4.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the	1. Kyoto Merchandise Private Limited is a part of Promoters of the Company and holds 7.88% of the paid-up capital of the Company.

<table>
<tr><td></td><td>subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control (as defined under SEBI Listing Regulations). While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td><td>2. Shri Anand Sarda Director of Kyoto Merchandise Private Limited is a part of promoters of the Company holds 11.50% of the paid-up capital of the Company.
3. Smt. Ashadevi Sarda Director of Kyoto Merchandise Private Limited is a part of promoters of the Company holds 15.07% of the paid-up capital of the Company.</td></tr>
<tr><td>A.3.</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>Kyoto Merchandise Private Limited
<table>
<tr><th>S.No.</th><th>Nature of transactions</th><th>F Y 2025-26 (Rs. In Lakhs)</th></tr>
<tr><td>1.</td><td>Unsecured Loan</td><td>152.00</td></tr>
</table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (till the date of approval of the Audit Committee / shareholders). (Rs.in Lakhs)</td><td>Kyoto Merchandise Private Limited
<table>
<tr><th>S.No.</th><th>Nature of transactions</th><th>April 01, 2026 to June 30, 2026 (Rs. In Lakhs)</th></tr>
<tr><td>1.</td><td>Unsecured Loan</td><td>NIL</td></tr>
</table></td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
<tr><td>A.4.</td><td colspan="2">Amount of the proposed transactions</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (Rs.in Lakhs)</td><td>Rs. 5,000.00 Lakhs (Five Thousand Lakhs)</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with</td><td>Yes</td></tr>
</table>

<table>
<tr><td></td><td>the related party during the current financial year would render the proposed transaction a material RPT?</td><td></td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year (Rs.in Lakhs)</td><td>29.62% of the Company’s Annual Turnover for FY 2025-26.</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction).</td><td>Not Applicable</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>55.68% of Kyoto Merchandise Private Limited Annual Consolidated Turnover for FY 2025-26.</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year: (Rs. In Lakhs)</td><td><table><tr><td>Nature of transactions</td><td>F Y 2025-26 (Rs. In Lakhs)</td></tr><tr><td>Turnover</td><td>438.79</td></tr><tr><td>Profit After Tax</td><td>13.20</td></tr><tr><td>Net worth</td><td>6,617.73</td></tr></table></td></tr>
<tr><td>A.5.</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Providing Unsecured Loan to Kyoto Merchandise Private Limited the Promoter Company (On need basis).</td></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td><td>Details of the same are provided in Point No. A (5) (6) below.</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>FY 2027-28</td></tr>
</table>

4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 5000 Lakhs (The funds shall be paid either cumulative or in tranches).
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed transaction involves grant of an unsecured loan by the Company to Kyoto Merchandise Private Limited, a related party of the Company. The proposed loan is being provided as part of the Company's treasury and financial management activities and is intended to facilitate the efficient deployment of the Company's surplus funds. The transaction is expected to provide the Company with a regular stream of interest income at the agreed rate, thereby enabling the Company to earn a return on funds that may otherwise remain unutilized. The proposed loan will be subject to mutually agreed terms and conditions, including the applicable rate of interest, tenure and repayment terms. The terms of the proposed transaction are considered to be fair, reasonable and commercially beneficial to the Company, taking into consideration the prevailing market conditions, the expected return on the funds deployed and the overall financial position of the Company. The transaction is not expected to adversely affect the liquidity or financial position of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	Shri Nandkishore Sarda, Chairman and Managing Director of the Company and Promoter and Smt. Poonam Sarda Whole-time Director and Chief Financial Officer of the Company and their relatives have interest in the transaction.

	a. Name of the Promoter(s) / Director(s) / KMPs	Shri Nandkishore Sarda, Chiarman and Managing Director of the Company and Promoter of the Company and their relatives have interest in the transaction.
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the related party	Shri Nandkishore Sarda, Chiarman and Managing Director of the Company along with his relatives and group company holds 100% shares in Kyoto Merchandise Private Limited.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9.	Other information relevant for decision making.	Not applicable
B.	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**	
B.1.	**Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary**	
1.	Source of funds in connection with the proposed transaction.	The proposed loan will be funded out of the Company's internal accruals & surplus funds.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	No
	a. Nature of indebtedness	Not applicable
	b. Total cost of borrowing	Not applicable
	c. Tenure	Not applicable
	d. Other details	Not applicable
3.	Material covenants of the proposed transaction	The proposed loan shall be subject to customary terms relating to repayment of principal, payment of interest, tenure, permitted use/end-use of funds, events of default and other terms as may be mutually agreed between the parties. The loan shall be unsecured.
4.	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years:	

	To any party (other than related party): To related party.	Not Applicable 8.00% p.a.
5.	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	Not Applicable
6.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	9.50% p.a.
7.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	8% p.a.
8.	Maturity / due date	Repayable on demand, subject to the terms of the loan arrangement.
9.	Repayment schedule & terms	The loan shall be repayable on demand by the Company. Interest shall be payable at the agreed rate on the outstanding loan amount.
10.	Whether secured or unsecured?	Unsecured
11.	If secured, the nature of security & security coverage ratio	Not applicable
12.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds will be utilized by Kyoto Merchandise Private Limited for its general corporate purposes and in the ordinary course of its business.
13.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))	NIL
14.	Amount of total borrowings (long-term and short-term) of the related party over the last three financial years (Rs. In Lakhs)	
	FY 2023-2024	3,939.99
	FY 2024-2025	6,121.51

	FY 2025-2026	4,255.68
15.	Interest rate paid on the borrowings by the related party from any party in the last three financial years.	13% p.a.
16.	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	NIL
	FY 2023-2024	Not Applicable
	FY 2024-2025	Not Applicable
	FY 2025-2026	Not Applicable

Shardashree Ispat Limited

The details of transactions as required under Regulation 23 (4) of the Listing Regulations read with Section III-B of the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular") and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 are set forth below:

S.No.	Particulars of the information	Information provided by the Management
A.	**Details of the related party and transactions with the related party**	
A.1.	**Basic details of the related party**	
1.	Name of the related party	M/s. Shardashree Ispat Limited.
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Shardashree Ispat Limited is a group company engaged primarily in the business of manufacturing & processing of Thermo Mechanically Treated (TMT) bars, which are widely used in the construction and infrastructure sectors. Shardashree Ispat Limited is also engaged in undertaking job work and processing activities for reputed steel manufacturers, viz. Tata Steel Limited and Steel Authority of India Limited (SAIL).
A.2.	**Relationship and ownership of the related party**	
1.	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	1. Sharda Ispat Limited, the Company & Shardashree Ispat Limited are companies under Common Control. 2. Shri Nandkishore Sarda, Chairman and Managing Director of the Company is also Managing Director of Shardashree Ispat Limited.

<table>
<tr><td>2.</td><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>1. Direct Shareholding of Sharda Ispat Limited in Shardashree Ispat Limited is NIL.
2. Indirect Shareholding of Sharda Ispat Limited: Shri Nandkishore Sarda, Promoter of the Company along with his relatives holds 46.41% of the paid-up share capital of Shardashree Ispat Limited.</td></tr>
<tr><td>3. .</td><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Not Applicable</td></tr>
<tr><td>4.</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).
Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control (as defined under SEBI Listing Regulations).
While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td><td>1. Direct Shareholding of Shardashree Ispat Limited in Sharda Ispat Limited is NIL
2. Indirect Shareholding of Shardashree Ispat Limited: Shri Nandkishore Sarda, Managing Director of Shardashree Ispat Limited, together with his relatives and group companies, holds 58.98% of the paid-up share capital of Sharda Ispat Limited in the capacity of the Promoters of the Company.</td></tr>
<tr><td>A.3.</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.

Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>Shardashree Ispat Limited
<table><tr><th>S.No.</th><th>Nature of transactions</th><th>F Y 2025-26 (Rs. In Lakhs)</th></tr><tr><td>1.</td><td>Purchase of Goods</td><td>391.16</td></tr><tr><td>2.</td><td>Sale of Goods</td><td>35.32</td></tr><tr><td>3.</td><td>Unsecured Loan</td><td>525.00</td></tr></table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year up to the quarter immediately preceding</td><td>Shardashree Ispat Limited
<table><tr><th>S.No.</th><th>Nature of transactions</th><th>April 01, 2026 to June 30, 2026 (Rs. In Lakhs)</th></tr><tr><td>1.</td><td>Purchase of</td><td>51.38</td></tr></table></td></tr>
</table>

<table>
<tr><td></td><td>the quarter in which the approval is sought (till the date of approval of the Audit Committee / shareholders).</td><td><table><tr><td></td><td>Goods</td><td></td></tr><tr><td>2.</td><td>Sale of Goods</td><td>NIL</td></tr><tr><td>3.</td><td>Unsecured Loan</td><td>325.00</td></tr></table></td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.</td><td>No</td></tr>
<tr><td>A.4.</td><td colspan="2">Amount of the proposed transactions</td></tr>
<tr><td>1.</td><td>Amount of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.
(Rs.in Lakhs)</td><td>Rs. 4000.00 Lakhs (Four Thousand Lakhs)</td></tr>
<tr><td>2.</td><td>Whether proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for immediately preceding financial year.</td><td>23.70% of the Company's Annual Turnover for FY 2025-26.</td></tr>
<tr><td>4.</td><td>Value of proposed transactions as a percentage of subsidiary's annual standalone turnover for immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction).</td><td>Not Applicable</td></tr>
<tr><td>5.</td><td>Value of proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for immediately preceding financial year, if available.</td><td>37.71% of Shardashree Ispat Limited Annual Consolidated Turnover for FY 2025-26.</td></tr>
</table>

<table>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year: (Rs. In Lakhs)</td><td><table><tr><td>Nature of transactions</td><td>F Y 2025-26 (Rs. In Lakhs)</td></tr><tr><td>Turnover</td><td>10,562.54</td></tr><tr><td>Profit After Tax</td><td>1,606.37</td></tr><tr><td>Net worth</td><td>14,511.50</td></tr></table></td></tr>
<tr><td>A.5.</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.)</td><td>Obtaining Unsecured Loan from Shardashree Ispat Limited the Related Party (On need basis).</td></tr>
<tr><td>2.</td><td>Details of each type of proposed transactions</td><td>Details of the same are provided in Point No. A (5)(6) below.</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>FY 2027-28</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year.
If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>Rs. 4,000 Lakhs (The funds shall be received either cumulative or in tranches).</td></tr>
<tr><td>6.</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td><td><u>Obtaining unsecured loan from the Related Party:</u>

Shardashree Ispat Limited, a related party to Sharda Ispat Limited (SIL), in its capacity as a Group Company, may provide funds on a need basis, in the form of unsecured loans. The funds will be utilized by SIL for various business purposes, including expansion, working capital requirements, and other general corporate needs.
With a repayment period ranging from one to three years from the date of disbursement, SIL shall have the option to prepay the loan, in full or in part, at any time during the tenure, without incurring any prepayment penalty.
The loan will be obtained at an agreed rate of 7.75% as per Section 186 of the Companies Act, 2013.</td></tr>
</table>

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	Shri Nandkishore Sarda, Chairman and Managing Director and Promoter of the Company and Smt. Poonam Sarda Whole-time Director and Chief Financial Officer and Promoter of the Company and their relatives have interest in the transaction.
	a. Name of the Promoter(s) / Director(s) / KMPs	1. Shri Nandkishore Sarda, Chairman and Managing Director and Promoter of the Company. 2. Smt. Poonam Sarda Whole-time Director and Chief Financial Officer Promoter of the Company.
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the related party	1. Shri Nandkishore Sarda, Promoter of the Company holds 5% Equity shares of Shardashree Ispat Limited. 2. Smt. Poonam Sarda Whole-time Director and Chief Financial Officer of the Company holds 1.45% Equity shares of Shardashree Ispat Limited. 3. Shri Nandkishore Sarda, Promoter of the Company along with his relatives holds 46.41% of the paid-up share capital of Shardashree Ispat Limited.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9.	Other information relevant for decision making.	Not applicable
B.	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**	
B.1.	**Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary**	
1.	Material covenants of the proposed transaction	The loan shall be unsecured, with a repayment period ranging from one to three years from the date of disbursement, however, SIL shall have the option to prepay the loan, in full or in part, at any time during the tenure, without incurring any prepayment penalty.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	7.75% p.a.

3.	Cost of borrowing (This shall include all costs associated with the borrowing)	Nil
4.	Maturity / due date	Maturity period ranging from one to three years from the date of disbursement.
5.	Repayment schedule & terms	Same as B (1)(4)
6.	Whether secured or unsecured?	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Working capital requirements
9.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	0.46
	a. Before transaction	0.59
	b. After transaction	0.46
10.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	3.56
	a. Before transaction	5.67
	b. After transaction	3.56