

NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRAORDINARY GENERAL MEETING OF THE FINANCIAL YEAR 2026-27 OF THE MEMBERS OF SHARVAYA METALS LIMITED WILL BE HELD ON FRIDAY, NOVEMBER 06, 2026 AT 11:00 AM. THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

Item No. 01: To consider and approve increase in Authorised Share Capital of the Company consequential alteration in capital clause of the Memorandum of Association 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 Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorized Share Capital of Sharvaya Metals Limited ("**Company**") from existing INR 11,10,00,000 (Indian Rupees Eleven Crore Ten Lakhs Only) divided into 1,11,00,000 (One Crore Eleven Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten Only) each to INR 15,00,00,000 (Indian Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten Only) each which shall rank pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the shareholders of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stated the following:

"5/V. The Authorised Share Capital of the Company is INR 15,00,00,000 (Indian Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten Only) each."

RESOLVED FURTHER THAT approval of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) and/or Company Secretary and Compliance Officer of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

Registered Office & Factory Address.: Gat No. 59, 17th KM Stone, Nagar-Kalyan Highway, Village Bhalwani,

Taluka - Parner, District - Ahilyanagar. Pin Code - 414 302. Maharashtra, INDIA.

Email - info@sharvayametals.com, sharvayametals@gmail.com Website - www.sharvayametals.com

Contact - +91- 9175448175

CIN NO. L27310PN2014PLC150937

Item No. 02: To consider and approve offer, issue and allotment of Equity Shares of the Company on Preferential Issue basis:

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

“**RESOLVED THAT** pursuant to (i) the provisions of Sections 23, Section 42, 62 (1) (c), and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rule 13 of the Companies (Share Capital and Debentures) Rule, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [SEBI (ICDR) Regulations, 2018]; (iii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015]; (iv) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [SEBI (SAST) Regulations, 2011]; (v) the provisions of the Foreign Exchange Management Act, 1999 including any amendments, statutory modification(s), variation(s) and/or the rules and regulation framed thereunder, including the Foreign Exchange Management (Non-debt Instruments) Regulations, 2019, as amended, Foreign Exchange Management (Debt Instruments) Rules, 2019, as amended, Foreign Exchange Management (Overseas Investment) Regulations, 2022 read with Foreign Exchange Management (Overseas Investment) Rules, 2022 and amendment thereon, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, as amended, the current Consolidated FDI Policy (effective from October 15, 2020), as amended, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“GoI”) [collectively known as FEMA Regulations], (vi) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), stock exchange where the shares of Sharvaya Metals Limited (“**Company**”) are listed i.e. BSE Limited (“Stock Exchange”) and/or any other statutory / regulatory authority; (vii) the Memorandum and Articles of Association of the Company; (viii) the Share Purchase And Swap Agreement dated October 14, 2026, entered between the Company, Success Electronics Private Limited (“**Success**”) and Success shareholders (herein referred as “**Sellers or Proposed Allottees**”), for acquisition of shares of Success by the Company; (ix) the valuation report of Success dated October 14, 2026 received from RV Bhavin R. Patel, bearing RV Registration No. IBBI/RV/05/2019/11668; and (x) valuation report of the Company dated October 14, 2026, received from CA Shwet Bhanushali, bearing RV Registration No. IBBI/RV/06/2025/15875, the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to create, offer, issue and allot, in one or more tranches, up to 21,00,000 (Twenty-One Lakhs) fully paid-up equity shares of the Company of face value of INR 10/- (Indian Rupees Ten Only) each (“**Swap Shares**”) at INR 144 (Indian Rupees One Hundred Forty-Four Only) per equity share, aggregating to INR 30,24,00,000 (Indian Rupees Thirty Crore Twenty-Four Lakhs Only) (“**Purchase Consideration**”), to Sellers, belonging to the promoter category of the Company, by way of a

preferential issue on a private placement basis, for consideration other than cash, being the swap of shares of the Success, whereby the Company shall acquire from the **Sellers** 2,00,000 (Two Lakhs) Equity Shares of the Success ("**Sale Shares**"), representing 100% of the total paid-up share capital of the Success, on a share swap basis in the ratio of 2:21 (i.e., 21 equity shares of the Company for 2 equity share of Success), as full and final consideration in terms of the Share Purchase And Swap Agreement, and as per the particulars set out below:

Swap of Equity Shares Ratio Table for acquisition of Success:

Sr. No .	Name of the Seller / Category	Swap Ratio	No. of shares of Success to be acquired (Sale Shares)	Face value of shares of Success	Percentage of paid-up capital of Successes acquired (%)	Issue price (Success) per Swap Share (in INR)	Issue price per Share of the Company (in INR)	Pre-Pref Holding in the Company	Equity shares of the Company to be issued on preferential basis (Swap Shares)
1	Mr. Shreyans Ravindra Katariya / Promoter	2:21 (i.e., 21 equity shares of the Company for 2 equity share of Success)	44,050	10	22.02	1,512	144	55,05,663	4,62,525
2	Ms. Ketaki Siddharth Katariya / Public	2:21 (i.e., 21 equity shares of the Company for 2 equity share of Success)	33,550	10	16.78	1,512	144	3,44,612	3,52,275
3	Ms. Sunita Satish Katariya / Public	2:21 (i.e., 21 equity shares of the Company for 2	23,700	10	11.85	1,512	144	1,20,500	2,48,850

		equity share of Success)							
4	Ms. Bharati Ravindra Katariya / Promoter Group	2:21 (i.e., 21 equity shares of the Company for 2 equity share of Success)	33,700	10	16.85	1,512	144	3,57,265	3,53,850
5	Ms. Komal Shrenik Katariya / Public	2:21 (i.e., 21 equity shares of the Company for 2 equity share of Success)	15,000	10	7.50	1,512	144	1,24,700	1,57,500
6	Ms. Shreya Siddharth Katariya / Public	2:21 (i.e., 21 equity shares of the Company for 2 equity share of Success)	20,000	10	10.00	1,512	144	Nil	2,10,000
7	Ms. Anushka Shreyans Katariya / Promoter Group	2:21 (i.e., 21 equity shares of the Company for 2 equity share of Success)	30,000	10	15.00	1,512	144	76,500	3,15,000
	TOTAL		2,00,000		100.00			65,29,240	21,00,000

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the floor price of the Swap Shares to be issued and allotted as above as per ICDR Regulations and other applicable laws is Wednesday, October 7, 2026, being the date 30 (Thirty) days prior to the date of the 1/2026-2027 Extraordinary General Meeting of the Company i.e. on Friday, November 06, 2026.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Swap Shares to the Sellers or Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- (a) The Swap Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- (b) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (c) The Swap Shares shall be allotted by the Company to the Sellers or Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Shareholders’ approval, provided that, where the issue and allotment of the said Swap Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to BSE Limited and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- (d) The Swap Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 and any other applicable law for the time being in force.
- (e) The Swap Shares to be allotted to the Sellers or Proposed Allottees, shall be listed on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- (f) The Swap Shares so offered, issued and allotted to the Sellers or the Proposed Allottees are being issued as Swap of Equity Shares of the Company as fully paid for the Swap Shares to be issued by the Company to the Sellers or the Proposed Allottees pursuant to this resolution.
- (g) The Swap Shares so offered, issued and allotted herein shall not exceed the number of equity shares as approved herein above.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Shareholders of the Company is hereby accorded to record the name and details of the Sellers or Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Sellers or Proposed Allottees, through Letter of Offer/ Private Placement Offer Letter cum Application Letter in Form PAS 4 or such other form as prescribed under the Act and SEBI (ICDR) Regulations, 2018 containing the terms and conditions (“Offer Document”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only

upon receipt of in-principle approval from the Stock Exchange i.e., BSE Limited, and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Swap Shares subject to the provisions of the Act and the SEBI (ICDR) Regulations, 2018 without being required to seek any further consent or approval of the Shareholders.

RESOLVED FURTHER THAT the Board and / or Company Secretary and Compliance Officer be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Swap Shares to be allotted to the Sellers or Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications to the stock exchange for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vii) issue and allotment of the Swap Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Shareholders of the Company, and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board and / or Company Secretary and Compliance Officer be and are hereby severally authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard."

Item No. 3: To consider and approve offer, issue and allotment of convertible warrants of the Company on Preferential Issue basis:

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

"RESOLVED THAT pursuant to (i) the provisions of Sections 23, Section 42, 62 (1) (c), and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rule 13 of the Companies (Share Capital and Debentures) Rule, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014 and other applicable provisions, if any, of

the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [SEBI (ICDR) Regulations, 2018]; (iii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015]; (iv) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [SEBI (SAST) Regulations, 2011]; (v) the provisions of the Foreign Exchange Management Act, 1999 including any amendments, statutory modification(s), variation(s) and/or the rules and regulation framed thereunder, including the Foreign Exchange Management (Non-debt Instruments) Regulations, 2019, as amended, Foreign Exchange Management (Debt Instruments) Rules, 2019, as amended, the current Consolidated FDI Policy (effective from October 15, 2020), as amended, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("GoI") [collectively known as FEMA Regulations], (vi) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), stock exchange where the shares of Sharvaya Metals Limited ("**Company**") are listed i.e. BSE Limited ("Stock Exchange") and/or any other statutory / regulatory authority; (vii) the Memorandum and Articles of Association of the Company; (viii) valuation report of the Company dated October 14, 2026, received from CA Shwet Bhanushali, bearing RV Registration No. IBBI/RV/06/2025/15875, the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to create, offer, issue and allot up to and deliver, in one or more tranches, up to 8,11,000 (Eight Lakhs Eleven Thousand) Fully Convertible Warrants ("**Warrants**") of face value INR 10/- (Indian Rupees Ten Only) each at an issue price of INR 144/- (Indian Rupees One Hundred Forty-Four only) per Warrants, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value INR 10/- (Indian Rupees Ten only) each of the Company ("**Equity Shares**") at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, total aggregating to INR 11,67,84,000/- (Indian Rupees Eleven Crores Sixty-Seven Lakhs Eighty-Four Thousand only) for cash to the proposed allottees as detailed below (herein referred as "**Proposed Warrant Allottees**"), on a preferential basis, in accordance with the SEBI ICDR Regulations and other applicable laws and on such terms and conditions as the Board may deem fit, in its absolute discretion, without requiring any further consent or approval of the Members.

Details of Proposed Warrant Allottees:

Sr. No.	Name of the Proposed Warrant Allottee	Category	Pre-Pref Holding	No of Warrant to be Issued and Allotted
1	Mr. Shreyans Ravindra Katariya	Promoter / Individual	55,05,663	4,88,000
2	Ms. Bharati Ravindra Katariya	Promoter Group / Individual	3,57,265	2,11,000

3	Ms. Anushka Shreyans Katariya	Promoter Group / Individual	76,500	41,000
4	Shreyans Ravindra Katariya HUF	Promoter Group / Individual	2,31,360	41,000
5	Mr. Yashvantbhai Shantilal Tanna	Public / Individual	Nil	30,000

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the issue price of the convertible warrants to be issued and allotted as above as per ICDR Regulations and other applicable laws is Wednesday, October 7, 2026, being the date 30 (Thirty) days prior to the date of the 1/2026-2027 Extraordinary General Meeting of the Company i.e. on Friday, November 06, 2026.

RESOLVED FURTHER THAT the Equity Shares to be allotted to the Proposed Warrant Allottees upon conversion of warrants shall be fully paid up and shall rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws.

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares upon exercise of such Warrants shall be subject to the following terms and conditions, in addition to other terms as may be prescribed under applicable laws:

- (a) An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant. The remaining 75% shall be payable at the time of exercise of the Warrant and allotment of Equity Shares. The amount paid shall be adjusted against the issue price of the resultant Equity Shares.
- (b) Each Warrant shall entitle the holder to apply for and be allotted 1 (One) Equity Share of face value Rs.10/- (Rupees Ten only) at any time within 18 (Eighteen) months from the date of allotment (the "Warrant Exercise Period").
- (c) The Warrants and the Equity Shares allotted upon their conversion shall be subject to lock-in, as specified under the SEBI ICDR Regulations.
- (d) The Warrants shall be allotted in dematerialized form within 15 (Fifteen) days from the date of passing this resolution, provided that if any required regulatory approvals are pending, such allotment shall be made within 15 days from receipt of the last such approval.
- (e) The number of Equity Shares and issue price shall be subject to adjustments, as may be permitted under applicable regulations, in the event of corporate actions like bonus issue, stock split, rights issue, etc.

- (f) The Warrants and the Equity Shares arising on conversion shall not be transferred, hypothecated or encumbered during the lock-in period except as permitted under applicable laws.
- (g) The right to exercise Warrants may be exercised by the holder in one or more tranches within the Warrant Exercise Period by submitting a written notice along with payment of the balance amount. The Company shall allot the corresponding Equity Shares in dematerialized form, without further approval of the Members.
- (h) The Equity Shares issued upon conversion shall rank pari passu in all respects with existing Equity Shares, including dividend and voting rights, and shall be subject to applicable laws and the Articles of Association of the Company.
- (i) In the event the holder fails to exercise the Warrants within the Warrant Exercise Period, the Warrants shall lapse and the 25% upfront amount paid shall stand forfeited by the Company.
- (j) Until conversion, Warrants shall not carry any rights of shareholders of the Company.
- (k) The Warrants shall be subject to adjustment in case of any corporate action during the interim period as per SEBI ICDR Regulations or other applicable laws.
- (l) The Equity Shares arising on conversion shall be listed on the Stock Exchange where the Company's equity shares are listed, subject to necessary regulatory approvals.
- (m) The Proposed Warrant Allottees shall be required to pay an amount equivalent to 25% of the total consideration payable towards the Warrants at the time of subscription and allotment of the Warrants and the balance 75% of the consideration shall be payable by the respective Warrant holder(s) at the time of exercise of the Warrants and allotment of the Equity Shares pursuant thereto, in accordance with the provisions of the SEBI ICDR Regulations and applicable laws.
- (n) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Proposed Warrant Allottees thereof any rights with respect to that of an equity shareholder of the Company.
- (o) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed warrant allottees through a private placement offer cum application letter in the format of Form PAS-4 immediately after the passing of this resolution, with the stipulation that allotment shall be made only upon receipt of in-principle approval from the Stock Exchange.

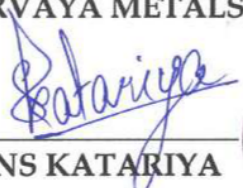
RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required upon exercise of the Warrants by the holders.

RESOLVED FURTHER THAT in accordance with the SEBI ICDR Regulations and applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the Warrants issue, as it may deem fit, and to record the names and details of the proposed warrants allottees in Form PAS-5, and to make an offer to the allottees through Form PAS-4, without requiring any further approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, or expedient, including but not limited to issuing clarifications, settling any doubts or questions, modifying terms, entering into agreements, obtaining listing and trading approvals, appointing intermediaries, and making necessary filings with the Registrar of Companies, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without seeking further approval from the Members.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred under this resolution to any Committee of the Board, Director(s), Company Secretary, or any officer(s) of the Company to do all such acts, deeds, and things as may be necessary to give effect to the foregoing resolutions, including executing documents, appearing before regulatory authorities, and appointing professionals and advisors as may be required."

By order of the Board of Directors
For **SHARVAYA METALS LIMITED,**



SHREYANS KATARIYA
MANAGING DIRECTOR,
DIN: 06787617



DATE: October 14, 2026

PLACE: Ahilyanagar

NOTES

1. Pursuant to the circulars issued by the Ministry of Corporate Affairs ('MCA') vide General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars'), and in compliance with the provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Extra Ordinary General Meeting ('EGM') of the Company is being conducted through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility, without the physical presence of Members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at the EGM is annexed hereto.
3. The Statutory Registers and all other documents referred to in the accompanying Notice shall be open for inspection by the Members at the Registered Office of the Company during 1:00 P.M. to 3:00 P.M. on all working days, except Saturdays, Sundays and public holidays.
4. The Notice of the EGM, together with the instructions for e-voting, are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent ("RTA")/Depository Participant(s)/Depositories. The Notice of the EGM is also available on the Company's website at www.sharvayametals.com, on the website of BSE Limited at www.bseindia.com and on the website of <https://www.bigshareonline.com/InvestorRegistration>, being the agency providing the Remote e-Voting facility.
5. Members who have not registered their e-mail addresses are requested to register/update their e-mail address with their respective Depository Participant(s), in case the shares are held in dematerialised form, or with the RTA, in case the shares are held in physical form, for receiving communications electronically.
6. In case any Member is desirous of obtaining a hard copy of the Notice of the EGM, the Member may send a request to the Company at cs@sharvayametals.com mentioning DP ID and Client ID/Folio No., as applicable.
7. Members are requested to quote their DP-ID and Client ID/Folio No., as applicable, in all correspondence with the Company/RTA.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney and bank details, including name of the bank, branch, bank account number, MICR code and IFSC code, to their respective

Depository Participant(s), in case the shares are held in electronic form, or to the RTA, in case the shares are held in physical form.

9. Members are requested to contact the Registrar and Transfer Agent for any query relating to shares and other enquiries at the following address

Bigshare Services Private Limited

Office No. S6-2, 6th Floor

Pinnacle Business Park, Next to Ahura Centre

Mahakali Caves Road, Andheri (East)

Mumbai – 400093, India

Tel No. +91 22-62638200

Fax No. +91 22-62638299

Website www.bigshareonline.com

E-mail info@bigshareonline.com

10. As this EGM is being held through VC/OAVM, physical attendance of Members has been dispensed with and, pursuant to the MCA Circulars referred above, the facility for appointment of proxies by the Members will not be available for the EGM. Accordingly, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
19. Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate at the EGM and cast their votes through e-voting. Pursuant to Section 113 of the Companies Act, 2013, Body Corporate/Institutional/Corporate Members are required to send a scanned copy in PDF/JPG format of the certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf through e-Voting. The said certified true copy of the Board Resolution should be sent to the Scrutinizer by email at team@dmpps.in, with a copy marked to cs@sharvayametals.com.
20. Members attending the Meeting through VC/OAVM will be counted for the purposes of Quorum under Section 103 of the Act.
21. Members can join the EGM through VC/OAVM mode 30 minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned in this Notice.
22. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of Bigshare Services Pvt Ltd as the authorised agency for conducting the EGM through VC/OAVM facility and for providing electronic voting (“e-voting”) facility to its Members to exercise their votes through remote e-voting and e-voting at the EGM.

23. Any person who becomes a Member of the Company after the dispatch of this Notice and holds shares as on the Cut-off Date may obtain the login ID and password by sending a request at evoting@bigshareonline.com and cs@sharvayametals.com to cast his/her vote. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
24. Shareholders seeking any information or desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send an email mentioning their name, DP ID and Client ID/Folio No. and Mobile No. to the Company at least 7 days before the date of the EGM. The same will be replied to suitably by the Company.
25. Members who would like to express their views or ask questions during the EGM may register themselves as speakers by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio Number, PAN and mobile number to cs@sharvayametals.com before October 30, 2026 (11:00 A.M. IST). Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
26. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
27. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>. The same can also be accessed through the Company's website at www.sharvayametals.com
28. The Board of Directors of the Company has appointed **M/s. DMP & Associates, Practicing Company Secretaries**, as the Scrutinizer to scrutinize the remote e-Voting process before the EGM as well as the e-Voting process during the EGM in a fair and transparent manner.
29. The Chairman shall at the EGM allow voting by use of the remote e-Voting system for all those Members who are present during the EGM through VC/OAVM but have not cast their votes earlier by availing the remote e-Voting facility. The remote e-Voting module during the EGM shall be disabled automatically for voting 30 minutes after the conclusion of the EGM.
30. The Scrutinizer shall, after the conclusion of voting at the EGM, first count the votes cast during the EGM and thereafter unblock the votes cast through remote e-Voting and

shall make, not later than 2 working days from the conclusion of the EGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and shall submit the same to the Chairman/Company Secretary in writing.

31. The results of the e-voting, along with the Scrutinizer's Report, shall be placed on the Company's website at www.sharvayametals.com, immediately after the declaration of the result by the Chairman/Company Secretary or a person authorised by the Chairman in writing. The results shall also be immediately forwarded to the Stock Exchange where the Company's Equity Shares are listed, i.e. BSE Limited, and be made available on its website at www.bseindia.com.
32. Please quote Folio No./DP ID & Client ID for any communication relating to your shareholding.
33. Instructions for e-Voting and joining the EGM is annexured herewith

EXPLANATORY STATEMENT UNDER SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AND THE DISCLOSURE UNDER THE SEBI (ICDR) REGULATIONS, 2018 AND THE SECRETARIAL STANDARD - 2.

Item No. 01: To consider and approve increase in Authorised Share Capital of the Company consequential alteration in capital clause of the Memorandum of Association of the Company:

This is to inform you that:

- (a) The Board of Directors in their meeting held on October 14, 2026, proposed to raise funds by way of issue and allotment of equity shares and warrants of the Company.
- (b) The present Authorized Share Capital of the Company is INR 11,10,00,000 (Indian Rupees Eleven Crore Ten Lakhs Only) divided into 1,11,00,000 (One Crore Eleven Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten Only) each and Issued, Subscribed and Paid-up Share Capital is INR 10,03,00,000 (Indian Rupees Ten Crore Three Lakhs Only) divided into 1,00,30,000 (One Crore Thirty Thousand) Equity Shares of INR 10/- (Indian Rupees Ten Only) each.
- (c) To accommodate the proposed further issue and allotment of equity shares and warrants, it is necessary to increase the Authorised Share Capital of the Company to INR 15,00,00,000 (Indian Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten Only) each.
- (d) Pursuant to the increase in the Authorised Share Capital of the Company, Clause 5/V of the Company's Memorandum of Association ("MoA") has to be amended.
- (e) Therefore, the Board of Directors of the Company in their meeting held on October 14, 2026 recommended to increase the ASC of the Company and amend the Clause V of the Company's MoA.

As per the provisions of the Companies Act, 2013, approval of the shareholders is required for increase in Authorised Share Capital and consequent alteration in the Memorandum of Association of the Company by passing an ordinary resolution. Accordingly, the approval of the shareholders of the Company is sought for the said changes.

The draft of the revised Memorandum of Association reflecting the said change will be available for inspection by the members at the registered office of the company on all working days except Saturday & Sunday (from 9:00 A.M. to 05.30 P.M.) up to the date of closing of e-voting.

The Board recommends the Resolution set forth in Item No. 01 for the approval of the shareholders of the Company by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution no. 01 as set out in this Notice except to the extent of their shareholding, if any.

Item No. 02: To consider and approve offer, issue and allotment of Equity Shares of the Company on Preferential Issue basis:

This is to inform you that, the Board at their meeting held on October 14, 2026, approved, raising of funds by way of other than cash towards acquisition of entities via swap, in below manner:

To create, offer, issue and allot, in one or more tranches, up to 21,00,000 (Twenty-One Lakhs) fully paid-up equity shares of the Company of face value of INR 10/- (Indian Rupees Ten Only) each ("**Swap Shares**") at INR 144 (Indian Rupees One Hundred Forty-Four Only) per equity share, aggregating to INR 30,24,00,000 (Indian Rupees Thirty Crore Twenty-Four Lakhs Only) ("**Purchase Consideration**"), to Sellers, belonging to the promoter category of the Company, by way of a preferential issue on a private placement basis, for consideration other than cash, being the swap of shares of the Success, whereby the Company shall acquire from the **Sellers** 2,00,000 (Two Lakhs) Equity Shares of the Success ("**Sale Shares**"), representing 100% of the total paid-up share capital of the Success, on a share swap basis in the ratio of 2:21 (i.e., 21 equity shares of the Company for 2 equity share of Success), as full and final consideration in terms of the Share Purchase And Swap Agreement, and as per the particulars set out below:

Swap of Equity Shares Ratio Table for acquisition of Success:

Sr. No .	Name of the Seller / Category	Swap Ratio	No. of shares of Success to be acquired (Sale Shares)	Face value of shares of Success	Percentage of paid-up capital of Success acquired (%)	Issue price (Success) per Swap Share (in INR)	Issue price per Share of the Company (in INR)	Pre-Pref Holding in the Company	Equity shares of the Company to be issued on preferential basis (Swap Shares)
1	Mr. Shreyans Ravindra Katariya / Promoter	2:21 (i.e., 21 equity shares of the Company for 2 equity share of Success)	44,050	10	22.02	1,512	144	55,05,663	4,62,525
2	Ms. Ketaki Siddhart Katariya / Public	2:21 (i.e., 21 equity shares of the Company for 2 equity share of Success)	33,550	10	16.78	1,512	144	3,44,612	3,52,275

3	Ms. Sunita Satish Katariya / Public	2:21 (i.e., 21 equity shares of the Company for 2 equity share of Success)	23,700	10	11.85	1,512	144	1,20,500	2,48,850
4	Ms. Bharati Ravindra Katariya / Promoter Group	2:21 (i.e., 21 equity shares of the Company for 2 equity share of Success)	33,700	10	16.85	1,512	144	3,57,265	3,53,850
5	Ms. Komal Shrenik Katariya / Public	2:21 (i.e., 21 equity shares of the Company for 2 equity share of Success)	15,000	10	7.50	1,512	144	1,24,700	1,57,500
6	Ms. Shreya Siddharth Katariya / Public	2:21 (i.e., 21 equity shares of the Company for 2 equity share of Success)	20,000	10	10.00	1,512	144	Nil	2,10,000
7	Ms. Anushka Shreyans Katariya / Promoter Group	2:21 (i.e., 21 equity shares of the Company for 2 equity share of Success)	30,000	10	15.00	1,512	144	76,500	3,15,000
	TOTAL		2,00,000		100.00			65,29,240	21,00,000

The above mentioned offer, issue and allot of Swap Shares is by way of a preferential issue through private placement offer, that the above mentioned Sellers or Proposed Allottees, have agreed to subscribe to the proposed preferential issue and has confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [**SEBI (ICDR) Regulations, 2018**].

The Consent of the Shareholders vide Special Resolution is hereby accorded to Board for the above. In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 13(2)(d) of the Companies (Share Capital and

Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Regulation 163(1) SEBI (ICDR) Regulations, 2018 and the SEBI (LODR) Regulations, 2015, as amended from time to time, and any other applicable rules and regulations, approval of the Shareholders of the Company by way of special resolution is required to issue Swap Shares by way of private placement on a preferential issue basis.

The Information pertaining to the proposed preferential issue in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and the Companies Act, 2013 and Rules made thereunder are set out below:

1) Reason and Rationale for the Acquisition:

The Company has entered into Share Purchase And Swap Agreement with Success and Success shareholders dated October 14, 2026, for acquisition of 2,00,000 (Two Lakhs) equity shares of the Success, representing 100% of the total paid-up equity share capital of the Success, and issue and allot up to 21,00,000 (Twenty-One Lakhs) fully paid-up equity shares of the Company of face value of INR 10/- (Indian Rupees Ten Only) each at INR 144 (Indian Rupees One Hundred Forty-Four Only) per equity share, aggregating to INR 30,24,00,000 (Indian Rupees Thirty Crore Twenty-Four Lakhs Only), to Success shareholders, by way of a preferential issue on a private placement basis, for consideration other than cash, being the swap of equity shares of the Success.

The following are the impact and objects of the proposed acquisition:

REASONS FOR ACQUISITION

The proposed acquisition of 100% equity shareholding of Success Electronics Private Limited ("SEPL") by Sharvaya Metals Limited ("SML" or "the Company") is a strategic initiative aimed at strengthening, diversifying and expanding the Company's manufacturing capabilities in the aluminium high pressure die castings and further into EV component sectors.

Sharvaya Metals Limited has established its presence in aluminium alloy manufacturing, aluminium extrusion, precision machining, die manufacturing and the production of aluminium components for defence, aerospace, electric vehicles and engineering components. The Company has also recently commissioned a state-of-the-art aluminium extrusion facility, further enhancing its capability to manufacture value-added aluminium products.

Success Electronics Private Limited is an established manufacturer of aluminium high-pressure die-cast (HPDC) components, with existing manufacturing facilities comprising 218-tonne and 418-tonne HPDC machines. Importantly, Success Electronics Private Limited is currently engaged in manufacturing and supplying aluminium casting components required for electric vehicles, and other automotive components. It also possesses experience in supplying components to the broader automotive industry

moreover, the company is free from bank debts and as on date there is no bank debt on the company.

The proposed acquisition is strategically significant as both companies are already participating in the automotive manufacturing ecosystem through complementary manufacturing processes. While Sharvaya manufactures precision-machined aluminium extruded components, Success Electronics Private Limited manufactures aluminium die-cast components. Combining these operations is expected to strengthen the group's participation in the automotive and EV supply chain catering wide range of Aluminium component requirement to the entire Automobile industry.

High-pressure die casting is an important manufacturing process for producing complex, dimensionally accurate aluminium components, including motor vehicle housings, mounting brackets, covers and other engineered components. The acquisition will provide Sharvaya with access to this manufacturing capability without having to establish an entirely new HPDC business from the initial stages.

The acquisition is also intended to create a more integrated aluminium manufacturing ecosystem encompassing aluminium alloy manufacturing, billet casting, extrusion, high-pressure die casting, tooling, precision machining and value-added finishing. Such integration is expected to facilitate better utilisation of manufacturing infrastructure, technical resources and engineering expertise across the group.

Further, the acquisition will enable Sharvaya to diversify its product portfolio, expand its presence in higher-value engineered aluminium components and pursue additional business opportunities with existing and prospective automotive customers.

The proposed transaction is therefore aligned with the Company's long-term business strategy of pursuing inorganic growth, enhancing value addition, strengthening its manufacturing capabilities and establishing itself as a diversified aluminium component manufacturing enterprise.

OBJECTS OF ACQUISITION

The principal object of the proposed acquisition is to expand Sharvaya Metals Limited's manufacturing operations by acquiring an established aluminium high-pressure die casting business and integrating its complementary manufacturing capabilities with those of the Company.

The acquisition is intended to achieve the following strategic and operational objectives:

- a) **Strengthening the Electric Vehicle Business:** To consolidate the Company's position in the electric vehicle component manufacturing industry by combining Sharvaya's existing EV battery housing and precision machining operations with Success Electronics established manufacturing and supply of aluminium die-cast components.
- b) **Creation of an Integrated Manufacturing Platform:** To establish a comprehensive aluminium manufacturing ecosystem comprising alloy manufacturing, extrusion, die

casting, die and mould manufacturing, precision machining and finishing operations, thereby enabling the group to offer a wider range of aluminium products and engineered components ready to use on their assembly line.

- c) **Capacity Expansion and Technological Advancement:** To support the proposed installation of a 900-tonne high-pressure die casting machine and an automated critical component focussed powder coating facility at Success Electronics Pvt Ltd. These facilities are expected to enhance production capabilities and enable the development and manufacture of larger, more complex and higher-value aluminium components.
- d) **Diversification of Manufacturing Operations:** To expand the Company's existing aluminium manufacturing activities into high-pressure die casting, thereby broadening its manufacturing capabilities.
- e) **Operational Synergies and Resource Optimisation:** To leverage the existing manufacturing infrastructure, technical expertise, tool room facilities, precision machining capabilities and quality assurance systems of both companies. The proposed integration is expected to create opportunities for improved manufacturing efficiency, production coordination, cost optimisation and better utilisation of available resources.
- f) **Expansion of Customer Base and Product Portfolio:** To utilise the existing customer relationships and manufacturing experience of both companies to pursue additional business opportunities in defence, aviation, automotive, electric vehicles and other engineering sectors, while expanding the range of products offered to existing customers.
- g) **Enhancement of Value Addition:** To increase the Company's participation in the manufacture of finished and precision-engineered aluminium components, thereby creating opportunities for higher value addition beyond the sale of conventional aluminium products.
- h) **Long-Term Growth and Shareholder Value Creation:** To strengthen the Company's competitive positioning, diversify its revenue streams, support sustainable business expansion and create long-term value for shareholders through increased manufacturing capabilities and improved business opportunities. The proposed acquisition forms part of Sharvaya's broader strategy of combining organic capacity expansion with strategic acquisitions of complementary manufacturing businesses.

EXPECTED IMPACT OF ACQUISITION

The proposed acquisition of Success Electronics Private Limited is expected to have a positive strategic and operational impact on Sharvaya Metals Limited by significantly expanding the range of aluminium manufacturing processes and products available within the group.

Upon completion of the acquisition, SEPL is proposed to become a wholly owned subsidiary of Sharvaya Metals Limited. The acquisition will provide the Company with access to an established, revenue-generating aluminium high-pressure die casting

business with existing manufacturing infrastructure, technical expertise and commercial operations, and financial advantage and growth in Revenue, thereby growth in the bottom line of the company.

Impact on Manufacturing Capabilities: The acquisition will complement Sharvaya's existing aluminium alloy manufacturing, extrusion, tooling and precision machining facilities by adding high-pressure die casting capabilities. This will enable the group to manufacture a broader range of aluminium components through different manufacturing processes and create opportunities for integrated production and enhanced value addition.

Impact on Production Capacity and Product Diversification: The proposed installation of a 900-tonne HPDC machine and automated powder coating facility at SEPL is expected to enhance its ability to manufacture larger, more complex and higher-value aluminium components. This expansion may enable the group to enter additional product categories and serve a wider range of customer requirements focusing on domestic as well as exports.

Impact on Financial Performance: Success Electronics is an zero bank debt, existing profitable manufacturing business, having reported revenue of approximately ₹10.36 crore and profit after tax of approximately ₹1.01 crore for FY 2025–26. Following completion of the acquisition, its financial results would be consolidated with those of Sharvaya in accordance with applicable accounting standards. The acquisition is therefore expected to contribute to consolidated revenue and profitability, while providing opportunities for further growth through proposed capacity expansion and manufacturing synergies.

Impact on Operational Efficiency: The combined manufacturing infrastructure is expected to create opportunities for improved utilisation of technical resources, sharing of manufacturing expertise, coordinated procurement, tooling development, precision machining and quality assurance. Such integration may contribute to operating efficiencies and improved manufacturing competitiveness over time.

Impact on Capital Structure: The proposed acquisition is envisaged to be undertaken through a non-cash equity share-swap arrangement, whereby Sharvaya Metals Limited will issue its equity shares as consideration for acquiring the equity shareholding of SEPL. This structure is expected to preserve cash resources for operational requirements and future expansion, although it will result in an increase in equity share capital.

Long-Term Strategic Impact: The acquisition is expected to support Sharvaya's transformation into an integrated and diversified aluminium engineering enterprise, with enhanced exposure to value-added defence, automotive, aerospace, EV, complex engineering components. It is anticipated to strengthen the Company's manufacturing capabilities, broaden its product portfolio, expand business opportunities and support long-term growth.

The actual financial and operational benefits will depend upon successful integration, capacity utilisation, implementation of proposed expansion plans, customer demand and prevailing market conditions.

Overall, the proposed acquisition is expected to be an important step towards strengthening Sharvaya Metals Limited's position as an integrated aluminium manufacturing and precision-engineered component supplier, particularly in the defence, automotive, aerospace, EV, complex engineering components.

- 2) **Particulars of the offer including issue size, date of passing of Board resolution, kind of Securities offered, nominal value, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price:**

The Board of Directors at its meeting held on October 14, 2026 has, subject to the approval of the Shareholders and such other approvals as may be required, approved the offer, issue and allotment of up to 21,00,000 (Twenty-One Lakhs) equity shares of the Company of face value of INR 10 (Indian Rupees Ten Only) each ("**Swap Shares**") at INR 144 (Indian Rupees One Hundred Forty-Four Only) per equity share, aggregating to INR 30,24,00,000 (Indian Rupees Thirty Crore Twenty-Four Lakhs Only) ("**Purchase Consideration**"), to Success equity shareholders (herein referred as **Sellers or Proposed Allottees**"), belonging to the promoter and non-promoter category of the Company, by way of a preferential issue on a private placement basis, for consideration other than cash, being the swap of shares of the Success, whereby the Company shall acquire from the **Sellers or Proposed Allottees** 2,00,000 (Two Lakhs) equity shares of the Success ("**Sale Shares**"), representing 100% of the total paid-up share capital of the Success, on a share swap basis in the ratio of 2:21 (i.e., 21 equity shares of the Company for 2 share of Success).

- 3) **Basis of justification for the price (including premium, if any) at which the offer or invitation is being made and basis of the price at which arrived at along with the report of the registered valuer and pricing as per Regulation 165 of the SEBI (ICDR) Regulations, 2015:**

The equity shares of the Company are listed on BSE Limited, and the equity shares of the Company are frequently traded as per the meaning defined under Regulation 164(1) of the SEBI (ICDR) Regulations, 2018. In case the equity shares are frequently traded on BSE Limited, then the price to be determined based on the criteria as provided under Regulation 164(1) of SEBI (ICDR) Regulations, 2018, i.e., a minimum issue price of the equity shares in preferential issue has to be calculated as under:

- (a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date (INR: 119.66); or
- (b) the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date (INR: 143.92); whichever is higher.

In terms of the provisions of Regulation 164 of ICDR Regulations, the minimum price at which the equity shares may be issued computes to INR 143.92 (Indian Rupees One Hundred Forty-Three and Ninety-Two Paise Only) each.

Further, the method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares / warrants issued on a preferential basis.

The Proposed Preferential Issue results in allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, so the Company needs to obtain a valuation report pursuant to Regulation 166A of SEBI ICDR Regulations, 2018. Accordingly, the Company has obtained a valuation report from an independent registered valuer to determine the price. The price determined through Valuation Report issued by CA Shwet Bhanushali, bearing RV Registration No. IBBI/RV/06/2025/15875, i.e., INR 143.92 per equity share is as provided under the SEBI (ICDR) Regulations, 2015. However, the issue price is INR 144. The valuation report dated October 14, 2026 issued by the Registered Valuer is available on the website of the Company at www.sharvayametals.com.

After considering the above, it was decided to issue these equity shares to be allotted on preferential basis for other than cash to the Sellers or Proposed Allottees at issue price of INR 144 (Indian Rupees One Hundred Forty-Four Only) each.

The value for issue of the Swap Shares to Sellers or Proposed Allottees has been arrived at on the basis of the Success valuation report dated October 14, 2026, issued by RV Bhavin R. Patel, Registered Valuer bearing RV Registration No. IBBI/RV/05/2019/11668), and the swap ratio of 2:21 (i.e., 21 equity shares of the Company for every 2 equity shares of Success) has been derived accordingly.

In terms of Regulation 163(3) of the SEBI ICDR Regulations, the consideration other than cash comprises only a swap of shares pursuant to the valuation report of an independent registered valuer, and the said valuation report shall be submitted to the Stock Exchanges.

4) Name and address of valuer who performed the valuation:

For the Company:

Name: CA Shwet Bhanushali

Address: Office No. 1204, 12th Floor, The Affaires, Sector 18, Sanpada Navi Mumbai-400705

For Success:

Name: RV Bhavin R. Patel

Address: 315, Phoenix Complex, Nr. Suraj Plaza, Sayajigunj, Vadodara - 390 020

5) Amount which the Company intends to raise by way of such securities:

Aggregate amount up to INR 30,24,00,000 (Indian Rupees Thirty Crores Twenty-Four Lakhs Only) by way of issue of Equity Shares on preferential basis for other than cash as mentioned in point 2 above.

6) Material terms for raising such equity shares:

The following are the material terms and conditions, apart from others, as prescribed under applicable laws:

- (a) The Swap Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- (b) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (c) The Swap Shares shall be allotted by the Company to the Sellers or Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Shareholders' approval, provided that, where the issue and allotment of the said Swap Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to BSE Limited and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- (d) The Swap Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 and any other applicable law for the time being in force.
- (e) The Swap Shares to be allotted to the Sellers or Proposed Allottees, shall be listed on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- (f) The Swap Shares so offered, issued and allotted to the Sellers or the Proposed Allottees are being issued as Swap of Equity Shares of the Company as fully paid for the Swap Shares to be issued by the Company to the Sellers or the Proposed Allottees pursuant to this resolution.
- (g) The Swap Shares so offered, issued and allotted herein shall not exceed the number of equity shares as approved herein above.

7) Purposes or objects of offer / preferential issue:

The Preferential Issue is proposed to be undertaken to discharge, in full, the purchase consideration payable by the Company for the acquisition of the Sale Shares of Success, i.e., 2,00,000 equity shares of Success representing 100% of its share capital, by way of a swap of Swap Shares i.e., 21,00,000 equity shares of the Company in terms of the Share Purchase and Swap Agreement dated October 14, 2026. The acquisition will strengthen the Company's position in the EV market which shall provide access to Success expertise, execution capabilities and customer relationships, create operational synergies and create long-term value for shareholders.

8) Monitoring of Utilization of Funds

Since the amount of issue proceeds is less than INR 100 Crore, the appointment of Monitoring Agencies in terms of Regulation 162A of the SEBI (ICDR) Regulations, 2018 is not applicable.

9) Principal terms of Assets charged as securities:

Not Applicable as the Company has proposed to raise funds through issue and allotment of equity shares of the Company.

10) Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the 'Relevant Date', for the purpose of determining the minimum issue price of the equity shares proposed Preferential Issue, which is to be issued and allotted Swap Shares to the Sellers or Proposed Allottees is Wednesday, October 07, 2026 (i.e. being the date, which is 30 days prior to the date of passing of this resolution at the 1/ 2026-2027 Extraordinary General Meeting of the Company which is to be held on Friday, November 06, 2026.

11) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and Valuation for consideration other than cash:

The Preferential Issue is proposed to be undertaken to discharge, in full, the purchase consideration payable by the Company for the acquisition of the Sale Shares of Success, i.e., 2,00,000 equity shares of Success representing 100% of its share capital, by way of a swap of Swap Shares i.e., 21,00,000 equity shares of the Company in terms of the Share Purchase and Swap Agreement dated October 14, 2026. The acquisition will strengthen the Company's position in the EV market which shall provide access to Success expertise, execution capabilities and customer relationships, create operational synergies and create long-term value for shareholders.

For valuation for consideration other than cash and the details of the valuation report, please refer to point no. 3 above.

12) The intent of the promoters, directors or key management personnel or senior management of the issuer to subscribe to the offer:

Promoters, directors, key management personnel and senior management of the Company are subscribing to Swap Shares for Sale Shares of Success to the extent of number of equity shares proposed to be issued, as provided against their names, as detailed in the following table:

Sr. No.	Name of the Seller or Proposed Allottee	Category	Number of Sale Shares of Success	Number of Swap Shares of the Company
1	Mr. Shreyans Ravindra Katariya	Promoter/ Individual	44,050	4,62,525
2	Ms. Ketaki Siddharth Katariya	Public / Individual	33,550	3,52,275
3	Ms. Sunita Satish Katariya	Public / Individual	23,700	2,48,850
4	Ms. Bharati Ravindra Katariya	Promoter/ Individual	33,700	3,53,850
5	Ms. Komal Shrenik Katariya	Public / Individual	15,000	1,57,500
6	Ms. Shreya Siddharth Katariya	Public / Individual	20,000	2,10,000
7	Ms. Anushka Shreyans Katariya	Promoter/ Individual	30,000	3,15,000

Note: Except as stated above, none of the remaining persons / entities in the promoter and promoter group, directors, key management personnel and senior management of the Company intent to subscribe to any of the equity shares in the proposed issue.

- 13) **The Shareholding Pattern of the issuer before and after the Preferential Issue for other than cash will be as under:**

Sr. No.	Category of Shareholder(s)	Pre-Issue		No. of Equity Shares to be allotted	Post-Issue*	
		No. of Equity Shares held	% of share holding		No. of Equity Shares held	% of share holding
(A)	Shareholding of Promoter and Promoter Group					
1	Indian					
(a)	Individuals/ Hindu Undivided Family	61,70,788	61.52	11,31,375	73,02,163	60.21
(b)	Central Government/ State Government(s)	0	0.00	0	0	0.00
(c)	Bodies Corporate	0	0.00	0	0	0.00
(d)	Financial Institutions/ Banks	0	0.00	0	0	0.00
(e)	Any Others (please specify)	0	0.00	0	0	0.00
	Sub Total(a)(1)	61,70,788	61.52	11,31,375	73,02,163	60.21
2	Foreign					
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0.00	0	0	0.00
(b)	Bodies Corporate	0	0.00	0	0	0.00
(c)	Institutions	0	0.00	0	0	0.00
(d)	Any Others (please specify)	0	0.00	0	0	0.00
	Sub Total(A)(2)	0	0.00	0	0	0.00
	Total Shareholding of	61,70,788	61.52	11,31,375	73,02,163	60.21

	Promoter and Promoter Group (A)= (A)(1)+(A)(2)					
(B)	Public shareholding					
1	Institutions (Domestic)					
(a)	Alternate Investment Funds	2,90,400	2.90	0	2,90,400	2.39
	Sub-Total (B)(1)	2,90,400	2.90	0	0	2.39
2	Institutions (Foreign)					
(a)	Foreign Portfolio Investors Category I	1,86,600	1.86	0	1,86,600	1.54
	Sub-Total (B)(2)	1,86,600	1.86	0	1,86,600	1.54
3	Non-institutions					
(a)	Individuals					
I	Individual shareholders holding nominal share capital up to Rs 2 lakh	7,03,200	7.01	0	7,03,200	5.80
II	Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	14,13,012	14.08	9,68,625	23,81,637	19.63
(b)	Non-Resident Indians (NRIs)	4,800	0.05	0	4,800	0.04
(c)	Bodies Corporate	5,41,200	5.40	0	5,41,200	4.46
(d)	Any Others	7,20,000	7.18	0	7,20,000	5.93
(e)	Any Other (Directors and KMP and their relatives)	0	0.00	0	0	0.00
	Sub-Total (B)(3)	33,82,212	33.72	9,68,625	43,50,837	35.86
	Total Public Shareholding (B) =	38,58,212	38.48	21,00,000	48,26,837	39.79

	(B)(1)+(B)(2)+ (B)(3)					
	TOTAL (A)+(B)	1,00,30,000	100.00	21,00,000	1,21,30,000	100.00
C	Shares held by Custodians and against which DRs have been issued	0	0.00	0	0	0.00
	GRAND TOTAL (A)+(B)+(C)	1,00,30,000	100.00	21,00,000	1,21,30,000	100.00

** The post-issue shareholding percentage has been calculated assuming allotment of all Swap Shares.*

14) Proposed time limit within which the allotment shall be completed:

In terms of SEBI (ICDR) Regulations, 2018 the preferential allotment of Swap Shares shall be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock exchange(s) or other concerned authorities.

15) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

No allotment on preferential basis has been made by the Company, during the financial year 2026 – 2027 under review.

16) Lock-in Period:

- Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Sellers or Proposed Allottees shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

17) Holding of shares in demat form, non-disposal of shares by the Sellers or Proposed Allottees and lock-in period of shares:

The entire shareholding of the Sellers or Proposed Allottees in the Company, if any, is held by them in dematerialized form. The Sellers or Proposed Allottees including the promoter and promoter group have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of Equity Shares on preferential basis. The Sellers or Proposed Allottees have Permanent Account Number. The lock-in kindly refers to above point 16.

18) Pending Preferential Issue:

Presently there has been no preferential issue pending or in process except as proposed in this notice.

19) Payment of Consideration:

Since the Swap Shares are offer and issued at other than cash, no consideration shall be received from the Sellers or Proposed Allottees. However, the Swap Shares shall be allotted to Sellers or Proposed Allottees towards acquisition of 100% shareholding of the Success.

20) Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower

None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the disclosure required under Regulation 163(1)(i) is not applicable.

21) The current and proposed status of the sellers or proposed allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No.	Proposed Allottees	Current Status of Proposed Allottees	Post Allotment Status of Proposed Allottees
1	Mr. Shreyans Ravindra Katariya	Promoter/ Individual	Promoter/ Individual
2	Ms. Ketaki Siddharth Katariya	Public / Individual	Public / Individual
3	Ms. Sunita Satish Katariya	Public / Individual	Public / Individual
4	Ms. Bharati Ravindra Katariya	Promoter/ Individual	Promoter/ Individual
5	Ms. Komal Shrenik Katariya	Public / Individual	Public / Individual
6	Ms. Shreya Siddharth Katariya	Public / Individual	Public / Individual
7	Ms. Anushka Shreyans Katariya	Promoter / Individual	Promoter / Individual

22) Practicing Company Secretary's Certificate:

The certificate from DMP & Associates, Practicing Company Secretaries, certifying that the preferential issue of Swap Shares are being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said Preferential Issue. The copy of said certificate is available on the Company's website at www.sharvayametales.com.

23) Dues toward SEBI, Stock Exchange(s) or Depositories:

There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories.

24) The names of the Sellers or Proposed Allottees, percentage of post Preferential Issue capital that may be held by the Sellers or Proposed Allottees and change in control, if any, in the issuer consequent to the Preferential Issue:

Sr. No.	Name of the Seller or Proposed Allottee(s) and Status	Category	Maximum no. of Equity Shares to be Allotted	Pre-issue Holding		Shareholding post allotment of Swap Shares to the Sellers or Proposed Allottees	
				No. of Equity Shares	% of Holdings	No. of Equity Shares	% of Holdings
1	Mr. Shreyans Ravindra Katariya	Promoter / Individual	4,62,525	55,05,663	54.89	59,68,188	49.20
2	Ms. Ketaki Siddharth Katariya	Public / Individual	3,52,275	3,44,612	3.44	6,96,887	5.75
3	Ms. Sunita Satish Katariya	Public / Individual	2,48,850	1,20,500	1.20	3,69,350	3.04
4	Ms. Bharati Ravindra Katariya	Promoter / Individual	3,53,850	3,57,265	3.56	7,11,115	5.86
5	Ms. Komal Shrenik Katariya	Public / Individual	1,57,500	1,24,700	1.24	2,82,200	2.33
6	Ms. Shreya Siddharth Katariya	Public / Individual	2,10,000	0	0.00	2,10,000	1.73
7	Ms. Anushka Shreyans Katariya	Promoter / Individual	3,15,000	76,500	0.76	3,91,500	3.23

25) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

- (a) Mr. Shreyans Ravindra Katariya, being Director and promoters of the Company, will subscribe up to 4,62,525 (Four Lakhs Sixty-Two Thousand Five Hundred Twenty-Five) Equity Shares of face value of INR 10 each at INR 144 per equity share aggregating to INR 6,66,03,600 (Indian Rupees Six Crores Sixty-Six Lakhs Three Thousand Six Hundred Only), for consideration other than cash via swap for acquisition of Sale Shares i.e., 44,050 equity shares of Success in the ratio of 2:21 (i.e., 21 Equity Shares of the Company for 2 Equity Shares of Success). Other than Mr. Shreyans Ravindra Katariya, no other Director are participating in the proposed Preferential Issue.
- (b) Ms. Bharati Ravindra Katariya and Ms. Anushka Shreyans Katariya, being promoter group of the Company, will subscribe up to 6,68,850 (Six Lakhs Sixty-Eight Thousand Eight Hundred Fifty) Equity Shares of face value of INR 10 each at INR 144 per equity share aggregating to INR 9,63,14,400 (Indian Rupees Nine Crores Sixty-Three Lakhs

Fourteen Thousand Four Hundred Only), for consideration other than cash via swap for acquisition of Sale Shares i.e., 63,700 equity shares of Success in the ratio of 2:21 (i.e., 21 Equity Shares of the Company for 2 Equity Shares of Success). Other than Mr. Shreyans Ravindra Katariya, Ms. Bharati Ravindra Katariya and Ms. Anushka Shreyans Katariya, no other Promoter and Promoter Group are participating in the proposed Preferential Issue.

26) Change in control, if any, upon preferential issue:

Consequent to the proposed Preferential Issue of Swap Shares, there shall not be any change in control or change in management of the Company. The Preferential Issue shall not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

27) Proposed time schedule:

The Swap Shares shall be allotted by the Company to the Sellers or Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Shareholders' approval, provided that, where the issue and allotment of the said Swap Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to BSE Limited and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

Further, the allotment of Swap Shares shall be completed on or before Sixty (60) days from the receipt of application money or said approvals for the Swap Shares as per Section 42(6) of the Companies Act, 2013.

28) Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:

The above allotment of Preferential Issue is proposed for Promoter/Promoter Group and Non-Promoter, Public Category. None of the Directors / Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 02 of this Notice except to the extent of their respective subscription in the proposed Preferential Issue as mentioned above. In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Swap Shares to persons belonging to the Promoter/Promoter Group and Non-Promoter Category, respectively is being sought by way of a "Special Resolution" as set out in the said item no. 02 of this Notice.

29) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Sellers or Proposed Allottees:

Sr. No.	Name of the Proposed Allottee(s) and Status	Category	Natural persons who is / are the ultimate beneficial owners	Change in control, if any
1	Mr. Shreyans Ravindra Katariya	Promoter / Individual	*Not Applicable	No
2	Ms. Ketaki Siddharth Katariya	Public / Individual	*Not Applicable	No
3	Ms. Sunita Satish Katariya	Public / Individual	*Not Applicable	No
4	Ms. Bharati Ravindra Katariya	Promoter Group / Individual	*Not Applicable	No
5	Ms. Komal Shrenik Katariya	Public / Individual	*Not Applicable	No
6	Ms. Shreya Siddharth Katariya	Public / Individual	*Not Applicable	No
7	Ms. Anushka Shreyans Katariya	Promoter Group / Individual	*Not Applicable	No

* being individual, the ultimate beneficial owners of the Swap Shares are same persons to whom the equity shares are proposed to be allotted, therefore the providing details of the ultimate beneficial owners is not applicable.

30) Undertakings:

- (a) None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI (ICDR) Regulations, 2018.
- (b) As the equity shares have been listed on a recognized Stock Exchange(s) for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations, 2018 governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- (c) The Company shall re-compute the price of the number of Equity Shares to be allotted in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.
- (d) The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange, where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.
- (e) None of the Proposed Allottees have sold or transferred any Equity Shares of the Company during the 90 (Ninety) Trading Days preceding the Relevant Date.
- (f) None of the persons belonging to Promoter / Promoter Group has previously

subscribed to any warrants of the Company and not failed to exercise the same.

- (g) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed.
- (h) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
- (i) The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

31) Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of its promoters or directors is a wilful defaulter

The Company or any of the Company's promoters or directors have not been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations, 2018. Also, none of the Company's Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations, 2018.

32) Listing:

The Company will make an application to BSE Limited for listing of the Swap Shares to be allotted to the Sellers or Proposed Allottees. Such Swap Shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend, and voting rights.

33) Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.

34) SEBI Takeover Code:

In the present case none of the Sellers or Proposed Allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges, if required.

35) Other disclosures:

- (a) The Authorized Equity Share Capital of the Company is proposed to be increased subject to shareholders approval, in order to permit the Company to further issue equity shares of the Company.
- (b) Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of a special resolution. Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the public on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit. The percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Allotment, expected dilution in equity share capital upon issuance of securities.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Shareholders / Members of the Company as per applicable law.

Except Mr. Shreyans Ravindra Katariya and his relatives, being the related parties with whom the above transactions are proposed to be entered into, are interested/concerned in the resolution, and none of the other Directors or Key Managerial Personnel of the Company, or their relatives, are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018 the Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Shareholder and, therefore approval of the Shareholders for issue and allotment of the said Equity Shares to the Promoter/Non-Promoter being sought by way of a special resolution as set out in the said item no. 02 of this Notice.

Item No. 3: To consider and approve offer, issue and allotment of convertible warrants of the Company on Preferential Issue basis:

This is to inform you that, the Board at their meeting held on October 14, 2026, approved, to create, offer, issue and allot up to and deliver, in one or more tranches, up to 8,11,000 (Eight Lakhs Eleven Thousand) Fully Convertible Warrants ("**Warrants**") of face value INR 10/- (Indian Rupees Ten Only) each at an issue price of INR 144/- (Indian Rupees One Hundred Forty-Four only) per Warrants, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value INR 10/- (Indian Rupees Ten only) each of the Company ("**Equity Shares**") at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, total aggregating to INR 11,67,84,000/- (Indian Rupees Eleven Crores Sixty-Seven Lakhs Eighty-Four Thousand only) for cash to the proposed allottees as detailed below (herein referred as "**Proposed Warrant Allottees**"), on a preferential basis, in accordance with the SEBI ICDR Regulations and other applicable laws and on such terms and conditions as the Board may deem fit, in its absolute discretion, without requiring any further consent or approval of the Members:

Details of Proposed Warrant Allottees:

Sr. No.	Name of the Proposed Warrant Allottee	Category	Pre-Pref Holding	No of Warrant to be Issued and Allotted
1	Mr. Shreyans Ravindra Katariya	Promoter / Individual	55,05,663	4,88,000
2	Ms. Bharati Ravindra Katariya	Promoter Group / Individual	3,57,265	2,11,000
3	Ms. Anushka Shreyans Katariya	Promoter Group / Individual	76,500	41,000
4	Shreyans Ravindra Katariya HUF	Promoter Group / Individual	2,31,360	41,000
5	Mr. Yashvantbhai Shantilal Tanna	Public / Individual	Nil	30,000

The above-mentioned offer, issue and allot of convertible warrants is by way of a preferential issue through private placement offer, and that the above mentioned Proposed Warrant Allottees, have agreed to subscribe to the proposed preferential issue and has confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [**SEBI (ICDR) Regulations, 2018**].

The Consent of the Shareholders vide Special Resolution is hereby accorded to Board for the above. In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Regulation 163(1) SEBI (ICDR) Regulations, 2018 and the SEBI (LODR) Regulations, 2015, as amended from time to time, and any other applicable rules and regulations, approval of the Shareholders of the Company by way of special resolution is required to issue convertible warrants by way of private placement on a preferential issue basis.

The Information pertaining to the proposed preferential issue in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and the Companies Act, 2013 and Rules made thereunder are set out below:

- 1) Particulars of the offer including issue size, date of passing of Board resolution, kind of Securities offered, nominal value, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price:**

The Board of Directors at its meeting held on October 14, 2026 has, subject to the approval of the Shareholders and such other approvals as may be required, approved the offer, issue and allotment of up to 8,11,000 (Eight Lakhs Eleven Thousand Lakhs) convertible warrants of the Company of face value of INR 10 (Indian Rupees Ten Only) each ("**Warrants**") at INR 144 (Indian Rupees One Hundred Forty-Four Only) per Warrant, aggregating to INR 11,67,84,000 (Indian Rupees Eleven Crore Sixty-Seven Lakhs Eighty Four Only)

("Purchase Consideration"), to the **Proposed Warrant Allottees**, belonging to the promoter and non-promoter category of the Company, by way of a preferential issue on a private placement basis, for the cash consideration.

2) Basis of justification for the price (including premium, if any) at which the offer or invitation is being made and basis of the price at which arrived at along with the report of the registered valuer and pricing as per Regulation 165 of the SEBI (ICDR) Regulations, 2015:

The equity shares of the Company are listed on BSE Limited, and the equity shares of the Company are frequently traded as per the meaning defined under Regulation 164(1) of the SEBI (ICDR) Regulations, 2018. In case the equity shares are frequently traded on BSE Limited, then the price to be determined based on the criteria provided under Regulation 164(1) of SEBI (ICDR) Regulations, 2018, i.e., a minimum issue price of the convertible warrants in preferential issue has to be calculated as under:

- (c) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date (INR: 119.66); or
- (d) the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date (INR: 143.92); whichever is higher.

In terms of the provisions of Regulation 164 of ICDR Regulations, the minimum price at which the warrants may be issued computes to INR 143.92 (Indian Rupees One Hundred Forty-Three and Ninety-Two Paise Only) each.

Further, the method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares / warrants issued on a preferential basis.

The Proposed Preferential Issue results in allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, so the Company needs to obtain a valuation report pursuant to Regulation 166A of SEBI ICDR Regulations, 2018. Accordingly, the Company has obtained a valuation report from an independent registered valuer to determine the price. The price determined through Valuation Report issued by CA Shwet Bhanushali, bearing RV Registration No. IBBI/RV/06/2025/15875, i.e., INR 143.92 per equity share is as provided under the SEBI (ICDR) Regulations, 2015. However, the issue price is INR 144. The valuation report dated October 14, 2026 issued by the Registered Valuer is available on the website of the Company at www.sharvayametals.com.

After considering the above, it was decided to issue these convertible warrants to be allotted on preferential basis for cash to the Proposed Warrant Allottees at issue price of INR 144 (Indian Rupees One Hundred Forty-Four Only) each.

3) Name and address of valuer who performed the valuation:

For the Company:

Name: CA Shwet Bhanushali

Address: Office No. 1204, 12th Floor, The Affaires, Sector 18, Sanpada Navi Mumbai-400705

4) Amount which the Company intends to raise by way of such securities:

Aggregate amount up to INR 11,67,84,000 (Indian Rupees Eleven Crores Sixty-Seven Lakhs Eighty-Four Thousand Only) by way of issue of convertible warrants on preferential basis for cash as mentioned in point 1 above.

5) Material terms of raising such Warrants:

The following are the material terms and conditions, apart from others, as prescribed under applicable laws:

- (a) An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant. The remaining 75% shall be payable at the time of exercise of the Warrant and allotment of Equity Shares. The amount paid shall be adjusted against the issue price of the resultant Equity Shares.
- (b) Each Warrant shall entitle the holder to apply for and be allotted 1 (One) Equity Share of face value Rs.10/- (Rupees Ten only) at any time within 18 (Eighteen) months from the date of allotment (the "Warrant Exercise Period").
- (c) The Warrants and the Equity Shares allotted upon their conversion shall be subject to lock-in, as specified under the SEBI ICDR Regulations.
- (d) The Warrants shall be allotted in dematerialized form within 15 (Fifteen) days from the date of passing this resolution, provided that if any required regulatory approvals are pending, such allotment shall be made within 15 days from receipt of the last such approval.
- (e) The number of Equity Shares and issue price shall be subject to adjustments, as may be permitted under applicable regulations, in the event of corporate actions like bonus issue, stock split, rights issue, etc.
- (f) The Warrants and the Equity Shares arising on conversion shall not be transferred, hypothecated or encumbered during the lock-in period except as permitted under applicable laws.
- (g) The right to exercise Warrants may be exercised by the holder in one or more tranches within the Warrant Exercise Period by submitting a written notice along with payment of the balance amount. The Company shall allot the corresponding Equity Shares in dematerialized form, without further approval of the Members.
- (h) The Equity Shares issued upon conversion shall rank pari passu in all respects with existing Equity Shares, including dividend and voting rights, and shall be subject to applicable laws and the Articles of Association of the Company.
- (i) In the event the holder fails to exercise the Warrants within the Warrant Exercise Period, the Warrants shall lapse and the 25% upfront amount paid shall stand forfeited by the Company.
- (j) Until conversion, Warrants shall not carry any rights of shareholders of the Company.

- (k) The Warrants shall be subject to adjustment in case of any corporate action during the interim period as per SEBI ICDR Regulations or other applicable laws.
- (l) The Equity Shares arising on conversion shall be listed on the Stock Exchange where the Company's equity shares are listed, subject to necessary regulatory approvals.
- (m) The Proposed Warrant Allottees shall be required to pay an amount equivalent to 25% of the total consideration payable towards the Warrants at the time of subscription and allotment of the Warrants and the balance 75% of the consideration shall be payable by the respective Warrant holder(s) at the time of exercise of the Warrants and allotment of the Equity Shares pursuant thereto, in accordance with the provisions of the SEBI ICDR Regulations and applicable laws.
- (n) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Proposed Warrant Allottees thereof any rights with respect to that of an equity shareholder of the Company.
- (o) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

6) **Purposes or objects of offer / preferential issue:**

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

Sr. No.	Purpose / Objects of issue proceeds
A	Working Capital: Meeting the working capital requirements for expansion of the Company's business, including inventory, receivables, and other operational expenses.
B	General Corporate Purpose - Up to 25% (Twenty-five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws including SEBI (ICDR) Regulations, 2018.

Note: (a) The amount of issue proceeds to be utilized shall be inter-se decided by the Board at their own discretion; and (b) The requirement stipulated by BSE Circular No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore; and (c) The Proceeds are proposed to be deployed towards the purpose set out above and not proposed to be utilized towards any specific project. Accordingly, the requirement to disclose: (i) the break-up of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project, are not applicable.

Schedule of implementation and deployment of funds

Since present preferential issue is for issue of convertible warrants, as estimated by our management, the entire proceeds received from the issue would be utilized for the all the

above-mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds, within a period of 12 months from receipt of funds. However, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board (which term shall include Preferential Issue Committee of the Board of Directors), subject to compliance with applicable laws. If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board (which term shall include Preferential Issue Committee of the Board of Directors), subject to compliance with applicable laws including SEBI (ICDR) Regulations, 2018 and SEBI (LODR) Regulations, 2015.

7) Monitoring of Utilization of Funds

Since the amount of issue proceeds is less than INR 100 Crore, the appointment of Monitoring Agencies in terms of Regulation 162A of the SEBI (ICDR) Regulations, 2018 is not applicable.

8) Principal terms of Assets charged as securities:

Not Applicable as the Company has proposed to raise funds through issue and allotment of equity shares of the Company.

9) Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the 'Relevant Date', for the purpose of determining the minimum issue price of the convertible warrants for the proposed Preferential Issue, which is to be issued and allotted for cash to the Proposed Warrant Allottees is Wednesday, October 07, 2026 (i.e. being the date, which is 30 days prior to the date of passing of this resolution at the 1/2026-2027 Extraordinary General Meeting of the Company which is to be held on Friday, November 06, 2026).

10) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and Valuation for consideration other than cash:

Not Applicable, because the offer, issue and allotment of convertible warrants to the Proposed Warrant Allottees is on cash.

11) The intent of the promoters, directors or key management personnel or senior management of the issuer to subscribe to the offer:

Promoters, directors, key management personnel and senior management of the Company are subscribing to the issue to the extent of number of convertible warrants proposed to be issued, as provided against their names, as detailed in the following table:

Sr. No.	Name of the Proposed Warrant Allottee	Category	Pre-Pref Holding	No of Warrant to be Issued and Allotted
1	Mr. Shreyans Ravindra Katariya	Promoter / Individual	55,05,663	4,88,000
2	Ms. Bharati Ravindra Katariya	Promoter Group / Individual	3,57,265	2,11,000
3	Ms. Anushka Shreyans Katariya	Promoter Group / Individual	76,500	41,000
4	Shreyans Ravindra Katariya HUF	Promoter Group / Individual	2,31,360	41,000
5	Mr. Yashvantbhai Shantilal Tanna	Public / Individual	Nil	30,000

Note: Except as stated above, none of the remaining persons / entities in the promoter and promoter group, directors, key management personnel and senior management of the Company intent to subscribe to any of the convertible warrants in the proposed issue.

- 12) The Shareholding Pattern of the issuer before and after the Preferential Issue of convertible warrants for cash will be as under:

Warrant Shareholding

Sr. No.	Category of Shareholder(s)	Pre-Issue		No. of Warrants to be allotted	Post-Issue*	
		No. of Warrants held	% of share holding		No. of Warrants held	% of share holding
(A)	Shareholding of Promoter and Promoter Group					
1	Indian					
(a)	Individuals/ Hindu Undivided Family	0	0.00	7,81,000	7,81,000	96.30
(b)	Central Government/ State Government(s)	0	0.00	0	0	0.00
(c)	Bodies Corporate	0	0.00	0	0	0.00
(d)	Financial Institutions/ Banks	0	0.00	0	0	0.00

(e)	Any Others (please specify)	0	0.00	0	0	0.00
	Sub Total(a)(1)	0	0.00	7,81,000	7,81,000	96.30
2	Foreign					
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0.00	0	0	0.00
(b)	Bodies Corporate	0	0.00	0	0	0.00
(c)	Institutions	0	0.00	0	0	0.00
(d)	Any Others (please specify)	0	0.00	0	0	0.00
	Sub Total(A)(2)	0	0.00	0	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	0	0.00	7,81,000	7,81,000	96.30
(B)	Public shareholding					
1	Institutions (Domestic)					
(a)	Alternate Investment Funds	0	0.00	0	0	0.00
	Sub-Total (B)(1)	0	0.00	0	0	0.00
2	Institutions (Foreign)					
(a)	Foreign Portfolio Investors Category I	0	0.00	0	0	0.00
	Sub-Total (B)(2)	0	0.00	0	0	0.00
3	Non- institutions					
(a)	Individuals					
I	Individual shareholders holding nominal share capital up to Rs 2 lakh	0	0.00	0	0	0.00
II	Individual shareholders holding nominal	0	0.00	30,000	30,000	3.70

	share capital in excess of Rs. 2 lakh.					
(b)	Non-Resident Indians (NRIs)	0	0.00	0	0	0.00
(c)	Bodies Corporate	0	0.00	0	0	0.00
(d)	Any Others	0	0.00	0	0	0.00
(e)	Any Other (Directors and KMP and their relatives)	0	0.00	0	0	0.00
	Sub-Total (B)(3)	0	0.00	30,000	30,000	3.70
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	0	0.00	30,000	30,000	3.70
	TOTAL (A)+(B)	0	0.00	8,11,000	8,11,000	100.00
C	Shares held by Custodians and against which DRs have been issued	0	0.00	0	0	0.00
	GRAND TOTAL (A)+(B)+(C)	0	0.00	8,11,000	8,11,000	100.00

** The post-issue shareholding percentage has been calculated assuming allotment of all convertible warrants.*

Equity Shareholding on fully diluted basis

Sr. No.	Category of Shareholder(s)	Pre-Issue		No. of Equity Shares to be allotted	Post-Issue*	
		No. of Equity Shares held	% of share holding		No. of Equity Shares held	% of share holding
(A)	Shareholding of Promoter and Promoter Group					
1	Indian					
(a)	Individuals/ Hindu Undivided Family	61,70,788	61.52	*19,12,375	**80,83,163	62.46

(b)	Central Government/ State Government(s)	0	0.00	0	0	0.00
(c)	Bodies Corporate	0	0.00	0	0	0.00
(d)	Financial Institutions/ Banks	0	0.00	0	0	0.00
(e)	Any Others (please specify)	0	0.00	0	0	0.00
	Sub Total(a)(1)	61,70,788	61.52	*19,12,375	**80,83,163	62.46
2	Foreign					
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0.00	0	0	0.00
(b)	Bodies Corporate	0	0.00	0	0	0.00
(c)	Institutions	0	0.00	0	0	0.00
(d)	Any Others (please specify)	0	0.00	0	0	0.00
	Sub Total(A)(2)	0	0.00	0	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	61,70,788	61.52	*19,12,375	**80,83,163	62.46
(B)	Public shareholding					
1	Institutions (Domestic)					
(a)	Alternate Investment Funds	2,90,400	2.90	0	2,90,400	2.24
	Sub-Total (B)(1)	2,90,400	2.90	0	0	2.25
2	Institutions (Foreign)					
(a)	Foreign Portfolio Investors Category I	1,86,600	1.86	0	1,86,600	1.44
	Sub-Total (B)(2)	1,86,600	1.86	0	1,86,600	1.44

3	Non-institutions					
(a)	Individuals					
I	Individual shareholders holding nominal share capital up to Rs 2 lakh	7,03,200	7.01	30,000	**7,33,200	5.67
II	Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	14,13,012	14.08	*9,68,625	**23,81,637	18.40
(b)	Non-Resident Indians (NRIs)	4,800	0.05	0	4,800	0.04
(c)	Bodies Corporate	5,41,200	5.40	0	5,41,200	4.18
(d)	Any Others	7,20,000	7.18	0	7,20,000	5.56
(e)	Any Other (Directors and KMP and their relatives)	0	0.00	0	0	0.00
	Sub-Total (B)(3)	33,82,212	33.72	*9,98,625	**43,80,837	33.85
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	38,59,212	38.48	*9,98,625	**48,57,837	37.54
	TOTAL (A)+(B)	1,00,30,000	100.00	*29,11,000	**1,29,41,000	100.00
C	Shares held by Custodians and against which DRs have been issued	0	0.00	0	0	0.00
	GRAND TOTAL (A)+(B)+(C)	1,00,30,000	100.00	*29,11,000	**1,29,41,000	100.00

* The post-issue shareholding percentage has been calculated assuming allotment of all 21,00,000 Swap Shares and 8,11,000 Equity Shares upon conversion of 8,11,000 Warrants.

** The post-issue shareholding percentage has been calculated on fully diluted basis.

13) Proposed time limit within which the allotment shall be completed:

In terms of SEBI (ICDR) Regulations, 2018 the preferential allotment of convertible warrants shall be completed within a period of 15 (fifteen) days from the date of passing

of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock exchange(s) or other concerned authorities.

14) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

No allotment on preferential basis has been made by the Company, during the financial year 2026 – 2027 under review.

15) Lock-in Period:

(c) Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.

(d) The entire pre-preferential allotment shareholding, if any, of the Proposed Warrant Allottees shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

16) Holding of shares in demat form, non-disposal of shares by the Proposed Warrant Allottees and lock-in period of shares:

The entire shareholding of the Proposed Warrant Allottees in the Company, if any, is held by them in dematerialized form. The Proposed Warrant Allottees including the promoter and promoter group have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of convertible warrants on preferential basis. The Proposed Warrant Allottees have Permanent Account Number. The lock-in kindly refers to above point 15.

17) Pending Preferential Issue:

Presently there has been no preferential issue pending or in process except as proposed in this notice.

18) Payment of Consideration:

Since the convertible warrants are offer and issued at cash, 25% of the total consideration shall be paid by the Proposed Warrant Allottees at the time of allotment of convertible warrants and the balance 75% at the time of exercise for the conversion of warrants into equity shares of the Company. The Company shall make sure that the consideration is received from each Proposed Warrant Allottees from their respective bank account, and in this regard a certificate from the statutory auditors of the Company shall be obtained and submitted with the Stock Exchange.

19) Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower

None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the disclosure required under Regulation 163(1)(i) is not applicable.

- 20) The current and proposed status of the proposed warrant allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No.	Proposed Allottees	Current Status of Proposed Allottees	Post Allotment Status of Proposed Allottees
1	Mr. Shreyans Ravindra Katariya	Promoter / Individual	Promoter / Individual
2	Ms. Bharati Ravindra Katariya	Promoter Group / Individual	Promoter Group / Individual
3	Ms. Anushka Shreyans Katariya	Promoter Group / Individual	Promoter Group / Individual
4	Shreyans Ravindra Katariya HUF	Promoter Group / Individual	Promoter Group / Individual
5	Mr. Yashvantbhai Shantilal Tanna	Public / Individual	Non - Promoter / Individual

- 21) Practicing Company Secretary's Certificate:

The certificate from DMP and Associates, Practicing Company Secretaries, certifying that the preferential issue of convertible warrants are being made in accordance with requirements of Chapter V of SEBI ICDR Regulations and has been obtained considering the said Preferential Issue. The copy of said certificate is available on the Company's website www.sharvayametals.com.

- 22) Dues toward SEBI, Stock Exchange(s) or Depositories:

There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories.

- 23) The names of the Proposed Warrant Allottees, percentage of post Preferential Issue capital that may be held by the Proposed Warrant Allottees and change in control, if any, in the issuer consequent to the Preferential Issue:

Sr. No.	Name of the Proposed Warrant Allottee(s) and Status	Category	Maximum no. of convertible warrants to be Allotted	Pre-issue Holding		Shareholding post allotment of equity shares on fully diluted basis	
				No. of Equity Shares	% of Holdings	No. of Equity Shares	% of Holdings
1	Mr. Shreyans Ravindra Katariya	Promoter / Individual	4,88,000	55,05,663	54.89	64,56,188	49.89

2	Ms. Bharati Ravindra Katariya	Promoter Group / Individual	2,11,000	3,44,612	3.44	922115	7.13
3	Ms. Anushka Shreyans Katariya	Promoter Group / Individual	41,000	1,20,500	1.20	4,32,500	3.34
4	Shreyans Ravindra Katariya HUF	Promoter Group / Individual	41,000	3,57,265	3.56	2,72,360	2.10
5	Mr. Yashvantbhai Shantilal Tanna	Public / Individual	30,000	Nil	0.00	30,000	0.23

24) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

(a) Mr. Shreyans Ravindra Katariya, being Director and promoters of the Company, will subscribe up to 4,88,000 (Four Lakhs Eighty-Eight Thousand) convertible warrants of face value of INR 10 each at INR 144 per equity share aggregating to INR 7,02,72,000 (Indian Rupees Seven Crores Two Lakhs Seventy-Two Thousand Only), for cash consideration. Other than Mr. Shreyans Ravindra Katariya, no other Director are participating in the proposed Preferential Issue.

(b) Ms. Bharati Ravindra Katariya, Ms. Anushka Shreyans Katariya, and Shreyans Ravindra Katariya HUF being promoter group of the Company, will subscribe up to 2,93,000 (Two Lakhs Ninety-Three Thousand) convertible warrants of face value of INR 10 each at INR 144 per equity share aggregating to INR 4,21,92,000 (Indian Rupees Four Crores Twenty-One Lakhs Ninety-Two Thousand Only), for cash consideration. Other than Mr. Shreyans Ravindra Katariya, Ms. Bharati Ravindra Katariya, Ms. Anushka Shreyans Katariya, and Shreyans Ravindra Katariya HUF no other Promoter and Promoter Group are participating in the proposed Preferential Issue.

25) Change in control, if any, upon preferential issue:

Consequent to the proposed Preferential Issue of convertible warrants, there shall not be any change in control or change in management of the Company. The Preferential Issue shall not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

26) Proposed time schedule:

The convertible warrants shall be allotted by the Company to the Proposed Warrants Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Shareholders' approval, provided that, where the issue and allotment of the said

convertible warrants is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to BSE Limited and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

Further, the allotment of convertible shall be completed on or before Sixty (60) days from the receipt of application money as per Section 42(6) of the Companies Act, 2013.

27) Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:

The above allotment of Preferential Issue is proposed for Promoter/Promoter Group and Non-Promoter, Public Category. None of the Directors / Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 03 of this Notice except to the extent of their respective subscription in the proposed Preferential Issue as mentioned above. In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Swap Shares to persons belonging to the Promoter/Promoter Group and Non-Promoter Category, respectively is being sought by way of a "Special Resolution" as set out in the said item no. 03 of this Notice.

28) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Sellers or Proposed Allottees:

Sr. No.	Name of the Proposed Allottee(s) and Status	Category	Natural persons who is / are the ultimate beneficial owners	Change in control, if any
1	Mr. Shreyans Ravindra Katariya	Promoter / Individual	*Not Applicable	No
2	Ms. Bharati Ravindra Katariya	Promoter Group / Individual	*Not Applicable	No
3	Ms. Anushka Shreyans Katariya	Promoter Group / Individual	*Not Applicable	No
4	Shreyans Ravindra Katariya HUF	Promoter Group / Individual	*Not Applicable	No
5	Mr. Yashvantbhai Shantilal Tanna	Public / Individual	*Not Applicable	No

* being individual, the ultimate beneficial owners of the Swap Shares are same persons to whom the equity shares are proposed to be allotted, therefore the providing details of the ultimate beneficial owners is not applicable.

29) Undertakings:

- (a) None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI (ICDR) Regulations, 2018.
- (b) As the equity shares have been listed on a recognized Stock Exchange(s) for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations, 2018 governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- (c) The Company shall re-compute the price of the number of convertible warrants to be allotted in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the convertible warrants shall continue to be locked-in till the time such amount is paid by the allottees.
- (d) The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange, where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.
- (e) None of the Proposed Warrant Allottees have sold or transferred any Equity Shares of the Company during the 90 (Ninety) Trading Days preceding the Relevant Date.
- (f) None of the persons belonging to Promoter / Promoter Group has previously subscribed to any warrants of the Company and not failed to exercise the same.
- (g) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Warrant Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed.
- (h) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
- (i) The Proposed Warrant Allottees have further confirmed that the Proposed Warrant Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

30) Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of its promoters or directors is a wilful defaulter

The Company or any of the Company's promoters or directors have not been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations, 2018. Also, none of the Company's Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations, 2018.

31) Listing:

The Company will make an application to BSE Limited for listing of the equity shares to be allotted to the Proposed Warrant Allottees upon conversion of the convertible warrants issued and allotted to such Proposed Warrant Allottees. Such Equity Shares, once allotted

upon conversion of convertible warrants, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend, and voting rights.

32) Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.

33) SEBI Takeover Code:

In the present case none of the Proposed Warrant Allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges, if required.

34) Other disclosures:

- (a) The Authorized Equity Share Capital of the Company is proposed to be increased subject to shareholders approval, in order to permit the Company to further issue equity shares of the Company.
- (b) Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of a special resolution. Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the public on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit. The percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Allotment, expected dilution in equity share capital upon issuance of securities.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Shareholders / Members of the Company as per applicable law.

Except Mr. Shreyans Ravindra Katariya and his relatives, being the related parties with whom the above transactions are proposed to be entered into, are interested/concerned in the resolution, and none of the other Directors or Key Managerial Personnel of the Company, or their relatives, are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018 the Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company

and its Shareholder and, therefore approval of the Shareholders for issue and allotment of the said convertible warrants to the Promoter/Public being sought by way of a special resolution as set out in the said item no. 03 of this Notice.

By order of the Board of Directors
For **SHARVAYA METALS LIMITED,**



SHREYANS KATARIYA
MANAGING DIRECTOR,
DIN: 06787617



DATE: October 14, 2026

PLACE: Ahilyanagar

Bigshare i-Vote E-Voting System

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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.

- 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at

	https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. 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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’

- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘Reset’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “VOTE NOW” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “IN FAVOUR”, “NOT IN FAVOUR” or “ABSTAIN” and click on “SUBMIT VOTE”. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
 - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
 - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VOTE NOW**” “**VC/OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338