

NIRAJ ISPAT INDUSTRIES LIMITED

CIN: L27106DL1985PLC021811

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 40th Annual General Meeting of the Shareholders of Niraj Ispat Industries Limited will be on Monday, 29th September, 2025 at 12:00 P.M. held at its Registered Office of the Company situated at 5140-41/34, F/F Chaudhary Market Gali Peti Wali, Rui Mandi, Sadar Bazar, Delhi-110006 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the standalone Audited Financial Statements of the Company for the Financials Year Ended March 31, 2025 i.e Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss and Cash Flow Statement for the year ended 31st March, 2025 along with the Reports of the Board of Directors and Auditors thereon.

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and the Auditor's thereon placed before this Annual General Meeting, be and are hereby considered and adopted."

2. **Appointment of Ms. Vaishali Chaudhary (DIN: 01719640) as a director, liable to retire by rotation.**

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 152 and other applicable provisions of the Companies Act, 2013, **Ms. Vaishali Chaudhary (DIN:01719640)** a Director, liable to retire by rotation who retires by rotation at this Meeting, and being eligible, offers herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **Regularization of Additional Director, Mr. Vikas Tyagi (DIN- 08468703) by appointing him as a Non-Executive and Independent Director of the Company.**

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

Regd. Office: 5140-41/34, F/F Chaudhary Market Gali Peti Wali, Rui Mandi, Sadar Bazar,
North Delhi-110006

E-Mail ID: nirajispatindustries@gmail.com, Website: www.nirajispat.in

Phone No. 011-23551821, 0120-6526390

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“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Vikas Tyagi (DIN: 08468703), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company on 21st May 2025, be and hereby is appointed and regularized as a Non-Executive and Independent Director, not liable to retire by rotation and to hold office for a term of 5 years w.e.f. 21st May 2025.

RESOLVED FURTHER THAT any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard” .

4. **Regularization of Additional Director, Mr. Manoj Kumar Singhal (DIN- 07652158) by appointing him as a Non-Executive and Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Mr. Manoj Kumar Singhal (DIN- 07652158)**, who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company on 02nd September, 2025, be and hereby is appointed and regularized as a Non-Executive and Independent Director, not liable to retire by rotation and to hold office for a term of 5 years w.e.f. 02nd September, 2025.

RESOLVED FURTHER THAT any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”

5. **Appointment of M/s. V Kumar & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company.**

To consider and approve the appointment of Secretarial Auditors of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

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"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the members be and is hereby accorded for appointment of Mr. Vivek Kumar, Practicing Company Secretary (Membership No.: 8976 and Certificate Of Practice Number-10438), proprietor of M/s V Kumar & Associates, Practicing Company Secretaries, New Delhi, as the Secretarial Auditor of the Company for a period of five (5) consecutive Financial Years 2025-26 to 2029-2030 to conduct Secretarial Audit of the Company on such remuneration as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee from time to time.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to file e-form with Registrar of Companies and do all the acts, deeds and things which are necessary to give effects to this resolution."

6. To Approve the Rectification in designation of Ms. Vaishali Chaudhary(DIN:01719640).

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 the Companies Act, 2013 and the rules made thereunder, and other applicable provisions, if any, subject to the approval of the members of the Company, the Board hereby notes and approves the rectification in the designation of **Ms. Vaishali Chaudhary (DIN: 01719640)**, whose designation was inadvertently recorded as **Independent Director** on the records of the Ministry of Corporate Affairs (MCA), and the same be corrected to **Non-Executive Director and Promoter** of the Company with effect from **29th November, 2001**.

RESOLVED FURTHER THAT except for the correction in designation, all other terms and conditions of appointment of Ms. Vaishali Chaudhary shall remain unchanged.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

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For and on behalf of the Board of Directors
For NIRAJ ISPAT INDUSTRIES LIMITED

Place: New Delhi
Date: 02-09-2025



Manowar Ali
Company Secretary
M.No.: A55140

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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** 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 of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. Brief profile of the Director to be re-appointed including nature of his/her expertise, names of companies in which he/ she holds directorships and committee memberships shareholding in the Company and relationships with other directors, etc., are provided in Annexure of this Notice. In terms of the MCA Circulars, the Notice of the 40th AGM and Annual Report for the financial year 2025, will be available on the website of the Company at www.nirajispat.in, on the website of National Securities Depositories Limited ("NSDL") at www.evoting.nsdl.com.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 19th September, 2025 to 28th September, 2025 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
4. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual 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 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.
6. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company/RTA has stopped accepting any fresh lodgment of

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transfer of shares in physical form Members holding shares in physical form are advised to avail of the facility of dematerialization.

7. The Notice of AGM, Annual Report 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 AGM, Annual Report 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 AGM, Annual Report 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 AGM.

8. Voting through Electronic means:

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 in pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2014, the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

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

The remote e-voting period begins on Friday, 26th September, 2025 at 09:00 A.M. and ends on Sunday, 28th September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for Ide AS 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.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal

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	<p>Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi.2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period
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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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at call at : 022 - 4886 7000 and 022-2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client

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	ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process **for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csvivekkumar@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download

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section of www.evoting.nsdl.com or call at : 022 - 4886 7000 and 022- 2499 7000 or send a request to (Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, SenapatiBapatMarg, Lower Parel, Mumbai - 400 013, at the designated) atevoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- I. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to nirajispatindustries@gmail.com.
- II. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to nirajispatindustries@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- III. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- IV. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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ATTENDANCE SLIP

40th Annual General Meeting

Name of the Shareholder (in Block Letter) :
.....

Regd. Folio No. /DP. Id/ Client Id :
.....

Name of the Proxy (s) (in Block Letter) :
.....

(to be filled in, if a proxy attends instead of a member)

No. of Shares held :
.....

I certify that I am a registered Shareholders/Proxy for the registered shareholder of the Company.

I hereby record my presence at the 40th Annual General Meeting of the company to be held on Monday, 29th September, 2025 at 12:00 P.M. at 5140-41/34, F/F Chaudhary Market Gali Peti Wali, Rui Mandi, Sadar Bazar, Delhi-110006.

.....
.....
Member's/Proxy's Name in BLOCK Letters

Member's/Proxy's Signature

Note:

- (1) Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.
- (2) Member's Signatures should be in accordance with the specimen signatures registered with the Company
- (3) Please bring your copy of the Annual Report for reference at the Meeting

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North Delhi-110006

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Phone No. 011-23551821, 0120-6526390

NIRAJ ISPAT INDUSTRIES LIMITED

CIN: L27106DL1985PLC021811

Form No. MGT-11

Proxy Form

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

CIN: L27106DL1985PLC021811

Name of the Company: NIRAJ ISPAT INDUSTRIES LIMITED

Registered Office: 5140-41/34, F/F Chaudhary Market Gali Peti Wali, Rui Mandi, Sadar Bazar, Delhi-110006.

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No/DPID No. :

Client ID No. :

I/We, being the member(s) of Shares of the above named company, hereby appoint.

1. Name.....,E- mail ID.....

Address
.....
.....

Signature....., or failing him/her

2.Name.....,E- mail ID.....

Address
.....
.....

Signature....., or failing him/her

3. Name.....,E- mail ID.....

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NIRAJ ISPAT INDUSTRIES LIMITED

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Address

.....
.....

Signature.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting of the company, to be held on Monday, 29th September, 2025 at 12:00 PM at 5140-41/34, F/F Chaudhary Market Gali Peti Wali, Rui Mandi, Sadar Bazar, Delhi-110006, and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS:

- 1) Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2025 together with the Reports of the Board of Directors and the Auditors thereon.
- 2) Appointment of Ms. Vaishali Chaudhry (DIN: 01719640) as a Director, liable to retire by rotation.

SPECIAL BUSINESS:

- 3) Regularization of Additional Director, Mr. Vikas Tyagi (Din- 08468703) By Appointing Him as Non- Executive and Independent Director of the Company.
- 4) Regularization of Additional Director, Mr. Manoj Kumar Singhal (Din- 07652158) By Appointing Him as Non- Executive and Independent Director of the Company.
- 5) Appointment of M/s. V Kumar & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company.
- 6) To Approve the Rectification in designation of Ms. Vaishali Chaudhry (DIN: 01719640).

Affix
Revenue
Stamp

Signed this..... day of.....2025

Signature of Shareholder
holder(s)

Signature of Proxy

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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ROUTE MAP



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EXPLANATORY STATEMENT:

Item No. 3

Regularization of Additional Director, Mr. Vikas Tyagi (Din- 08468703) by appointing him as a Non-Executive Independent Director of the Company:

Pursuant to Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and on the recommendation of the **Nomination and Remuneration Committee**, the Board of Directors has approved the appointment of **Mr. Vikas Tyagi (DIN: 08468703)** as an **Additional, Non-Executive, Independent Director** of the Company, not liable to retire by rotation, for a term of **five (5) consecutive years** commencing from **May 21st, 2025**, subject to the approval of the shareholders.

A brief profile of Mr. Vikas Tyagi (DIN: 08468703), including nature of his expertise, is provided below;

Brief profile of the Director:

Mr. Vikas Tyagi is a graduate with experience Consultancy experience across diverse industries and strategic initiative.

The board recommends the said resolution to be passed as Ordinary resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives, in any way concerned or interested, in the said resolution.

Other details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard on General Meetings (SS-2), in respect of the Directors seeking appointment.

Sr. no	Details of the events that needs to be provided	Particulars
1.	Reason for change viz. appointment, resignation, removal, death and otherwise	Board had appointed Mr. Vikas Tyagi (DIN: 08468703) as Additional Director (Non-Executive Director designated as Independent Director) w.e.f., May 21, 2025.
2.	Nature of expertise in specific functional areas;	Consultancy experience across diverse industries and strategic initiative.
3.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed	NIL

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	entities from which the person has resigned in the past three years; and	
4.	Terms of appointment/Cessation	Mr. Vikas Tyagi (DIN: 08468703), who was appointed as an Additional Director (Independent) with effect from May 21, 2025 is proposed to be regularized as an Independent Director of the Company. Upon approval of the shareholders, he will hold office for a term of 5 consecutive years from 21st May, 2025 to 20th May, 2030 not liable to retire by rotation.
5.	Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner.	NIL
6.	Date of Appointment	May 21, 2025
7.	Brief Profile	Mr. Vikas Tyagi with over 14 years of consultancy experience across diverse industries and strategic initiative.
8.	Disclosure of relationships between Director	Mr. Vikas Tyagi is not related to any of the Promoters, Members of the Promoter Group, and Directors of the Company.
9.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	The role of an Independent Director requires expertise in consultancy experience across diverse industries and strategic initiative. With his diverse experience of more than 14 years in Consultancy and strategic initiative, Mr. Vikas Tyagi possesses the necessary skills and professional background to contribute effectively to the Board's deliberations and decision-making process.

Item No. 4

Regularization of Additional Director, Mr. Manoj Kumar Singhal (DIN- 07652158) by appointing him as a Non-Executive Independent Director of the Company:

Pursuant to Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and on the recommendation of the **Nomination and Remuneration Committee**, the Board of Directors has approved the appointment of Mr. Manoj Kumar Singhal (DIN: 07652158) as an **Additional, Non-Executive, Independent Director** of the Company, not liable to retire by

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rotation, for a term of five (5) consecutive years commencing from 2nd September, 2025, subject to the approval of the shareholders.

A brief profile of Mr. Manoj Kumar Singhal (DIN- 07652158), including nature of his expertise, is provided below;

Brief profile of the Director:

Mr. Manoj Kumar Singhal (DIN: 07652158) is an MD/DM (Nephrology) with over 15 years of experience in healthcare, occupational safety, and corporate social responsibility.

The board recommends the said resolution to be passed as Ordinary resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives, in any way concerned or interested, in the said resolution.

Other details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard on General Meetings (SS-2), in respect of the Directors seeking appointment.

Sr. no	Details of the events that needs to be provided	Particulars
1.	Reason for change viz. appointment, resignation, removal, death and otherwise	Board had appointed Mr. Manoj Kumar Singhal (DIN- 07652158) as Additional Director (Non- Executive Director designated as Independent Director) w.e.f 02 nd September, 2025
2.	Nature of expertise in specific functional areas;	15 years of experience in healthcare, occupational safety, and corporate social responsibility.
3.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years; and	NIL
4.	Terms of appointment/Cessation	Mr. Manoj Kumar Singhal (DIN- 07652158), who was appointed as an Additional Director (Independent) with effect from 02 nd September, 2025 is proposed to be regularized as an Independent Director of the Company. Upon approval of the shareholders, he will hold office for a term of 5 consecutive years from 02 nd September, 2025 to 01 st September, 2030 not liable to retire by rotation.

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5.	Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner.	NIL
6.	Date of Appointment	02 nd September, 2025
7.	Brief Profile	Mr. Manoj Kumar Singhal with over 15 years of experience in healthcare, occupational safety, and corporate social responsibility.
8.	Disclosure of relationships between Director	Mr. Manoj Kumar Singhal is not related to any of the Promoters, Members of the Promoter Group, and Directors of the Company.
9.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Dr. Manoj Kumar Singhal, MD/DM (Nephrology), has over 15 years of experience in healthcare, occupational safety, and employee welfare. With his deep medical and clinical expertise, he is well-positioned to provide guidance to the Company on ESG, CSR, and workplace health & safety initiatives. He brings an independent and diverse perspective to the Board, thereby enhancing the quality of deliberations and strengthening decision-making beyond traditional manufacturing and financial expertise.

Item No. 5

To appoint M/s V Kumar & Associates Company Secretaries as Secretarial Auditor for a term of 5 consecutive years.

In terms of Section 204 of the Companies Act, 2013 (as amended) (the "Act"), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a company secretary in practice. Pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, **Mr. Vivek Kumar, Practicing Company Secretary, proprietor of M/s V Kumar & Associates**, for the financial year ended March 31, 2025 and they have submitted their report which is annexed to the Board's Report which is forming part of this Annual Report.

The amendments introduced by the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, notified on December 12, 2024, now require every listed company to appoint or re-appoint secretarial auditor, with the approval of its shareholders in its annual general meeting.

The Board at its meeting held on September 02nd, 2025, based on the recommendations of the

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Audit Committee, have recommended the appointment of **Mr. Vivek Kumar, Practicing Company Secretary, proprietor of M/s V Kumar & Associates**, in terms of Section 204 of the Act and the rules made thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), to conduct the Secretarial Audit of the Company, for a term of 5 (five) consecutive years commencing AGM held in the calendar year 2025 till the AGM to be held in 2030 and submit their reports after the end of each financial year.

Mr. Vivek Kumar, Practicing Company Secretary, proprietor of M/s V Kumar & Associates have consented to the proposed appointment and have confirmed their eligibility and independence for the same. They have further confirmed that their appointment, if made, would be within the limits laid down by or under the authority of the Act. They have also confirmed that they are not disqualified for the proposed appointment under the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company Secretaries Act, 1980 (as amended) and the rules and regulations made thereunder.

The details required to be disclosed under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) are as under:

A. Proposed fees payable to the Secretarial Auditor(s): For each of the financial years 2025-26 to 2029-2030, Rs. 50,000 plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the Secretarial Audit. The fees for services in the nature of certifications and other professional work will be in addition to the Secretarial Audit fee as above. **Mr. Vivek Kumar, Practicing Company Secretary** shall not render any services that are prohibited under the applicable law or as prescribed by ICSI from time to time.

The proposed remuneration is commensurable with the size of the Company and nature of its business. The proposed remuneration is determined based on the recommendations of the Audit Committee which peruses the industry benchmarks in general, profile of the firm, scope of audit and other relevant factors. The remuneration payable to **Mr. Vivek Kumar, Practicing Company Secretary**, may be enhanced by the Board, based on the recommendations of the Audit Committee, payable for the financial year commencing on or after April 1, 2027 as may be mutually agreed with **Mr. Vivek Kumar, Practicing Company Secretary**, after considering the above factors and change in scope of audit on account of applicable law.

B. Terms of appointment: For a term of 5 (five) consecutive years, to carry out Secretarial Audit of the Company for the financial years 2025-26 to 2029-30.

C. In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: Not Applicable.

D. Basis of recommendation for appointment: The Board and the Audit Committee, at their respective meetings held on September 02, 2025, have considered various parameters like audit experience in listed companies, market standing of the firm, clientele served, competence of the audit team, independence, technical knowledge, etc., and found **Mr. Vivek Kumar, Practicing Company Secretary** suitable for this appointment and accordingly, recommend the same.

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E. Credentials of the Secretarial Auditor(s) proposed to be appointed: Mr. Vivek Kumar is a Fellow Member of the Institute of Company Secretaries of India (ICSI) and has over 13 years of extensive experience in the field of corporate compliance, including SEBI regulations, Registrar of Companies (RoC) matters, Reserve Bank of India (RBI) compliance, and other statutory and regulatory requirements. He is the Proprietor of M/s. V Kumar & Associates, a reputed firm of Practicing Company Secretaries. Mr. Vivek Kumar holds a valid certificate issued by the Peer Review Board of ICSI. No Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the Resolution No. 5 as contained in the Notice. Keeping in view the experience, expertise and knowledge, the Board considers that their appointment to conduct Secretarial Audit, would be rationale and of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 5 as an Ordinary Resolution, in relation to Secretarial Audit, for the approval of the Members of the Company.

Item No. 6

To Approve the Rectification in designation of Ms. Vaishali Chaudhry (DIN: 01719640).

The Board of Directors of the Company, at its meeting held on **September 02, 2025** noted that due to an inadvertent error in the Ministry of Corporate Affairs (MCA) records, the designation of **Ms. Vaishali Chaudhary (DIN: 01719640)** has been incorrectly recorded as **Independent Director**.

Ms. Vaishali Chaudhary has been associated with the Company in the capacity of a **Non-Executive Director and Promoter** since **29th November, 2001**. The Company now seeks to rectify this error and update her correct designation in the statutory records and MCA database.

The proposed resolution seeks the approval of the shareholders for the said rectification. It is clarified that there is **no change** in the terms and conditions of her appointment except the correction of designation, and that she continues to act in her original capacity as a Non-Executive Director and Promoter.

The Board recommends the resolution for approval of the shareholders as a **Special Resolution**.

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