



HEERA ISPAT LIMITED
CIN: L27101GJ1992PLC018101

REGISTERED OFFICE: BLOCK NO B-104 GANESH HOMES NEAR PRAMUKH BUNGLOWS BEHIND SAHAJANANG HOMES CHENPUR ROAD NEW, RANIP, AHMEDABAD, GUJARAT, INDIA, 382470
EMAIL: heeraiapat1992@gmail.com

NOTICE

NOTICE is hereby given that the **Extra-General Meeting** of the members and shareholders of M/s. Heera Ispat Limited will be held at "THE PRESIDENT", Opp- Municipal Market, Off C.G. Road, Navrangpura, Ahmedabad, Gujarat- 380009, India on Tuesday, 11th February, 2025 at 09:30 A.M (IST), to transact following business.

SPECIAL BUSINESS:

- 1. TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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 13, 14 and 61(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and also subject to the relevant provisions of the Articles of Association of the Company, the Authorized Share Capital of the Company be and is hereby increased from existing Rs. 6,00,00,000 (Rupees Six Crore only) divided into 60,00,000 Equity Shares of Rs. 10/- each to Rs. 56,00,00,000/- (Rupees Fifty Six Crore Only) divided into 5,60,00,000 Equity Shares of Rs. 10/- each all ranking Pari passu inter se without any preference or priority of one over the other or others subject however that such new equity shares will be entitled to Pro rata dividend if any declared from the date of their issue and consequential Alteration in the Capital Clause of the Memorandum of Association.

"RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 (iii) thereof by the following new Clause 5 (iii) as under:

"The Share Capital of the Company is 56,00,00,000/- rupees, divided into 5,60,00,000 Equity Shares of Rs. 10/- Each."

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

- 2. ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION 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 provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the approval of Registrar of Companies, Ahmedabad and such other requisite approvals, consents, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities and further pursuant to the approval of Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to alter the Main object clause of the Memorandum of Association of Company by altering Sub Clause 3(A)(1) and Clause 3(A)(2) of the Memorandum of Association of Company as follows:

3(A) To carry on trade, commerce and business of exporters and importers in all types, kinds and classes of articles, goods, commodities, products, items, materials such as minor and major spices, psyllium seeds, psyllium husk, dry fruits, sesame seeds, all kinds of seeds, grain seeds, pulses, vegetable and fruits and bye-products made therefrom and readymade garments and household articles and handicrafts.

To Carry on trading and non-trading activities in all type of commodities both agricultural and non- agricultural. To carry on all or any of the business as exporters, importers buyers, sellers, traders, distributors, packers, job workers, cleaners, agents, brokers, factors, stockists, commission agents and dealers of agro products, spices, packaged food, edible oils, inedible oils, fruits, dry fruits, kernels grains, pulses, flour confectionery, alcohol beverage, spices and tea, coffee sugar and molasses, vegetable products, foods products ayurvedic, unani and allopathic drugs and medicines, engineering goods, machine tools, small tools, metal, alloys, iron, pipe fittings, nuts and bolts, by-cycles and accessories, automobile parts brass parts, steel and stainless steel and iron products, ores and scraps, metallurgical residues, all kind of tobacco products, hemp, seeds, oils and cakes, vanaspati textile fiber and wastes, coir and jute and products thereof, wood and timber, bones crushed and uncrushed, industrial diamonds, coal and charcoal glue gums and resin, ivory, lac, shellac, manures, pulp or wood raga, rubber, tanning, substances,



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wax, quarts, crystal, chemicals and chemical preparations, plastic and linoleum articles, glass and glassware, handicrafts, handloom, toys, diamonds, liquid, gold precious stones, ornaments jewelleryes, pearls, paints instruments, apparatus and appliances, machinery and mill work and parts thereof, paper and stationery sports goods, textile including decorative hand and machine made, readymade garments, carpets, rugs, draggets, artificial silk fabrics, cotton woolen cloth Leather garments and all sorts and of apparels, dressing materials, wigs, belts, belting cinematograph films exposed, gramophone records, rubber, starch, umbrellas, crownrock, batteries, surgical and musical instruments, marble and hard-ware item, traditional calendars and manuscripts, electric and electronic products sanitary ware and fittings, woolen textiles, and natural yarn, hosiery and mixed fabrics, garments, fish products, fodder barn, and to act as export agents, and purchase and sale representatives and to act as export house.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company or a Committee thereof (“the Board”) be and are hereby authorized, in the best interest of the Company, to do all acts, deeds, matters and things including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or Chief Financial Officer or any other officer or employee of the Company as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty or doubt that may arise in this regard, to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient and to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies, Stock Exchange, SEBI or such other Authority arising from or incidental to the said amendment without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

3. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATES AS PER COMPANIES ACT 2013.

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

“RESOLVED THAT pursuant to and in accordance with the provisions of Section 14 of the Companies Act, 2013 (“Act”) and all other applicable provisions, if any, of the Act or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), the new set of Articles of Association of the Company, as available for inspection in the registered office of the Company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

4. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES 2013.

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

“RESOLVED THAT pursuant to and in accordance with the provisions of Section 13 of the Companies Act, 2013 (“Act”) and all other applicable provisions, if any, of the Act or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), the new set of Memorandum of Association of the Company, as available for inspection in the registered office of the Company, be and is hereby approved and adopted as the new set of Memorandum of Association of the Company, in substitution for, and to the exclusion of, the existing Memorandum of Association of the Company.”

“RESOLVED FURTHER THAT Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

**By order of the Board of Directors
For HEERA ISPAT LIMITED**

**Date: 09th January 2025
Place: Ahmedabad**

**DINESH S RAO
Managing Director
DIN: 06379029**



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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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EMAIL: heeraispat1992@gmail.com

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

The remote e-voting period begins on Friday 7th February, 2025 at 09:00 A.M. and ends on Monday 10th February, 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. Monday, 03rd February 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, 07th February 2025 at 09:00 A.M. and ends on Monday, 10th February, 2025 at 05:00 A.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 03rd February, 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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<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<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 Myeasi 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.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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.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. 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 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>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 : 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 : 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	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in



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Bank Details	your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<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. **250118003** 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.
- (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.



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- 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

In order to expand the capital structure of the Company near future if Company finds out the New Business Expansion of the Company and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from Rs. 6,00,00,000/- (Rupees Six Crore only) divided into 60,00,000 (Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 56,00,00,000/- (Rupees Fifty-Six Crore Only) divided into 5,60,00,000 (Five Crore and Sixty lacs only) Equity Shares of Rs. 10/- (Rupees Ten only) each, ranking Pari passu inter se without any preference or priority of one over the other or others subject however that such new equity shares will be entitled to Pro rata dividend if any declared from the date of their issue.

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly. The proposed increase in authorized share capital requires the approval of members of the Company under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association shall be available for inspection by the Members at the Meeting.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Ordinary 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 Ordinary resolution as set out at Item No. 3 of this notice except and to the extent of their shareholding in the Company.

Business No. 2

Your Company is currently engaged in the business of Trading of Iron and Metal related products. However, considering the business expansion strategies and with a view to explore emerging business opportunities, unearthing new synergies of growth and value creation for



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our diverse stakeholders, the Company proposes to enter and undertake business of Agro commodities business as mentioned Above.

All the above proposed businesses have good potential & bright prospects for the Company. The above mentioned new opportunities would allow the Company to diversify its operation thereby, scaling up its growth, contributing immensely to the bottom line of the Company, and unlocking shareholder's wealth.

On receipt of approval from the members, the Company shall commence these activities at the appropriate time as the Board deems fit after considering the potential opportunities and other factors to enter the market.

The Companies Act 2013 requires the Company to obtain the approval of members by way of a Special Resolution for the alteration of the Memorandum of Association of the Company in respect of change of object clause.

The Board of Directors, on 18th December 2024, has approved the aforesaid alteration in the Object Clause of the MoA of the Company, subject to the approval of the Members of the Company and thereafter by the respective Registrar of Companies.

A draft copy of the modified Memorandum of Association is available for inspection by the Members of the Company electronically during normal business hours on any working day of the Company, up to the date of the Extra Ordinary General Meeting. Further, the amended copies of the MoA can be made available to the concerned members on demand for the purpose of verification by members.

The Board of Directors recommends the resolution as set out in Item No. 2 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is in any way concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

BUSINESS 3 & 4

The Articles of Association ("AoA") and Memorandum of Association of the Company as presently in force was amended by inserting new clauses and never been replaced since its incorporation in the year 1992. The existing Articles are based on the Companies Act, 1956 and several regulations in the existing AoA & MOA contains references to specific section of the Companies Act, 1956 and some regulations are no longer in conformity with the Act.

The Companies Act, 2013 is now largely in force. On 12th September, 2013 the Ministry of Corporate Affairs ("MCA") had notified 98 sections for implementation and subsequently, on 26th March, 2014 MCA notified most of the remaining sections (barring those provisions which require sanction/confirmation of the National Company Law Tribunal). However, substantive section of the Act which deals with the general working of Companies stand notified.

In order to make the Articles of Association and Memorandum of Association of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof it is proposed to replace the existing Articles of Association of the Company by a new set of Articles and Memorandum. Additionally, certain articles that was included in the existing articles of association of the Company prior to the listing of the Company and which are no longer relevant in the context of a listed company are to be deleted. Accordingly, in lieu of amendments to various articles in the existing Articles of Association, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company. Pursuant to Section 14 & 13 of the Companies Act, 2013 ("Act"), the consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, this matter has been placed before the Shareholders for approval.

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.



HEERA ISPAT LIMITED

CIN: L27101GJ1992PLC018101

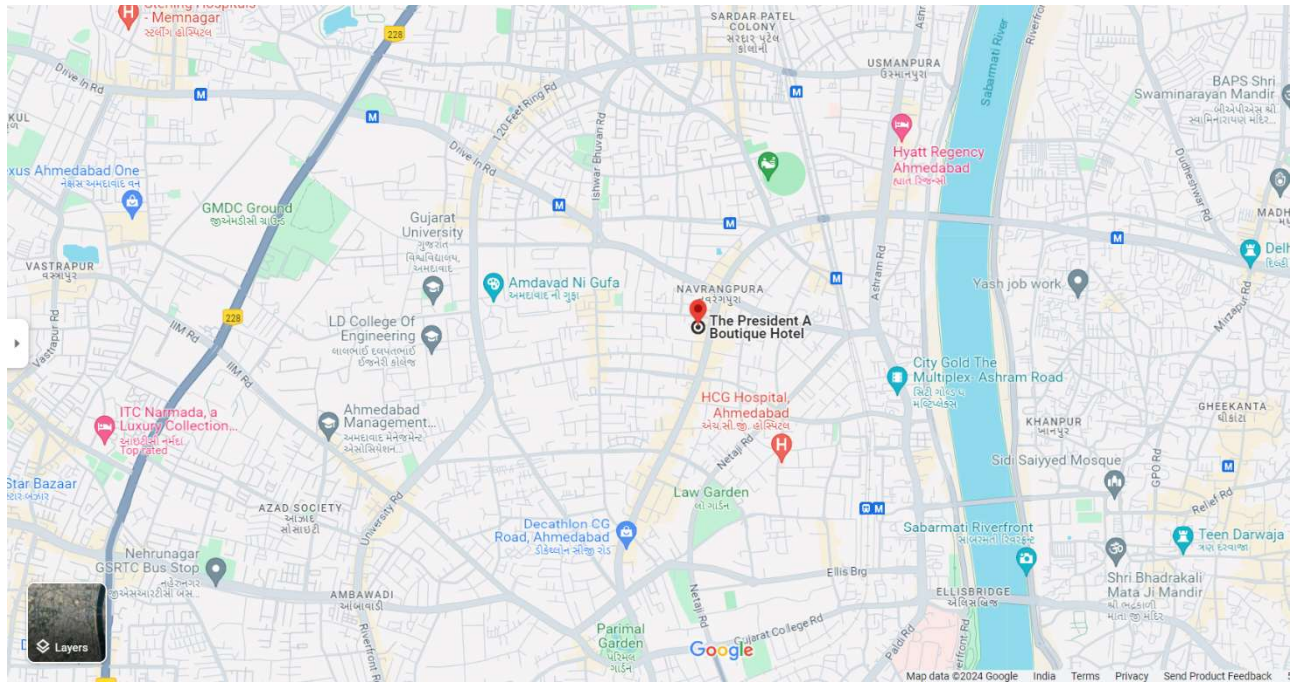
REGISTERED OFFICE: BLOCK NO B-104 GANESH HOMES NEAR PRAMUKH BUNGLOWS BEHIND SAHAJANANG HOMES CHENPUR ROAD NEW, RANIP, AHMEDABAD, GUJARAT, INDIA, 382470
EMAIL: heeraiapat1992@gmail.com

By order of the Board of Directors
For HEERA ISPAT LIMITED

Date: 09th January 2025
Place: Ahmedabad

DINESH S RAO
Managing Director
DIN: 06379029

Map Route to the venue of Extra Ordinary General Meeting:





HEERA ISPAT LIMITED
CIN: L27101GJ1992PLC018101

**REGISTERED OFFICE: BLOCK NO B-104 GANESH HOMES NEAR
PRAMUKH BUNGLOWS BEHIND SAHAJANANG HOMES CHENPUR
ROAD NEW, RANIP, AHMEDABAD, GUJARAT, INDIA, 382470
EMAIL: heeraispat1992@gmail.com**

1st Extra ordinary General Meeting: February 11, 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 Tuesday, February 11, 2025 at 09:30 A.M. at "THE PRESIDENT", Opp- Municipal Market, Off C.G. Road, Navrangpura, Ahmedabad, Gujarat- 380009, India.

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.



HEERA ISPAT LIMITED
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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



HEERA ISPAT LIMITED
CIN: L27101GJ1992PLC018101

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ROAD NEW, RANIP, AHMEDABAD, GUJARAT, INDIA, 382470
EMAIL: heeraispat1992@gmail.com**

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 Tuesday, February 11, 2025 at 09:30 AM at "THE PRESIDENT", Opp- Municipal Market, Off C.G. Road, Navrangpura, Ahmedabad, Gujarat- 380009, India. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Special Business	
1	Increase in Authorized Share Capital of the Company.
2	Alteration of Object Clause of the Company.
3	Adoption of New Set of Article of Association as per Companies Act 2013.
4	Adoption of New Memorandum of Association as per Companies Act 2013.

Signed thisday of2025.

AFFIX
RS.1/-
REVENUE
STAMP

(Signature of Shareholder across the revenue stamp)

[Signature of the proxy holder(s)]