

NOTICE is hereby given to the Members of Heera Ispat Limited that 30<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Sunday the 25<sup>th</sup> September, 2022 at 12.30 P.M. at THE PRESIDENT - A BOUTIQUE HOTEL Opp- Municipal Market, Off C.G. Road, Navrangpura, Ahmedabad, Gujarat- 380009, to transact the following business.

ORDINARY BUSINESS:

1. To Receive, Consider, Approve and Adopt the Audited Financial Statement for the Financial Year 2021-22, i.e. the Audited Balance Sheet as at 31/03/2022, 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. DINESHKUMAR SAMARATAJI RAO (DIN 06379029) who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the Reappointment of M/s. Naresh J Patel & Co., Chartered Accountants, Ahmedabad FRN: 123227W as the Statutory Auditors of the Company for the next financial year 2022-23 and to hold the office as such up to the conclusion of the Next Annual General Meeting and to authorize the Board of Directors to fix their remuneration in their consultation.

SPECIAL BUSINESS:

4. Re-appointment of Mr. Dineshkumar S. Rao (DIN: 06379029) as a Managing Director of the Company:

To consider and if thought fit, to pass the following resolution as a 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 reappoint Mr. Dineshkumar S. Rao (DIN: 06379029) as a Managing Director of the Company, for a further period of 3 (Three) years from the expiry of his present term of office, i.e. commencing with effect from September 15, 2022 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.

**“RESOLVED FURTHER THAT** where in any financial year during the tenure of Mr. Dineshkumar S. Rao as a Managing Director, the Company has no profits or its profits are inadequate, he shall not be paid within any remuneration 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.”

5. Re-appointment of Mr. Prakash N. Shah (DIN: 06376987) as a Whole Time Director of the Company:

To consider and if thought fit, to pass the following resolution as a 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 reappoint Mr. Prakash N. Shah (DIN: 06376987) as an Whole Time Director of the Company, for a further period of 3 (Three) years from the expiry of his present term of office, i.e. commencing with effect from September 15, 2022 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.

**“RESOLVED FURTHER THAT** pursuant to the provisions of section 197 of the Companies Act, 2013 read with schedule V thereto, approval of members of the company be and is hereby accorded to revise the remuneration of Mr. Prakash N. Shah, whole time director of the company and provide the Fix remuneration with effect from September 15, 2022 will be Rs.1,20,000/- Per annum

**“RESOLVED FURTHER THAT** where in any financial year during the tenure of Mr. Prakash N. Shah as a Whole Time 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.”

DATE: 12<sup>th</sup> August, 2022  
PLACE: Ahmedabad

BY ORDER OF THE BOARD OF DIRECTOR OF  
HEERA ISPAT LIMITED

SD/-  
(DINESHKUMAR S. RAO)  
MANAGING DIRECTOR  
DIN:06379029

**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, etc., must be backed by appropriate resolution / authority 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 Saturday, 17/09/2022 TO Sunday, 25/09/2022 (Both days inclusive) as per the provisions of the Companies Act, 2013 and the Regulations 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. 1<sup>st</sup> 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 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 to the RTA M/s. Skyline Financial Services Private Limited immediately.

- 12) All shareholders holding shares in Dematerialized form but who have not provided their personal e-mail ID and Mobile Number to their Depository Participants, should immediately furnish the same to their Depository Participants where they are having their Demat Accounts.
- 13) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company as well as to RTA.
- 14) 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 Sunday, up to and including the date of the Annual General Meeting of the Company.
- 15) The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2022 is uploaded on the Company's website [www.heeraiapat.com](http://www.heeraiapat.com) and may be accessed by the members.
- 16) Electronic copy of the Annual Report for 2021-22 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 2021-22 are being sent in the permitted mode.
- 17) Electronic copy of the Notice of the 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 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 Notice of the 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 in the permitted mode.
- 18) 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 30<sup>th</sup> 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):

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” i.e. “HEERA ISPAT LIMITED” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your UserID:
  - a. For CDSL: 16 digits beneficiaryID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company. (6 Digit Alpha-Numeric)
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> <li>☐ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>☐ In case the folio number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>☐ Please enter the DOB or Dividend Bank Details in order to login. If the details are</li> </ul>

not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **EVSN** for the relevant <Company Name> i.e. **HEERA ISPAT LIMITED**, on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details, they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from sr. no. (i) to sr. no. (xvii) Above to cast vote.

General Instructions:

The voting period begins on 22<sup>nd</sup> September, 2022 at 09.00 a.m. and ends on 24<sup>th</sup> September, 2022 at 5.00 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 of (record date) of 16<sup>th</sup> September 2022, may cast their vote Electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The EVSN number for E-voting generated on the website [www.evotingindia.com](http://www.evotingindia.com).

- a. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - b. Mr. Kamlesh M. Shah, Practicing Company Secretary, (Membership No. A8356 and COP No. 2072) (Address: 801-A, Mahalay Complex, Opp: Hotel President, B/h. Fairdeal House, Swastik Cross Roads, Navrangpura, Ahmedabad: 380 009, Gujarat, India, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - c. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- (xviii) The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.heeraiapat.com](http://www.heeraiapat.com) and on the website of CDSL within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

**Pursuant to Section 102 of the Companies Act, 2013 (including additional information on director(s) recommended for appointment / re-appointment as required under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under the Secretarial Standard on General Meetings)**

**In Respect of Item No. 4 & 5:**

Mr. Dineshkumar S. Rao and Mr. Prakash N. Shah, directors of the company were appointed / designated as an Managing Director and Whole Time Director respectively by the board of directors of the company at its meeting which was further approved and by shareholders of the company at their general meeting. The said tenure of five years expires on September 14, 2022. The board of directors of the company has at its meeting held on Friday, August 12, 2022, pursuant to the recommendation of nomination and remuneration committee proposed to put before the shareholders in general meeting, agenda(s) to re-appoint them at their respective post(s).

Thus, it is proposed to seek member's approval for the re-appointment of Mr. Dineshkumar S. Rao and Mr. Prakash N. Shah, as a Managing Director and Whole Time Director of the Company respectively, in terms of the Applicable provisions of the Act.

Re-appointment of Mr. Dineshkumar S. Rao is also being proposed in accordance with the provisions of Section 152(6) of the Companies Act, 2013 i.e. appointment of director(s) in place of director(s) retiring by rotation and accordingly being eligible, Mr. Dineshkumar S. Rao offers himself for reappointment. The board recommends the shareholders to approve re-appointment of Mr. Dineshkumar S. Rao as a director of the company in terms of provisions of Section 152(6) of the Companies Act, 2013.

Also, pursuant to the provisions of section 197 of the Companies Act, 2013 read with schedule V thereto, approval of members of the company be and is hereby accorded to revise the remuneration of Mr. Prakash N. Shah, whole time director of the company and provide the Fix remuneration with effect from September 15, 2022 will be Rs.1,20,000/- Per annum.



**INFORMATION ABOUT THE DIRECTORS WHO ARE PROPOSED TO BE APPOINTED/ RE-APPOINTED AT THE 30<sup>th</sup> 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. PRAKASH N. SHAH	Mr. Dineshkumar S. Rao
Director Identification Number.	06376987	06379029
Date of Birth	16/11/1975	02/02/1948
Age.	46 Years	70 Years
Educational Qualification.	B Com	B Com
Experience (No. of Years)	22 Years	35 Years
Business field in which Experience.	Steel Business	Steel Business
Date of Appointment as Director in the Company.	15/09/2012	15/09/2012
Directorship held in any other Company.	NIL	NIL
Member of any Committees of the Directors in the Company.	N.A.	N.A.
Member of any committees of the Directors in other Companies with names of the Company.	N.A.	N.A.
Member of any Trade Association/ Charitable Organization/ NGOs etc.	N.A.	N.A.

**DATE: 12<sup>th</sup> August, 2022**  
**PLACE: Ahmedabad**

**BY ORDER OF THE BOARD OF DIRECTOR OF  
HEERA ISPAT LIMITED**

**SD/-**  
**(DINESHKUMAR S. RAO)**  
**MANAGING DIRECTOR**  
**DIN:06379029**

MAP ROUTE TO THE AGM VENUE:

