

HEERA ISPAT LIMITED
CIN: L46200GJ1992PLC018101
Registered Office: A 1327 SUN WEST BANK, ASHRAM ROAD,
Ahmedabad, Gujarat, India, 380009

NOTICE is hereby given to the Members of Heera Ispat Limited that 33rd Annual General Meeting of the Members of the Company will be held on Saturday the 12th July, 2025 on 04:00 P.M. at Orient Club, Mahakavi Nhanalal Fly Overbridge, near Gujarat College Road, Ellisbridge, Ahmedabad, Gujarat 380006, to transact the following business.

ORDINARY BUSINESS:

- 1. To Receive, Consider, Approve and Adopt the Audited Financial Statement for the Financial Year 2024-25, i.e., the Audited Balance Sheet as at 31/03/2025, the Profit & Loss Account for the Year ended on that date, the audited cash flow statement for the year ended on that date, and the report of the Auditors and Directors thereon.**
- 2. To Re-Appoint Director Mr. Chirag Dinesh Chandan (DIN 03637913) who retires by rotation and being eligible offers himself for re-appointment.**
- 3. Ratify Appointment of Statutory Auditors and Approval of their remuneration.**

To Consider and if thought fit to pass with or without modification following resolution as an Ordinary Resolution.

RESOLVED THAT Pursuant provisions of Section 139 of the Companies Act 2013 read with Rule, 3,4 & 8 of the Companies (Audit and Auditors) Rules 2014, M/s. Dhrumil A Shah & Co., Chartered Accountants, having ICAI Firm Registration Number 145163W and IT PAN Number DLZPS2978L as per their consent letter dated 31st July 2023, be and are hereby appointed as the Statutory Financial Auditors of the Company for the period of 5 years from 01st April 2023 to 31st March 2028 and to hold the office as such from the date of conclusion of 33rd Annual General Meeting up to the date of conclusion of the 34th Annual General Meeting of the Company at such remuneration and reimbursement of out of pocket expenditure as may be approved by the shareholders in this meeting or the Managing Director in consultation with the Auditors for each financial year separately.

Special Business

- 4. To consider and enhance the borrowing limit of the Company over and above the limit as prescribed under Section 180 (1)(c) of the Companies Act, 2013:**

In this regard 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 Section 179 (3) (d) and Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof and the Articles of Association of the Company, the consent of the Shareholders be and is hereby accord to the Board of Directors of the Company

(hereinafter referred to as “the Board” which expression shall also include a duly constituted Operations Committee or any officer(s) authorized by the Board thereof for exercising the powers conferred on the Board by this resolution and under Section 179 of the Act), is eligible to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company not exceeding Rs. 500 Cr. (Rupees Five Hundred Crores only) on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of the Company, its free reserves and securities premium, (that is to say, reserves not set apart for any specific purpose).”

“RESOLVED FURTHER THAT consent of the Company be and is hereby accorded, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 to the Board be and is hereby authorized and empowered, to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit and generally to do all act(s), deed(s) and thing(s) as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and get registered and deliver on behalf of the Company all documents and forms relating to the above mentioned borrowings and to secure the facilities by creation of an equitable mortgage on the assets of the Company in favour of the Banks / Financial Institutions / NBFC’s / any other body corporate by depositing the title deeds in relation thereto, as collateral security for the credit facility made available to the Company.”

“RESOLVED FURTHER THAT any One of the Director(s) /Chief Executive Officer / Chief Operating Officer and/or Company Secretary of the Company be and are hereby authorized severally, to do all the acts, deeds and things which are necessary to give effect to the above said resolution and if required, to authenticate and file the requisite e-forms with the Registrar of Companies.”

“RESOLVED FURTHER THAT a certified true copy of the above resolution under the signature of any One of the Director(s) /Chief Executive Officer / Chief Operating Officer and/or Company Secretary of the Company be furnished upon request to such persons/parties as may be required in this regard.”

5. Conversion of Unsecured Loans into Equity Shares of the Company on Preferential Basis to other persons not Forming Part of the Promoter & Promoter Group.

To consider and if thought Fit, to pass with or without Modification(s), the Following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(3) read with The Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the relevant provisions of the Memorandum and Articles of Association of the Company the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR Regulations”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeover) Regulations, 2011, as amended from time to time, (“SEBI Takeover Regulations”) and in accordance with listing agreements entered into by the company with the Stock Exchanges where the shares of the Company are listed or proposed to be listed and any other guidelines

and clarifications issued by the Government of India, all applicable circulars, notifications issued by the Securities and Exchange Board of India (“SEBI”), and subject to all necessary approvals, consents, permissions and/or sanctions of the Government of India, any other statutory or regulatory authorities, other applicable laws, applicable rules and regulations framed by Reserve Bank of India under the Foreign Exchange Management Act, 1999, (including any statutory modification or enactment thereof, for the time being in force), the consent of the Shareholders by way of special resolution be and is hereby accorded to the Board of Directors of the Company (the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), for borrowing from time to time, as per the requirement of the Company, any sum or sums of money from the Unsecured Lenders as per Mentioned below in tabular format on such terms and conditions as the Board may deem fit by way of loans convertible into equity shares at the option of Lender, up to an aggregate amount of Rs. 25,00,00,000/- (Rupees Twenty Five Crores only).

SR. NO.	NAME OF INVESTOR	PAN	AMOUNT IN CRORES
1	HIMANSHI JAYRAJSINH JADEJA	BTTPJ7379J	2
2	JADEJA RAJVEER NARENDRASINH	BVJPJ4665B	3
3	GLENSION WEALTH	AAZFG4867G	5
4	HARDIK MARKETING PRIVATE LIMITED	AAACH7247P	2
5	MIDAS FLEXIPACKS PRIVATE LIMITED	AAACH7247P	2
6	MAMTA TRADING PRIVATE LIMITED	AAFDM4982K	2
7	ALEKH ADVISORY PRIVATE LIMITED	AAGCA1141B	2
8	SHAH DIPEN NARESHKUMAR	BGZPS8097K	2
9	KISHABEN DIPEN SHAH	BHTPS6418K	2
10	LIVERPOOL FASHIONS LIMITED	AABCC6708P	3
TOTAL			25

“RESOLVED FURTHER THAT specific Loan Agreements with the terms of conversion of Loans into equity shares shall be executed between the lenders (Directors or Promoter Companies) and the Company governing the terms of conversion.

“RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deeds, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

Date: 14th July, 2025

By Order of the Board of Directors
Of Heera Ispat Limited

Place: Ahmedabad.

(Himanshi J. Jadeja)
Director & CFO
DIN: 06379028

The Register of Members and Share Transfer Books of the Company will remain closed from Friday the 04th July 2025 to Saturday the 12th July 2025 (both days inclusive).

NOTES:

- 1) A Member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote and that a proxy need not be a member of the company.
- 2) Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, Trusts, Mutual Funds, Bankers etc., must be backed by appropriate resolution / authority Letter as applicable, issued on behalf of the nominating organization.
- 3) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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.
- 4) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (LODR) 2015 (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is providing e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. The instructions for e-voting are enclosed herewith.
- 5) Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- 7) The Register of members and share transfer books of the Company shall remain closed from 04/07/2025 TO 12/07/2025 (Both days inclusive) as per the provisions of the Companies Act, 2013 and the Regulation 42 of the SEBI (LODR) 2015.
- 8) Members desiring any information on accounts are requested to write to the company 7 days before the meeting to enable the management to keep the information ready.
- 9) Shareholders holding shares in physical form are requested to advise any change of address immediately to Company's Registrar and Share Transfer Agent, Skyline Financial Services Private

Limited, shareholders holding shares in electronic form must advise to their respective depository participants about change in address and not to company.

- 10) All shareholders are requested to dematerialize their shareholding immediately as the shares are traded compulsorily in demat segment only and as per Ministry of Corporate Affairs directives and notifications w.e.f. 1st April, 2019 the Transfer of Shares by Public Limited Companies and all listed companies are prohibited in physical form.
- 11) All shareholders holding shares in physical form are requested to provide their KYC Documents being IT PAN CARD and AADHAAR CARD of the first and all joint shareholders including the personal E.mail ID of the first Shareholder and his Mobile Number and 1st Holders' Bank Account details in prescribed form ISR-1 to the RTA M/s. Skyline Financial Services Private Limited immediately on or before the 30th September 2023. . As per SEBI Circular all the physical shares for which NO KYC is completed up to the 31st December 2024 shall be Transferred to IEPF Accounts.
- 12) All shareholders holding shares in Dematerialized form but who have not provided their personal e-mail ID and Mobile Number or Bank Account details to their Depository Participants, should immediately furnish the same to their Depository Participants where they are having their Demat Accounts.
- 13) All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10 am to 5.00 pm) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.
- 14) The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2025 is uploaded on the Company's website www.heeraiispatltd.com and also on the website of the Stock Exchange www.bseindia.com and can be accessed by the members or general public.
- 15) Electronic copy of the Annual Report for 2024-25 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2024-25 are being sent in the permitted mode.
- 16) Electronic copy of the Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes by email and permitted mode unless any member has requested for a hard copy of the same.
- 17) The Company has Appointed M/s. J D KHATNANI & ASSOCIATES, Practicing Company Secretaries (ACS-50727- COP 18421) who have their office at 802 Mahalay Complex Near Hotel President

Swastik Cross Road, C.G. Road, Ahmedabad-380009 Gujarat India as Scrutinizers for the purpose of counting, validating and assessing the E-voting process in a fair and transparent manner. They will submit their report on E-Voting and Physical voting at the Venue of the AGM within 2 working days to the Chairman of the Meeting. On receipt of the report, the Chairman shall immediately submit the scrutinizer's report to the Stock Exchange, RTA and CDS.

- 18) The report of the Scrutinizers on E-voting process and the various resolutions passed by shareholders will be available for inspection and viewing by shareholders/ general public on the website of the Company www.heraispatltd.com and also on the website of the stock exchange www.bseindia.com.
- 19) Instructions for e-voting: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (LODR), 2015, the Company is pleased to provide members facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):
- 20) The E-Voting process will start on Wednesday the 09th July 2025 at 09:00 A.M. and will close on Friday the 11th July 2025 at 05:00 P.M. Thereafter the e-voting portal of CDSL being www.evotingindia.com will be closed by the CDSL Management.
- 21) The Process of E-Voting by various category of Shareholders on the E-voting portal www.evotingindia.com of Central Depository Services of India Private Limited is as under:

CDSL e-Voting System – For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of Individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

The voting period begins on Wednesday, 09th July, 2025 at 09:00 A.M. and ends on Friday, 11th July, 2025 at 05:00 P.M. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday of 04th July, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My easi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the E. voting is in progress as per the information provided by company. On clicking the E. voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to

	<p>access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System My easi Tab and then click on registration option.</p> <p>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 E. voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
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 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on “SUBMIT” tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; heeraiapat1992@gmail.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your

respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

INFORMATION ABOUT THE DIRECTORS WHO ARE PROPOSED TO BE APPOINTED/ RE-APPOINTED AT THE 33rd ANNUAL GENERAL MEETING [Pursuant to regulation 36 (3) of the SEBI (LODR) Regulations, 2015] FORMING PART OF THE NOTICE CONVENING THE ANNUAL GENERAL MEETING OF THE COMPANY.

Particulars	Mr. Chirag Dinesh Chandan
Director Identification Number.	03637913
Date of Birth	05/01/1990
Age.	36 years
Educational Qualification.	B Com
Experience (No. of Years)	25 Years
Date of Appointment as Director in the Company.	01/03/2025
Directorship held in any other Company.	NIL
Member of any Committees of the Directors in the Company.	Nomination and Remuneration Committee
Member of any committees of the Directors in other Companies with names of the Company.	N.A
Member of any Trade Association/ Charitable Organization/ NGOs etc.	N.A

Date: 14th July, 2025

By Order of the Board of Directors
Of Heera Ispat Limited

Place: Ahmedabad.

(Himanshi J. Jadeja)
Director & CFO
DIN: 06379028

ANNEXURE TO NOTICE AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE RESOLUTIONS MENTIONED UNDER THE HEAD SPECIAL BUSINESS.

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

For Item No. 4

In order to carry out the Expansion of New Business and to meet the working Capital requirements, the Board of Directors has given their approval and recommended the same to shareholders to increase the limit upto Rs. 500 Cr. (Five Hundred Crore) as required u/s 180(1)(c) of the Companies Act, 2013 and rules made there under.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate company to borrow money from any Bank(s), Financial Institutions (FIs,) Bodies Corporate or Business Associates or other any person or entity etc., in excess of paid up capital and free reserves of the Company by a sum not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only). for the purposes of business activities of the Company. It would be necessary to take approval of members in the general meeting. The Board has further given their approval to increase the limit up to Rs.500 Cr. (Rupees Five Hundred Crore) to mortgage, pledge, charge, hypothecate and/ or create security interest of every nature on moveable or immovable assets and properties of the Company to secure the due payment in respect of borrowings of the Company as required u/s 180(1)(a) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

For Item No. 5

In order to meet the financial requirements of the Company, it is proposed to issue further capital for strengthening the financial position of the Company by making Conversion of Unsecured Loan into Equity which was approved by the Board of Directors on 30th April 2025. The Board has recommended to propose the conversion of Unsecured Loan amount of Directors and their Relatives and from others up to Rs. 25,00,00,000/- (Twenty-Five Crore Rupees only).

Pursuant to the provisions of Section 62 of the Companies Act, 2013 the above proposal requires the approval of the members of the Company by way of Special Resolution.

The Board commends your approval by way Special resolution for allotment of shares on rights basis as required by section 62 of the Companies Act, 2013.

None of the Directors, except Mrs. Himanshi J. Jadeja are interested or concerned in the resolution except to the extent of shares that may be offered to them. The Promoters and Promoter Group members are interested in the resolution to the extent of shares that may be offered to them.

Date: 14th July, 2025

By Order of the Board of Directors
Of Heera Ispat Limited

Place: Ahmedabad.

(Himanshi J. Jadeja)
Director & CFO
DIN: 06379028

MAP ROUTE TO THE AGM VENUE:

