

HEERA ISPAT LIMITED

CIN: L27101GJ1992PLC018101

REGISTERED OFFICE: A 1327 SUN WEST BANK, ASHRAM ROAD, ASHRAM ROAD P.O, AHMEDABAD, GUJARAT, INDIA, 380009

EMAIL ID: heeraispat1992@gmail.com

TEL. NO.: +91 07935848017

08th May 2025

To
The B S E Limited
Listing Compliance Department,
P. J. Towes, Dalal Street, Fort,
Mumbai: 400 001.

Respected Sir,

Sub: Notice of Extra-Ordinary General Meeting of the members of the Company.
Ref: Scrip Code-526967

We are pleased to inform you that Extra Ordinary General Meeting ("EGM") for FY 2025-26, of Heera Ispat Limited ("the Company") is scheduled to be held on Wednesday 28th May, 2025 at 10:00 A.M. (IST) at the A 1327 SUN WEST BANK, ASHRAM ROAD, ASHRAM ROAD P.O, AHMEDABAD, GUJARAT, INDIA, 380009. The Notice of EGM along with the explanatory statement as required under the law is attached herewith.

Please provide an acknowledgement for the same ASAP and do the needful.

Thanking you, we remain,

For Heera Ispat Limited



Himanshi Jadeja
Director & CFO
DIN: 10972928

Encl: Notice of Extra Ordinary General Meeting.

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NOTICE

NOTICE is hereby given that the **Extra-General General Meeting** of the members and shareholders of M/s. Heera Ispat Limited will be held at A 1327 SUN WEST BANK, ASHRAM ROAD, ASHRAM ROAD P.O, AHMEDABAD, GUJARAT, INDIA, 380009 on Wednesday, 28th May, 2025 at 10:00 A.M. (IST), to transact following business.

SPECIAL BUSINESS:

1. Appointment of Mr. Omprakash Mohanlal Dhariwal (Director Identification Number: 00952799) as Managing Director of the Company:

To consider and if thought fit, to pass, the following resolution as Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the company, be and is hereby accorded to Appoint Mr. Omprakash M. Dhariwal (DIN: 00952799) as a Managing Director of the Company, for the period of 5 (five) years from the expiry of his present term of office, i.e. commencing with effect from March 01, 2025 on the terms and conditions including remuneration as set out in the Statement annexed to this Notice, with liberty to the board of directors (hereinafter referred to as “the Board” which term shall include the human resources, nomination and remuneration committee of the board or any other committee of the board formed and assigned to for this purpose) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

Particulars	Details
Salary	Up to ₹ 1,00,000/- per month inclusive of perquisites, allowance, and incentives.
Gratuity	As per applicable rules & regulations
Encashment of Leave	As per applicable rules & regulations
Conveyance Allowance/Reimbursement	At actuals
Medical Allowance	As per applicable rules & regulations

“RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Omprakash M. Dhariwal as a Managing Director, the Company has no profits or its profits are inadequate, he shall be paid within such maximum remuneration as permissible under the provisions of Schedule V of the Companies Act, 2013.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of directors of the company be and is hereby authorized to take all such steps and actions and give such directions as may be in absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors and the Company Secretary of the Company, for the time being and from time-to-time, be and are hereby severally authorized on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns including filing of e-form or such other forms and documents and submitting necessary information as may be required to the stock-exchanges, depositories, the Registrar of Companies, Gujarat and such other authorities as may be required from time to time.”

2. Appointment of Mr. Chirag Dinesh Chandan (Director Identification Number: 03637913) as Whole Time Director of the Company:

To consider and if thought fit, to pass, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 152, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the rules made thereunder including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, read with schedule V to the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (‘Listing Regulations’) and all guidelines and clarifications for managerial remuneration issued by the Ministry of Corporate Affairs from time to time and the Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be necessary, Mr. Chirag Dinesh Chandan (DIN: 03637913), who was appointed as an Additional Director designated as Whole-time Director of the Company with effect from March 01, 2025 and who holds office up to the date of this Extra General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose Mr. Chirag Dinesh Chandan as a candidate for the office of Director, be and is hereby appointed as a Whole-time Director of the Company, for a term of 5 (Five) years, with effect from March 01, 2025 who shall be liable to retire by rotation on the terms and conditions including remuneration and perquisites, as under:

Particulars	Details
Salary	Up to ₹ 1,00,000/- per Month inclusive of perquisites, allowance, and incentives.
Gratuity	As per applicable rules & regulations

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Encashment of Leave	As per applicable rules & regulations
Conveyance Allowance/Reimbursement	At actuals
Medical Allowance	As per applicable rules & regulations

“**FURTHER RESOLVED THAT** in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. Chirag Dinesh Chandan, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013;

“**RESOLVED FURTHER THAT** subject to the overall superintendence, direction and control of the Board of Directors, Mr. Chirag Dinesh Chandan, Whole-time Director, shall be responsible for the management of the affairs of the Company and be accountable to the Board of Directors;

RESOLVED FURTHER THAT the Board of Directors or any Committee of the Board so authorized by it, be and are hereby authorized to alter and vary the terms and conditions of the appointment including the remuneration, as may be agreed between the Board of Directors and Mr. Chirag Dinesh Chandan and/or in such manner and to such extent as may be permitted or authorized in accordance with the provisions under the Act and the rules made thereunder including any statutory modification(s) or re-enactment(s) thereof, for the time being in force;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors and the Company Secretary of the Company, for the time being and from time-to-time, be and are hereby severally authorized on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns including filing of e-form or such other forms and documents and submitting necessary information as may be required to the stock-exchanges, depositories, the Registrar of Companies, Gujarat and such other authorities as may be required from time to time.”

3. Appointment of Mrs. Himanshi Jayrajsinh Jadeja (DIN: 10972928) as an Executive Non-Independent director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149(6) & 152 and all other applicable provisions of Companies Act, 2013 (“Act”) and Article 157 of the Articles of association of the company, Mrs. Himanshi Jayrajsinh Jadeja (DIN: 10972928) who was appointed as an additional director Non-Executive of the company with effect from 01st March 2025 and who holds office up to the date of the Ensuing General Meeting, be and is hereby appointed as a Non- Executive Director of the Company with effect from 01st March 2025 pursuant to the provisions of Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company whose office shall be liable to retire by rotation;

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies, Ahmedabad Gujarat.”

4. To approve the Appointment of Mr. Meet H. Thakkar (DIN: 09358635), as a Non-Promoter, Non-Executive, Independent Director for a period of 5 years of the company and 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 Sections 149,150, 152, 161 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Meet H. Thakkar (DIN: 09358635) who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for Appointment as Director of the Company be and is hereby appointed as Director of the Company in the category of Non-Promoter, Non-Executive Independent Director, to hold office for the first term of five consecutive years with effect from 01st March 2025 and that Mr. Meet Thakkar as an Independent Director shall not be liable to retire by rotation at general meetings”

“**RESOLVED FURTHER THAT** any Director and/or the Company Secretary or the Chief Financial Officer (KMP) of the Company be and is hereby authorized to do all acts, deeds and things including filings of any forms with Registrar of Companies or to give information to stock exchanges, government departments etc and take such of the steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

By order of the Board of Directors
For HEERA ISPAT LIMITED

Date: 30th April 2025
Place: Ahmedabad

HIMANSHI J. JADEJA
Director & CFO
DIN: 10972928

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IMPORTANT NOTES:

1. A Member Entitled to Attend and Vote Is Entitled to Appoint a Proxy to Attend and Vote on A Poll Instead of Himself and The Proxy Need Not Be A Member.
2. Pursuant To the Provisions of Section 105 Of the Companies Act, 2013, A Person Can Act as A Proxy on Behalf of Not More Than Fifty Members and Holding In Aggregate Not More Than Ten Percent Of The Total Share Capital Of The Company. Members Holding More Than Ten Percent of The Total Share Capital of The Company May Appoint A Single Person As Proxy, Who Shall Not Act As A Proxy For Any Other Member. The Instrument Appointing Proxy as Per the Format Should Be Returned to The Registered Office Of The Company Not Less Than Forty eight Hours Before The Commencement Of The Meeting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, if not already voted through remote E-Voting.
5. A route map showing the direction to reach the venue of the Extra Ordinary General Meeting is given at the end of this notice as per the requirement of the Secretarial Standards – 2 on ‘General Meeting’.
6. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company or it’s Registrar & Share Transfer Agents – Cameo Corporate Services Limited
7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder and as a part of ‘Green Initiative in Corporate Governance,’ Companies can serve Notice, Reports, and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their email address so that they can receive the Notice, Report, and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
8. The Notice of EGM and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of EGM and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of EGM and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the EGM.
9. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
10. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
11. Jaykumar Deepakbhai Khatnani Sole proprietor of M/s. J D KHATNANI & ASSOCIATES, Practicing Company Secretary, (Membership No. ACS: 50727 and COP No. 18421, Address: 9TH FLOOR 904 SARAP COMPLEX, B/H GUJARAT VIDHYAPITH, NAVJIVAN PRESS ROAD ASHRAM ROAD, AHMEDABAD-380009 GUJARAT) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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

The remote e-voting period begins on Friday 23rd May, 2025 at 09:00 A.M. and ends on Tuesday 27th May, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 02nd May, 2025 may cast their vote electronically.

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.

- (i) The voting period begins on Friday 23rd May, 2025 at 09:00 A.M. and ends on Tuesday 27th May, 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 02nd May, 2025 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

- (iv) 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
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Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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. 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 or joining virtual meeting & voting during the meeting. 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. 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. 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 with NSDL Depository	<ol style="list-style-type: none"> 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.nsdl.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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. If the user is 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 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 : 1800 22 55 33

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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 : 022-4886 7000 and 022-2499 7000

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

- (v) 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN i.e. _____ for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

As required by Section 102 of the Companies Act, 2013 (the "Act") and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No.1 of the accompanying Notice:

Business No. 1

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has, at its meeting held on February 28, 2025, appointed Shri Omprakash M. Dhariwal, as an Managing Director of the Company, with effect from March 01, 2025, in compliance with Sections 152, 161, 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ('Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and also approved remuneration payable for a period of 3 (Three) years on the terms and conditions as mentioned in the said resolution, subject to the approval

HEERA ISPAT LIMITED
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EMAIL ID: heeraiapat1992@gmail.com
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of the Members of the Company at this General Meeting.

Pursuant to the provisions of the Act and Listing Regulations, Shri Omprakash M. Dhariwal holds office up to the date of this Meeting and is eligible to be appointed as a Managing Director, liable to retire by rotation.

The Company has received a notice from a Member under section 160 of the Act proposing the candidature of Shri Omprakash M. Dhariwal for the office of Managing Director of the Company. The Company has received from Shri Omprakash M. Dhariwal, (i) consent in writing to act as Director in Form DIR-2 pursuant to section 152 of the Act, read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the said Rules, to the effect that he is not disqualified in accordance with section 164(2) of the Act; and (iii) declaration that he is not debarred from holding or continuing the office of director pursuant to any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other such authority.

Under section 197 of the Act, if, in any financial year, a company has no profits or its profits are inadequate, the company shall not pay to its directors, including any managing or Whole-time Director or manager or any other non-executive director, including an Independent Director, by way of remuneration, any sum exclusive of any sitting fees payable to Directors except in accordance with the provisions of Schedule V to the Act. Section II of the said Schedule V, inter alia, provides that where in any financial year during the currency of tenure of a managerial person or other director, a company has no profits or its profits are inadequate, it may, pay remuneration to the managerial person or other Director not exceeding the limits as set out therein, provided that the remuneration in excess of such limits may be paid subject to the approval of the Shareholders.

Hence, in terms of the aforesaid provisions of the Act, the resolution, as set out at Item No. 1 of the Notice, with respect to appointment and the remuneration payable to Shri Omprakash M. Dhariwal, in the form of salary, allowances, perquisites and other benefits, for the period as mentioned therein, is being recommended to be passed by way of a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 1 of this notice except and to the extent of their shareholding in the Company.

Business No. 2

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has, at its meeting held on April 25, 2024, appointed Shri Chirag Dinesh Chandan, as an Whole Time Director of the Company, with effect from March 01, 2025, in compliance with Sections 152, 161, 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ('Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and also approved remuneration payable for a period of 3 (Three) years on the terms and conditions as mentioned in the said resolution, subject to the approval of the Members of the Company at this General Meeting.

Pursuant to the provisions of the Act and Listing Regulations, Shri Chirag Dinesh Chandan holds office up to the date of this Meeting and is eligible to be appointed as a Whole-time Director, liable to retire by rotation.

The Company has received a notice from a Member under section 160 of the Act proposing the candidature of Shri Chirag Dinesh Chandan for the office of Whole-time Director of the Company. The Company has received from Shri Chirag Dinesh Chandan, (i) consent in writing to act as Director in Form DIR-2 pursuant to section 152 of the Act, read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the said Rules, to the effect that he is not disqualified in accordance with section 164(2) of the Act; and (iii) declaration that he is not debarred from holding or continuing the office of director pursuant to any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other such authority.

Under section 197 of the Act, if, in any financial year, a company has no profits or its profits are inadequate, the company shall not pay to its directors, including any managing or Whole-time Director or manager or any other non-executive director, including an Independent Director, by way of remuneration, any sum exclusive of any sitting fees payable to Directors except in accordance with the provisions of Schedule V to the Act. Section II of the said Schedule V, inter alia, provides that where in any financial year during the currency of tenure of a managerial person or other director, a company has no profits or its profits are inadequate, it may, pay remuneration to the managerial person or other Director not exceeding the limits as set out therein, provided that the remuneration in excess of such limits may be paid subject to the approval of the Shareholders.

Hence, in terms of the aforesaid provisions of the Act, the resolution, as set out at Item No. 2 of the Notice, with respect to appointment

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and the remuneration payable to Shri Chirag Dinesh Chandan, in the form of salary, allowances, perquisites and other benefits, for the period as mentioned therein, is being recommended to be passed by way of an Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 2 of this notice except and to the extent of their shareholding in the Company.

BUSINESS 3

The Board of Directors of the company had appointed Mrs. Himanshi J. Jadeja (DIN: 10972928) as an Executive Women Director of the Company with effect from March 01, 2025, pursuant to the provisions of the Section 152 & 149(6) of the Companies Act, 2013 read with the rules framed there under, to hold office up to the date of the Annual General Meeting.

Considering the knowledge and experience of Mrs. Himanshi J. Jadeja, the Board of Directors in consonance with Nomination and Remuneration Committee recommends the appointment of Mrs. Himanshi J. Jadeja as a Executive Women Director of the Company and is now being placed before the Members at the General Meeting for their approval.

The Company has received from Mrs. Himanshi J. Jadeja (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way concerned or interested, financially or otherwise in the special resolution except to the extent of their shareholding in the Company.

BUSINESS 4

The Board of Directors have in order to professionalize and more vibrant as well as to comply with Regulation 17 of SEBI (LODR) 2015 has appointed Mr. Meet Thakkar Independent Director in the category of Non-Promoter, Non-Executive Independent Director in the meeting held on 28th February 2024. As per provisions of section 161 as well as 149 the appointment of Mr. Meet Thakkar as Regular Director and as an Independent Director is subject to further confirmation and approval by shareholders in general meeting by passing special resolution within 90 days from the date of his original appointment.

In view of the above legal provisions, a Special resolution is proposed to be passed at the ensuing General Meeting. Mr. Meet Thakkar is a Commerce Graduate and having wide knowledge of experience in the Field of Import and Export of Business. His experience as an Independent Director will benefit the Company and the board as a whole in professionalizing the administration of the company. It is proposed to Regularize the Appointment of Mr. Meet Thakkar as an Independent director for a period of 5 years w.e.f. 01/03/2025. He shall not subjected to retirement by rotation as per provisions of law.

Brief details as per SEBI (LODR) 2015 requirement is given in a separate annexure for the information of shareholders. Your directors recommend to pass the said resolution with requisite majority.

Except Mr. Meet Thakkar, no other directors or their relatives or KMP or their relatives may be deemed to be concerned or interested in the proposed resolution.

By order of the Board of Directors
For HEERA ISPAT LIMITED

Date: 30th April 2025
Place: Ahmedabad

HIMANSHI J. JADEJA
Director & CFO
DIN: 10972928

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Details of Director seeking re-appointment at the Extra Ordinary General Meeting

[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")]

Name of Director	OM DHARIWAL	PRAKASH CHIRAG DINESH CHANDAN	HIMANSHI JADEJA	MEET THAKKAR
DIN	00952799	03637913	10972928	09358635
Designation	Managing Director	Whole Time Director	Executive Women Director	Independent Director
Date of Birth	January 23, 1966	January 5, 1990	April 09, 1995	March 23, 1997
Date of Appointment	01 st March 2025	01 st March 2025	01 st March 2025	01 st March 2025
Relationship with other Directors Inter se	NA	NA	NA	NA
Disqualifications under the Companies Act section 164(2) or Deactivation of DIN	NA	NA	NA	NA
Any Disciplinary action taken by Stock Exchange/ SEBI or other Regulatory Authority	NA	NA	NA	NA

HEERA ISPAT LIMITED

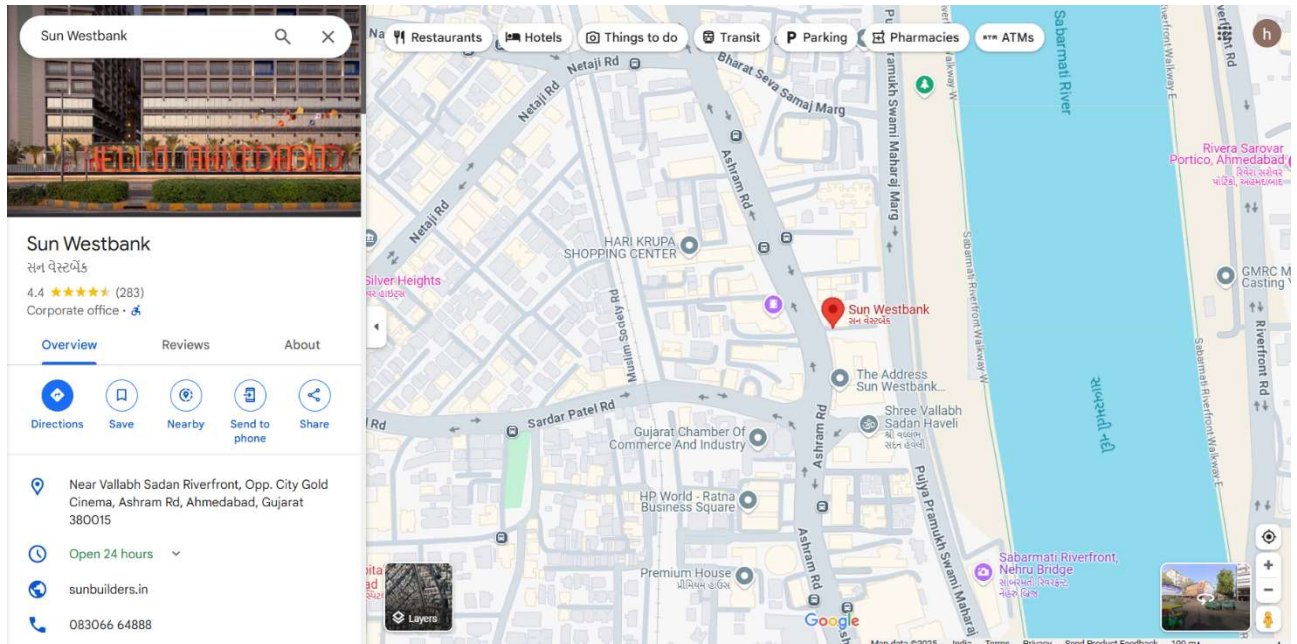
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Map Route to the venue of Extra Ordinary General Meeting:



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01st Extra ordinary General Meeting: May 28, 2025

ATTENDANCE SLIP

Full Name of the Member in Block Letters: _____

Folio No./ DP IN No.:

No. of Shares held:

I, hereby record my presence at the 01st Extraordinary General Meeting of Heera Ispat Limited, held on Wednesday, March 01, 2025 at 10:00 A.M. at A 1327 SUN WEST BANK, ASHRAM ROAD, AHMEDABAD, GUJARAT, INDIA, 380009.

Signature of the Member/Proxyholder

Note: Only Member of the Company or their Proxies will be allowed to attend the Meeting. Please complete this attendance slip and hand it over at the entrance of the meeting hall.

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PROXY FORM
Form No. MGT-11

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

Name of Member(s):

Registered Address:

Email id:

Folio No./DP IN No.

I/We, being the member(s) of _____ Shares of the above-Named Company, hereby appoint

1. Name: _____

Registered Address:

Email id: _____

Signature: _____ or Failing him/her

2. Name: _____

Registered Address:

Email id: _____

Signature: _____ or Failing him/her

3. Name: _____

Registered Address:

Email id: _____

Signature: _____ or Failing him/her

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as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 01st Extraordinary General Meeting of the Company, to be held on Wednesday, May 28, 2025 at 10:00 AM at A 1327 SUN WEST BANK, ASHRAM ROAD, AHMEDABAD, GUJARAT, INDIA, 380009. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Special Business	
1	Appointment of Mr. Omprakash M. Dhariwal as an Managing Director for the Next Five Years.
2	Appointment of Mr. Chirag Dinesh Chandan as an Whole Time Director for the Next Five Years.
3	Appointment of Mrs. Himanshi J. Jadeja as an Executive Women Director of the Company.
4	Appointment of Mr. Meet Thakkar as an Independent Director for the Next Five Years.

Signed thisday of2025.

**AFFIX
RS.1/-
REVENUE
STAMP**

(Signature of Shareholder across the revenue stamp)

[Signature of the proxy holder(s)]