Rhetan TMT LIMITED

August 25, 2026

To,
Department of Corporate Services
BSE Limited
25th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001
Security Code: 543590

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
Security ID: RHETAN

Dear Sir/Madam,

Sub: Notice of 42nd Annual General Meeting of the Company

This is with reference to the above captioned subject line and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 42nd Annual General Meeting to be held on **Wednesday, September 16, 2026 at 03:30 P.M. IST** through Video Conferencing (VC)/other Audio-Visual Means (OAVM).

Kindly find the same and take on your records.

Thanking you.

Yours faithfully,

For Rhetan TMT Limited

SHALIN ASHOK SHAH

Shalin A. Shah
Managing Director
DIN: 00297447

RHETAN TMT LIMITED AHMEDABAD

Encl: As above

Reg. Ofc: Corporate House-2, Anam-2, Iscon Ambli BRTS Road, Nr. Vakil Saheb Bridge, Ambli, Ahmedabad-380058, Gujarat, India
CIN: L24105GJ198PLC007041 **Phone**: 6358028105 **Email**: rhetantmt@gmail.com
Factory: Survey no. 325, Karannagar, Kadi-Kalol Road, Taluka Kadi, Dist. Mehsana, Gujarat- 382715
www.rhetan.com

NOTICE

NOTICE IS HEREBY GIVEN THAT **42ND ANNUAL GENERAL MEETING** OF **RHETAN TMT LIMITED** WILL BE HELD ON **WEDNESDAY, 16TH SEPTEMBER, 2026** AT **03:30 P.M. IST** THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2026 INCLUDING AUDITED BALANCE SHEET AS AT 31ST MARCH, 2026 AND STATEMENT OF PROFIT AND LOSS AND THE CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.**

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

   "**RESOLVED THAT** pursuant to the provisions of section 129, and section 134 and all other applicable provision of the Companies Act, 2013 if any read with Companies (Accounts) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) the Audited Standalone financial statements of the company for the financial year ended 31st March, 2026 and reports of the Board of Directors and Statutory Auditor thereon, as circulated to the members, be and are hereby received, considered and approved."

2. **RE- APPOINTMENT OF MR. ASHOK C. SHAH (DIN: 02467830), NON-EXECUTIVE DIRECTOR OF THE COMPANY, WHO IS LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

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

   "RESOLVED THAT in accordance with the provisions of section 152 and other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Ashok C. Shah (DIN: 02467830), Non-Executive Director** who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company."

3. **RE-APPOINTMENT OF STATUTORY AUDITORS AND FIXATIONS OF ITS REMUNERATION:**

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

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors of the Company, consent of the members is, be and is hereby accorded for re-appointment of M/s. GMCA & Co., Chartered Accountants (FRN: 109850W) as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years commencing from the conclusion of 42nd Annual General Meeting (AGM) till the conclusion of the 47th AGM of the Company for F.Y. 2030-31, at such remuneration as may be agreed upon between the Audit Committee/ Board of Directors and Statutory Auditors.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is, hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

4. RE-APPOINTMENT OF MR. SHALIN ASHOK SHAH (DIN:00297447) AS MANAGING DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other rules, as may be applicable (including any statutory modifications(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Shalin Ashok Shah (DIN: 00297447) as Managing Director of the Company for a further period of Five (5) years with effect from January 08, 2027 upto January 07, 2032 without any remuneration, on such terms and conditions as may be determined by the Board of Directors or the Nomination and Remuneration Committee, in accordance with the applicable provisions of the Companies Act, 2013 and other applicable laws.

"RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) of the Company, be and are hereby authorized to revise/alter/modify/amend the terms and conditions, from time to time, in consultation with the said Managing Director."

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

5. RE-APPOINTMENT OF MRS. JHANVI VIKAS SETHI (DIN:08593000) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17, Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Jhanvi Vikas Sethi (DIN: 08593000), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from August 12, 2026 and who has submitted a declaration confirming that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations and is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to be retire by rotation, to hold office for a first term of five (5) consecutive years with effect from August 12, 2026 to August 11, 2031."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents as may be necessary, proper or expedient to give effect to this resolution."

6. APPROVAL FOR INCREASE IN BORROWINGS LIMITS OF THE COMPANY UNDER SECTION 180(1)(c) OF COMPANIES ACT, 2013:

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

"RESOLVED THAT in supersession of all the earlier resolution(s) passed at the general meeting(s) and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 and the Rules made there under, as amended from time to time, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time any sum or sums of money as it may deem requisite for the purpose of business, in excess of the aggregate of the paid up share capital, free reserves and securities premium of the Company, provided that the total amount borrowed and outstanding at any point of time together with the amount to be borrowed, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 300 Crore (Rupees Three Hundred Crore only) being an increase from the earlier limit of Rs. 200 Crore (Rupees Two Hundred Crore only), over and above the aggregate of the paid up share capital, free reserves and securities premium of the Company."

"RESOLVED FURTHER THAT any of the Board of Directors/ Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds and things, to sign, execute and deliver all such documents, instruments and writings as may be required to give effect to this Resolution."

7. APPROVAL OF INCREASE IN LIMITS OF LOANS AND/OR INVESTMENTS AND/OR GUARANTEES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT in supersession of all the earlier resolution(s) passed at the general meeting(s) and pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed Rs. 300 Crore (Rupees Three Hundred Crore only) being an increase from the earlier limit of Rs. 200 Crore (Rupees Two Hundred Crore only), over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company."

"RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and to make, sign and execute, on behalf of the Company, such deed, documents, agreements, undertakings and all other necessary papers as may be required; to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same."

"RESOLVED FURTHER THAT any of the Directors/ Company Secretary of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies, to make necessary entries in the Statutory registers of the Company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution."

8. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH ASHOKA METCAST LIMITED:

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the applicable provisions of the Companies Act, 2013 (the “Act”) along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, pursuant to the approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering into and/or continuing to enter into contracts/arrangements/transactions with, **Ashoka Metcast Limited**, a ‘Related Party’ of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) sale, purchase, lease or supply of goods or equipment including assets for buildings; b) procurement or rendering of services; c) transfer of any resources, services or obligations to meet the Company’s business objectives/requirements; d)availing/advancing inter corporate loans/borrowings (“Related Party Transactions”), aggregating upto an amount not exceeding **Rs. 150 crore** during the financial year 2027-28 on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

9. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH ASHNISHA INDUSTRIES LIMITED:

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the applicable provisions of the Companies Act, 2013 (the “Act”) along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, pursuant to the approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering into and/or continuing to enter into contracts/arrangements/transactions with, **Ashnisha Industries Limited**, a ‘Related Party’ of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) sale, purchase, lease or supply of goods or equipment including assets for buildings; b) procurement or rendering of services; c) transfer of any resources, services or obligations to meet the Company’s business objectives/requirements; d) availing/advancing inter corporate loans/borrowings (“Related Party Transactions”), aggregating upto an amount not exceeding **Rs. 150 crore** during the financial year 2027-28 on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

10. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH LESHA INDUSTRIES LIMITED:

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the applicable provisions of the Companies Act, 2013 (the "Act") along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, pursuant to the approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering into and/or continuing to enter into contracts/arrangements/transactions with, **Lesha Industries Limited**, a 'Related Party' of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) sale, purchase, lease or supply of goods or equipment including assets for buildings; b) procurement or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objectives/requirements; d) availing/advancing inter corporate loans/borrowings ("Related Party Transactions"), aggregating upto an amount not exceeding **Rs. 150 crore** during the financial year 2027-28 on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time."

"RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

11. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH GUJARAT NATURAL RESOURCES LIMITED:

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the applicable provisions of the Companies Act, 2013 (the "Act") along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, pursuant to the approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering into and/or continuing to enter into contracts/arrangements/transactions with, **Gujarat Natural Resources Limited**, a 'Related Party' of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) sale, purchase, lease or supply of goods or equipment including assets for buildings; b) procurement or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objectives/requirements; d) availing/advancing inter corporate loans/borrowings ("Related Party Transactions"), aggregating upto an amount not exceeding **Rs. 150 crore** during the financial year 2027-28 on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time."

"RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

12. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH LESHA VENTURES PRIVATE LIMITED

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the applicable provisions of the Companies Act, 2013 (the "Act") along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, pursuant to the approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering into and/or continuing to enter into contracts/arrangements/transactions with, **Lesha Ventures Private Limited**, a 'Related Party' of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) sale, purchase, lease or supply of goods or equipment including assets for buildings; b) procurement or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objectives/requirements; d) availing/advancing inter corporate loans/borrowings ("Related Party Transactions"), aggregating upto an amount not exceeding **Rs. 150 crore** during the financial year 2027-28 on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time."

"RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

For and on behalf of the Board

Date: August 12, 2026
Place :Ahmedabad
Reg. Off.: Corporate House- 2, Anam-2, Iscon Ambli Brts Road
Nr. Vakil Saheb Bridge, Ambli, Ahmedabad-380058, Gujarat
Tel: +91 6358028105
E-mail: rhetantmt@gmail.com

Sd/-
Tanuj Jain
Company Secretary & Compliance Officer
MembershipNo: A80781

NOTES:

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. In accordance with the provisions of the Companies Act, 2013 ("the Act"), read with the Rules made thereunder and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as 'MCA Circulars', and other applicable circulars issued by the Securities and Exchange Board of India (SEBI) including Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ('SEBI Circulars'), AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed venue for the AGM.

2. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode **30** minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Members of the Company who are Institutional Investors are encouraged to attend and vote at AGM through VC/OAVM. Corporate Members intending to authorize their representatives to participate and vote through e-voting on their behalf at AGM are requested to send a certified copy of the Board Resolution / authorization letter to the Company on email id rhetantmt@gmail.com

6. Pursuant to MCA Circular, since this AGM is held in VC/OAVM mode, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.rhetan.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange Limited at www.nseindia.com The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM) i.e. www.evotingindia.com

8. Members may please note that SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by

submitting a duly filled and signed Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.

9. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, Bigshare Services Private Limited for assistance in this regard.

10. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

11. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will be closed from **Thursday**, **September 10, 2026 to Wednesday, September 16, 2026** (both days inclusive).

12. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting is annexed hereto and forms part of this Notice. Pursuant to the requirement of Regulation 26(4) and 36(3) of the listing Regulations and Secretarial Standard 2 issued by the institute of Company Secretaries of India, the brief profile/particulars of the Directors of the Company seeking their appointment/ re-appointment at the AGM are annexed to this Notice.

13. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the Electronic form are therefore requested to submit their PAN to their depository Participants with whom they are maintaining their demat accounts. Members holding Physical shares can submit their PAN to the Company/ Bigshare Services Private Limited.

14. In continuation with SEBI circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 now read with and in order to facilitate the Investors, the SEBI vide its Circular No. HO/38/13/11(2)2026-MIRSD-POD/l/3750/2026 dated January 30, 2026 has decided to open another special window for period of one year from February 5, 2026 to February 4, 2027. While lodging request under special window for transfer of physical shares, one of the mandatory requirements is submission of original share certificate.

15. To support the “Green Initiative”, Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with their DPs or Registrar & Share Transfer Agents of the Company, as the case may be, for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

16. Trading in equity shares of the Company is compulsorily in dematerialised mode by all the Members. Also, as per provisions of the Listing Regulations, transfer of listed securities shall not be processed unless the securities are in dematerialized form. This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

17. Nomination facility is available for the Members as per Section 72 of the Act. Members of the Company have an option to nominate any person as their nominee to whom their shares shall vest in the unfortunate event of death of any member. It is advisable to avail this facility, especially by the Members who currently hold shares in their single name. Nomination can avoid the process of acquiring any right in shares through transmission by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. In case the shares are held in dematerialised form, the nomination form needs to be forwarded to your Depository Participant (DP).

18. The Business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.

19. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31 July, 2023 (updated as on 4 August, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same.

20. The resolutions shall be deemed to have been passed on the date of AGM, subject to the same being passed with requisite majority.

21. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.

22. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM in electronic mode can send an email to rhetantmt@gmail.com

23. Pursuant to the requirement of Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India, the brief profile/particulars of the Directors of the Company seeking their appointment/ re-appointment at the AGM are annexed to this Notice.

24. Members who would like to express their views / have questions may send their views / questions at least 10 days prior to the date of meeting mentioning their name, demat account number / folio number, email id, mobile number at rhetantmt@gmail.com and can register themselves as a speaker. Only those Members who have registered themselves as speaker shall be allowed to ask questions during the meeting. The members who do not wish to speak during the AGM but have queries, may send their queries at least 10 days prior to the date of meeting mentioning their name, demat account number/folio number, email id, mobile number at rhetantmt@gmail.com.

25. Since AGM will be held through VC/OAVM, the Route Map is not annexed in the Notice.

The Instructions of Shareholders for E-Voting and Joining Virtual Meetings are as under:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

1. The remote e-voting period begins on **Sunday, September 13, 2026** at **9:00 A.M.** and ends on **Tuesday, September 15, 2026** at **5:00 P.M**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Wednesday, September 09, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

3. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

   Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

   In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

   Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

4. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat	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

mode with **NSDL Depository**	launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 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. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period 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 above mentioned 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 2109911.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

Login method for e-voting and joining virtual meetings for **shareholders holding shares in physical form and non-individual shareholders holding shares in demat form."**

1. The shareholders should log on to the e-voting website www.evotingindia.com.

2. Click on "Shareholders" module.

3. Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.

5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6. If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

5. After entering these details appropriately, click on "SUBMIT" tab.

6. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

7. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

8. Click on the EVSN for the relevant <Rhetan TMT Limited> on which you choose to vote.

9. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

10. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

11. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

12. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

13. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

14. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

15. There is also an optional facility to upload Board Resolution/Power of Attorney (BR/POA), if any, which will be made available to the Scrutinizer for verification.

16. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cschintanpatel@gmail.com and rhetantmt@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions for Shareholders attending the AGM through VC/OAVM & E-Voting during Meeting are as under:

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 (ten) days prior to meeting** mentioning their name, demat

account number/folio number, email id, mobile number at rhetantmt@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 (ten) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at rhetantmt@gmail.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast 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 available during the AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Process for those Shareholders whose Email/Mobile No. are not registered with the Company/ Depositories

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) by email to Company at **rhetantmt@gmail.com/** RTA viz. Bigshare Services Private Limited at **bssahd@bigshareonline.com**

2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

   If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 2109911.

1. The Company has appointed Mr. Chintan K. Patel, Practicing Company Secretary, Ahmedabad (Membership No. A31987; COP No: 11959), to act as the Scrutinizer for conducting the remote e-voting process and voting at the AGM in a fair and transparent manner.

2. The Scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and submit, not later than two working days from the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.

3. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rhetan.com and on the website of CDSL immediately after the result is declared by the Chairman; and results shall immediately be disseminated to the Stock Exchange where the shares of the Company are listed.

Annexure to the Notice of 42nd Annual General Meeting

Details of Directors seeking Appointment/Reappointment in Annual General Meeting
Pursuant to Regulation 36(3) of SEBI (LODR) Regulation, 2015 and as per Secretarial Standards on General Meetings (SS-2)

Item no. in the Notice of 42nd AGM	2	4
Name of the Director	Mr. Ashok Chinubhai Shah (Din:024678300)	Mr. Shalin Ashok Shah (DIN: 00297447)
Date of birth/ Age	07/09/1944	51 Years
Date of first appointment on the Board	26/06/1984	26/06/1984
Qualifications	Bachelor of Science in Chemical Engineering	Civil Engineer
Shareholding in the Company	7,500,375	4,50,37,500
Nature of expertise and esxperience	He has studied in USA and is holding Engineering and administrative degrees and is having technical and administrative experience with various American Companies viz- worked as a Plant Manager for 11 years with M/s IBM Corporation, USA; worked as Area Manager for North Western Region for M/s. Prudential Insurance Co., USA for 8 years, were also associated with NYSE as Licensed Broker with Merry II Lynch Corp., USA. He has more than 30 years of experience in Steel Trading and Manufacturing Business in India.	Mr. Shalin Shah, aged 52 years is the Promoter Director of the Company. He completed his Civil Engineering from L.D. Engineering College, Ahmedabad. He has more than 28 years' experience in Various fields like trading, real estate, oil and gas exploration etc. and has vast exposure into the fields of management, finance, accounting, information Technology and legal
Designation	Director	Managing Director
Terms and Conditions of Appointment/reappointment	Tenure as a Director is subject to retirement of Directors by rotation in Terms of Section 152 of the Companies Act, 2013.	Tenure as a Director is subject to retirement of Directors by rotation in Terms of Section 152 of the Companies Act, 2013.
Details of Remuneration proposed to be paid	-	-
Remuneration last drawn	-	-
Number of Board Meetings attended during the year	07	07
Relationship with other Director, Managers and other Key Managerial Personnel of the Company	Mr. Ashok C Shah and Mr. Shalin Shah are related as Father-Son. . No other directors are related inter se.	Mr. Shalin Shah and Mr. Ashok C. Shah are related as Son-Father. No other directors are related inter se.
Chairman/Member of the Committee of the Board of Directors of the Company	1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholders Relationship Committee 4.Corporate Social Responsibility Committee	1.Corporate Social Responsibility Committee 2. Risk Management Committee

	5. Risk Management Committee	
Skills and Capabilities in case of Appointment of Independent Director	-	-
Listed entities in which the Director has resigned as Director in past 3 years	1. Lesha Industries Limited 2. Ashnisha Industries Limited	-
Directorship in Other Listed Company	1.Gujarat Natural Resources Limited 2. Ashoka Metcast Limited 3. Lesha Industries Limited 4. Ashnisha Industries Limited	1. Gujarat Natural Resources Limited 2. Ashoka Metcast Limited 3. Lesha Industries Limited 4.Ashnisha Industries Limited

Item no. in the Notice of 42nd AGM	**5**
Name of the Director	Mrs. Jhanvi Vikas Sethi (Din:08593000)
Date of birth/ Age	12/04/1977
Date of first appointment on the Board	August 12, 2026
Qualifications	Psychologist
Shareholding in the Company	NIL
Nature of expertise and experience	Mrs. Jhanvi Vikas Sethi, aged 49 years, has over 20 years of professional experience in the stock market and finance sector, with extensive exposure to financial markets, investments and related financial matters. During her career, she has been associated with leading business groups and has gained significant experience in investment management, capital market operations and financial analysis. Her diverse experience and understanding of the financial markets enable her to provide valuable insights and strategic guidance to the Company.
Designation	Independent Director
Terms and Conditions of Appointment/reappointment	She will hold office for a term of 5 (five) consecutive years from August 12, 2026 to August 11, 2031 and her office shall not be liable to retire by rotation
Details of Remuneration proposed to be paid	-
Remuneration last drawn	-
Number of Board Meetings attended during the year	-
Relationship with other Director, Managers and other Key Managerial Personnel of the Company	Not related to any other Director/ Key Managerial Personnel
Chairman/Member of the Committee of the Board of Directors of the Company	-
Skills and Capabilities in case of Appointment of Independent Director	Financial Markets, Investment Management, Capital Market Operations, Financial Analysis and Strategic Decision-Making.
Listed entities in which the Director has resigned as Director in past 3 years	-
Directorship in Other Listed Company	1.Gujarat Natural Resources Limited 2. Ashoka Metcast Limited 3. Ashnisha Industries Limited

Item No.3 of the notice relating to Appointment of Statutory Auditors and fixation of its remuneration:

The Members of the Company had, at the Annual General Meeting held on 27th July, 2022, appointed M/s. GMCA & Co., Chartered Accountants, Ahmedabad (FRN: 109850W) as the Statutory Auditors of the Company for a period of four consecutive years until the conclusion of Annual General Meeting to be held in the year 2026.

The current term of the Statutory Auditors is due to expire at the conclusion of the ensuing Annual General Meeting. Pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, the Rules framed thereunder and based on the recommendation and approval of Audit Committee and the Board sought in its meeting held on Wednesday August 12, 2026, Members' approval is being sought for their re-appointment for a second term of five consecutive years commencing from the conclusion of said 42nd AGM of the Company for the financial year 2025-26 until the conclusion of the 47th AGM for the financial year 2030-31.

M/s. GMCA & Co., Chartered Accountants have also confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provision of the proviso to Section 139 (1), Section 141 (2) and Section 141 (3) of the act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and the circular. Pursuant to Regulation 36 of SEBI Listing Regulations, the following details are mentioned below for the information of Members:

Sr. No	Particulars	Details
1	Term of appointment/ reappointment	Appointment as Statutory Auditors of the Company from conclusion of AGM for the financial year 2025-26 till the conclusion of the AGM for the financial year 2030-31.
2	Basis of recommendation and auditor credentials	M/s. GMCA & Co. (FRN: 109850W), Chartered Accountants, Ahmedabad, is a reputed Chartered Accountancy firm with over 38 years of experience in the fields of Business Management Consultancy, Audit & Assurance, Legal Consultancy and Advisory Services. The firm has a diverse and extensive client base comprising entities from various sectors of the economy. GMCA is supported by a strong execution team comprising experienced, young and dynamic professionals, with a team strength of more than 20 members, including qualified Chartered Accountants, full-time employees and articled assistants. The firm is committed to delivering professional, timely and quality services tailored to the specific requirements of its clients.
3	Proposed audit fee payable to auditors	The remuneration payable to the Statutory Auditors will be determined by the Audit Committee/Board of Directors in consultation with the Auditors, based on the scope of audit, size and complexity of the Company's operations.
4	Disclosure of Relationship between Directors (in case of Appointment of a Director)	Not Applicable

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item no. 4 of the notice

Re-appointment of Mr. Shalin Ashok Shah (DIN: 00297447) as the Managing Director of the Company:

The members of the Company had appointed Mr. Shalin Ashok Shah as the Managing Director (MD) and Key Managerial Personnel (KMP) of the Company by passing a unanimous resolution in the Extra Ordinary General Meeting held on January 08, 2022, for a period of 5 (five) years, effective from January 08, 2022. "Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 12, 2026 approved the re-appointment of Mr. Shalin Ashok Shah (DIN: 00297447) as the Managing Director and Key Managerial Personnel of the Company for a further period of five (5) years with effect from January 08, 2027 to January 07, 2032, subject to the approval of the Members''.

Mr. Shalin Ashok Shah played a crucial role in leading the Company through a key transitional phase, demonstrating strong leadership, strategic insight, and business acumen. His contributions have been instrumental in driving stability and sustainable growth. In recognition of his continued commitment and impact, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved his re-appointment as Managing Director to ensure ongoing strategic direction and operational excellence.

Pursuant to the provisions of Sections 196, 197, 198 Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and such other necessary approval(s), consent(s), or permission(s), as may be required, the consent of the Members of the Company is sought for his appointment as a Managing Director.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Mr. Shalin Ashok Shah (DIN: 00297447) and Mr Ashok Chinubhai Shah (DIN:02467830), Non-Executive Director, are in any way, financially or otherwise, concerned or interested in the resolution set out at Item No. 4 of this Notice. Promoters and Promoter group are interested in this resolution to the extent of their shareholding in the Company.

"Mr. Shalin Ashok Shah shall continue to serve as the Managing Director of the Company. He is presently not drawing any remuneration from the Company and no remuneration is proposed to be paid to him pursuant to the proposed re-appointment."

Item no. 5 of the notice

Appointment of Mrs. Jhanvi Vikas Sethi (DIN:08593000) as the Non-Executive Independent Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on **August 12, 2026** appointed **Mrs. Jhanvi Vikas Sethi (DIN: 08593000)** as an **Additional Director (Non-Executive, Independent)** of the Company for her first term of five (5) consecutive years with effect from **August 12, 2026 to August 11, 2031**, subject to the approval of the Members of the Company.

Mrs. Jhanvi Vikas Sethi, aged 49 years, has over **20 years of professional experience in the stock market and finance sector**, with extensive exposure to financial markets, investments and related financial matters. During her career, she has been associated with leading business groups and has gained significant experience in investment management, capital market operations and financial analysis.

The Company has received the requisite declarations and confirmations from Mrs. Jhanvi Vikas Sethi, including confirmation that she fulfils the criteria of independence prescribed under **Section 149(6) of the Companies Act, 2013**

and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and that she is not disqualified from being appointed as a Director under the provisions of the Companies Act, 2013.

In the opinion of the Board, Mrs. Jhanvi Vikas Sethi fulfils the conditions specified under the Companies Act, 2013 and the SEBI LODR Regulations for appointment as an Independent Director and is independent of the management of the Company. Considering her experience and expertise in financial markets, investment management, capital market operations and financial analysis**,** the Board is of the view that her appointment would be beneficial to the Company.

Accordingly, the Board recommends the appointment of Mrs. Jhanvi Vikas Sethi as an Independent Director, not liable to retire by rotation, for a first term of five (5) consecutive years commencing from August 12, 2026 to August 11, 2031, for approval of the Members by way of a Special Resolution.

Except Mrs. Jhanvi Vikas Sethi, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Item no. 6 of the Notice

Increase in Borrowing Limits under Section 180(1)(c)

The Members of the Company, at their earlier General Meeting, had accorded their consent, authority and approval to the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013 to borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company, subject to the overall borrowing limit of **Rs. 200 Crores (Rupees Two Hundred Crores only)**, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business.

Considering the present and future business requirements of the Company and to provide greater financial flexibility to meet its funding requirements, the Board of Directors at its meeting held on **August 12, 2026**, has proposed to increase the existing borrowing limit from **Rs. 200 Crores (Rupees Two Hundred Crores only) to Rs. 300 Crores (Rupees Three Hundred Crores only)**.

The proposed increase in borrowing limit will enable the Company to meet its working capital requirements, business operations and other general corporate requirements from time to time.

Accordingly, the approval of the Members is sought by way of a **Special Resolution** for increasing the borrowing limit of the Company under Section 180(1)(c) of the Companies Act, 2013 from Rs. 200 Crores to Rs. 300 Crores.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Special Resolution set out at **Item No. 6** of the accompanying Notice for approval of the Members.

Item no. 7 of the Notice

Increase in Limits under Section 186

The Members of the Company, at their earlier General Meeting, had accorded their consent to the Board of Directors of the Company under Section 186 of the Companies Act, 2013 to give loans, give guarantees or provide securities in connection with loans and make investments in securities of any other body corporate, subject to an overall limit of

Rs. 200 Crores (Rupees Two Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company.

Considering the present and future business requirements of the Company and to enable the Company to effectively utilise its resources and provide loans, guarantees, securities and make investments, as and when considered necessary and beneficial in the interest of the Company, the Board of Directors at its meeting held on **August 12, 2026**, has proposed to increase the existing limit from **Rs. 200 Crores (Rupees Two Hundred Crores only) to Rs. 300 Crores (Rupees Three Hundred Crores only)**.

The proposed increase in limit will provide the Company with greater flexibility to make investments, give loans, guarantees or provide securities from time to time for the purposes of its business and in the interest of the Company.

Accordingly, the approval of the Members is sought by way of a **Special Resolution** for increasing the limit under Section 186 of the Companies Act, 2013 from Rs. 200 Crores to Rs. 300 Crores over and above the limits prescribed under Section 186(2) of the Act.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Special Resolution set out at **Item No. 7** of the accompanying Notice for approval of the Members.

Item No. 8 to 12 of the Notice

Approval of Material Related Party Transactions:

Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), material related party transactions requires approval of the shareholders.

As per the Listing Regulations, a Related Party Transaction is considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

Further, Regulation 2(1)(zb) of the SEBI Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) of the SEBI Listing Regulations has defined related party transaction to include a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

Further, Securities and Exchange Board of India ("SEBI") vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 and circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 has introduced and further revised the Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ("Industry Standards") to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Circular"). The Industry Standards inter-alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The Audit Committee has, on the basis of relevant details provided by the management as required by the law, reviewed and approved the said transaction/(s), subject to approval of the Members, while noting that such transactions shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Transaction Policy of the Company. The maximum value of the transactions with each related party, for the relevant period (FY 2027-28) on an ongoing basis, whether individually and/or in the aggregate shall not exceed Rs. 150 crore. It is in the above context that, Resolution No. 8 to 12 are placed for the approval of the Members of Rhetan TMT Limited ("Company") along with necessary details on the proposed RPTs provided in this statement.

Details of the proposed transactions with related party/(ies) of the Company, including the information pursuant to Clause 4 of the Industry Standards read with SEBI Circular and applicable provisions of the Act (as amended from time to time), if any, and as placed before the Audit Committee & Shareholders for consideration while seeking prior approval of the proposed RPT(s), are provided below:

PART A

<table>
<tr><th>Sr No.</th><th>Particulars</th><th colspan="5">Information by the Management</th></tr>
<tr><td colspan="7">A. Details of the related party and transactions with the related party</td></tr>
<tr><td colspan="7">A(1). Basic details of the related party</td></tr>
<tr><td>1.</td><td>Name of the related party</td><td>Ashoka Metcast Limited (AML/Ashoka)</td><td>Lesha Industries Limited Lesha/LIL)</td><td>Ashnisha Industries Limited (AIL/Ashnisha)</td><td>Gujarat Natural Resources Limited (GNRL)</td><td>Lesha Ventures Private Limited (LVPL)</td></tr>
<tr><td>2.</td><td>Country of incorporation of the related party</td><td>India</td><td>India</td><td>India</td><td>India</td><td>India</td></tr>
<tr><td>3.</td><td>Nature of business of the related party</td><td>Trading of Steel and other Items</td><td>Trading of Steel and other Items</td><td>Trading of Steel and other Items</td><td>Oil & Gas Exploration</td><td>Non-specialized retail trade in stores</td></tr>
<tr><td colspan="7">A(2). Relationship and ownership of the related party</td></tr>
<tr><td>1.</td><td>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.</td><td colspan="5">Mr. Shalin A. Shah, Managing Director of the Company is also Managing Director of Gujarat Natural Resources Limited, Director of Ashnisha Industries Limited, Ashoka Metcast Limited, Lesha Industries Limited, Lesha Ventures Private Limited.

Mr. Ashok C. Shah, Director of the Company is also Director of Lesha Industries Limited, Gujarat Natural Resources Limited and Lesha Ventures Private Limited, Managing Director of Ashoka Metcast Limited and Ashnisha Industries Limited.

Mr. Swapnil Sharad Shimpi, Independent Director of the Company is also Independent Director on the Board of Ashnisha Industries Limited & Lesha Industries Limited.

Mr. Rushabh Rajnikanthbhai Shah, Independent Director of the Company is also Independent Director on the Board of Ashoka Metcast Limited.</td></tr>
</table>

		Mrs. Deepti G. Gavali, Independent Director of the Company is also Independent Director of Ashoka Metcast Limited, Ashnisha Industries Limited and Independent Director of Gujarat Natural Resources Limited. Mr. Yash V. Bodade, Independent Director of the Company is also Independent Director of Gujarat Natural Resources Limited and Ashnisha Industries Limited.				
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. *Explanation: Indirect shareholding shall mean Shareholding held through any person, over which the listed entity or subsidiary has control.*	NIL	NILs	Listed entity holds 1,455,840 Equity Shares in Ashnisha Industries Limited	Listed entity holds 8,08,000 Equity Shares in Gujarat Natural Resources Limited	NIL
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NA	NA	NA	NA	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity ***Explanation**: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.*	Ashoka Metcast Limited directly holds 44,24,60,625 Equity Shares in the company aggregating to 55.52% of total Paid up capital.	NIL	NIL	NIL	Lesha Ventures Private Limited directly holds 375 Equity Shares in the Company.
A(3). Details of previous transactions with the related party						
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. ***Explanation**: Details need to be disclosed separately for listed entity and its subsidiary.*	**FY 2025-26 (Rs. In Lakhs)**				

Type of Transaction	Name of Party	Amount (Rs. in Lakhs)	Closing Balance (Rs. in Lakhs)
Purchase of Goods	Ashnisha Industries Limited	698.83	591.60
Sale of Goods	Ashnisha Industries Limited	272.19	–
Purchase of Goods	Lesha Industries Limited	548.01	63.06

<table>
<tr><td></td><td></td><td colspan="5">
<table>
<tr><td>Sale of Goods</td><td>Lesha Industries Limited</td><td>0.00</td><td>–</td></tr>
<tr><td>Purchase of Goods</td><td>Ashoka Metcast Limited</td><td>216.12</td><td>67.58</td></tr>
<tr><td>Sale of Goods</td><td>Ashoka Metcast Limited</td><td>108.24</td><td>–</td></tr>
<tr><td>Inter-corporate Borrowings / Advance Given</td><td>Ashnisha Industries Limited</td><td>32.90</td><td>180.21</td></tr>
<tr><td>Inter-corporate Borrowings / Advance Given</td><td>Ashoka Metcast Limited</td><td>2,010.40</td><td>2,693.60</td></tr>
<tr><td>Trade Payables</td><td>Gujarat Natural Resources Limited</td><td>–</td><td>0.00</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year up to the quarter in which the approval is sought (till the date of approval of Audit Committee/ shareholders).</td><td colspan="5">
<table>
<tr><th>Name</th><th>Nature of Transaction</th><th>Amount (From April 1, 2025 till August 30, 2026)</th></tr>
<tr><td>Ashoka Metcast Limited</td><td>Loan Taken</td><td>16,550,000</td></tr>
<tr><td>Ashoka Metcast Limited</td><td>Loan Repaid</td><td>159,000,000</td></tr>
<tr><td>Ashoka Metcast Limited</td><td>Sales</td><td>13,564,781</td></tr>
<tr><td>Ashnisha Industries Limited</td><td>Purchases</td><td>7,242,649</td></tr>
<tr><td>Ashnisha Industries Limited</td><td>Sales</td><td>9,301,983</td></tr>
<tr><td>Lesha Industries Limited</td><td>Loan Given</td><td>17,185,000</td></tr>
</table>
The Company has already sought prior approval of shareholders for RPT to be undertaken by the Company for the FY 2027-28 by passing Special resolution at the 42nd Annual General Meeting held in the year 2026.
</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td colspan="5">No</td></tr>
<tr><td colspan="7">A(4). Amount of the proposed transactions</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in this meeting of the Audit Committee/shareholders.</td><td>upto Rs. 150 crores</td><td>upto Rs. 150 crores</td><td>upto Rs. 150 crores</td><td>upto Rs. 150 crores</td><td>upto Rs. 150 crores</td></tr>
</table>

2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the transaction as material RPT?	Yes	Yes	Yes	Yes	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual Standalone turnover for the immediately preceding financial years.	Upto 613.73% **Note: As the value of proposed transaction with each related party is the same, so the percentage remains the same in case of each party. Further, the value of the proposed transactions with each related party is assumed to be upto INR 150 crores, which is approximately 613.73% of the listed entity's annual turnover for the immediately preceding financial year.* ***Accordingly, the percentage is also based on this assumption of transaction value.***				
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable				
5.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year	401.91%	3163.64%	1777.25%	374.91%	-
		**Note: The value of the proposed transaction with Listed Entity is assumed to be upto INR 150 crores, accordingly, the percentage (calculated based on the standalone turnover for the immediately preceding financial year) is also based on this assumption of transaction value.*				
6.	Financial performance of the related party for the immediately preceding financial year:					
	Standalone turnover of the related party for each of the last three financial years:					
	FY 2025-26	3732.21	4741.30	1284.86	1147.66	0.00
	FY 2024-25	179.78	1245.54	283.16	70.40	0.00
	FY 2023-24	148.29	1156.26	527.47	224.44	0.00
7.	**Standalone net worth of the related party for each of the last three financial years:**					
	FY 2025-26	12197.12	7416.92	7657.18	23908.19	(21.38)
	FY 2024-25	3884.60	7403.08	2759.72	16830.73	(21.38)
	FY 2023-24	3645.58	2543.50	2747.49	11997.28	(21.50)
	Standalone net profits of the related party for each of the last three financial years:					
	FY 2025-26	1513.20	13.85	15.66	842.61	0.00
	FY 2024-25	239.01	45.21	12.23	18.36	0.00
	FY 2023-24	92.32	717.70	65.12	(513.86)	23.37
A(5)	**Basic details of the proposed transaction**					
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	a) sale, purchase, lease or supply of goods; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objective/requirements; and d) availing/advancing of borrowings / inter corporate loans/ advances				

2.	Details of each type of the proposed transaction	The transaction between the related parties will be in the nature of purchase/sale of goods, services and/or availing/advancing inter corporate loans/borrowings or any other business activities.				
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One year (FY 2027-28)				
4.	Whether omnibus approval is being sought?	Yes	Yes	Yes	Yes	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The maximum value of transaction(s) during the FY 2027-28 shall not exceed INR 150 crore	The maximum value of transaction(s) during the FY 2027-28 shall not exceed INR 150 crore	The maximum value of transaction(s) during the FY 2027-28 shall not exceed INR 150 crore	The maximum value of transaction(s) during the FY 2027-28 shall not exceed INR 150 crore	The maximum value of transaction (s) during the FY 2027-28 shall not exceed INR 150 crore
6.	Justification as to why RPTs proposed to be entered into are in the interest of the listed entity	All the proposed RPT to be undertaken between the related parties will be in the nature of purchase/sale of goods, services, inter-corporate, and/or any other business activities. All the transactions proposed to be undertaken would be on Arm's Length and in Ordinary Course of Business. Further, the Audit Committee and the Board of Directors have reviewed the terms of the transaction in loans detail and are satisfied that the transactions are in the best interest of the Company and its shareholders. All relevant disclosures will be made in compliance with applicable regulations to ensure transparency and uphold corporate governance standards.				
7.	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.					
	a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party *(Explanation: Indirect interest shall mean interest held through any person over which an individual has control* *Including interest held through relatives).*	Shalin Shah Managing Director and Promoter of the Company holds 22.18% stake in 'AML', and indirectly through HUF holds 7.18% stake in 'Ashoka Metcast Limited'. Ashok Chinubhai shah, Director/Promoter Group, holds 9.61% stake in Ashoka Metcast Limited, Leena Shah Promoter Group holds 9.85% stake in Ashoka Metcast Limited.	Shalin Shah, Managing Director and Promoter holds 16.52% stake and Ashok Shah, Promoter & Managing Director holds 9.14% stake in Lesha Industries Limited.	Shalin Shah Managing Director and Promoter of the Company holds 22.18% stake in 'Ashnisha Industries Limited'. Ashok Shah, Promoter Group and Director of the Company holds 2.84% stake in Ashnisha Industries Limited	None of the Director/KMP/ Promoter of the Company directly or indirectly holds more than 2% stake in related party.	Shalin Shah, Promoter and Director and Ashok Shah, Promoter Group and Director of the Company holds 50% and 50% stake in 'LVPL' respectively

8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable for proposed transactions.
9.	Other relevant information for decision making	-

PART B

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The proposed RPTs are being conducted in the ordinary course of business and on an arm's length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), such transactions do not mandate a competitive bidding process if they are demonstrably fair and at market terms. Conducting an external bidding process would involve substantial time and administrative costs without adding proportional value, especially when the transactions terms are already demonstrably competitive and in line with industry standards. The proposed transactions have been reviewed and approved by the Audit Committee, which comprises a majority of independent directors. Their evaluation has ensured that the proposed transactions are in the best interests of the Company and its public shareholders, with no conflict of interest influencing the decision-making process. As per SEBI regulations, the requirement to seek competitive bids is not mandatory when transactions are in the ordinary course of business and at arm's length pricing. Hence, there is no regulatory obligation to invite external bids in this instance. Hence, the management of the Company believes that it is neither necessary nor value-accretive to seek bids from unrelated external parties. The proposed RPTs meet all statutory and governance requirements and serves the best interests of the Company and its stakeholders.
2.	Basis of determination of price.	NA
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	NA

<table>
<tr><th colspan="7">B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary</th></tr>
<tr><td>1.</td><td>Source of funds in connection with the proposed transaction.</td><td colspan="5">Internal accruals</td></tr>
<tr><td>2.</td><td>Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the
following:
a. Nature of indebtedness
b. Total cost of borrowing
c. Tenure
d. Other details</td><td>NA</td><td>NA</td><td>NA</td><td>NA</td><td>NA</td></tr>
<tr><td>3.</td><td>Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders
(1. This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies
2. Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity)</td><td colspan="5">The listed entity currently has no outstanding borrowings from its bankers. Therefore, there is no applicable rate of interest at which the listed entity is borrowing from banks or financial institutions.

In the event of any proposed borrowings in the future, the same will also be entered into at applicable prevailing market rates, in line with the terms generally available to similar entities in the market and subject to the listed entity's creditworthiness at the time.</td></tr>
<tr><td>4.</td><td>Proposed interest rate to be charged by listed entity or its subsidiary from the related party.</td><td colspan="5">Any amount, if advanced shall be extended without any interest charges and are intended solely for use in the ordinary course of business by the related party/(s).</td></tr>
<tr><td>5.</td><td>Maturity / due date</td><td colspan="5">Any amount if advanced to any of the related party/(s) shall be repayable on demand by the lender or as maybe agreed by the parties.</td></tr>
<tr><td>6.</td><td>Repayment schedule & terms</td><td colspan="5">The repayment schedule and terms shall be determined by the listed entity in consultation with its related party, ensuring alignment with the mutually agreed conditions and applicable provisions.</td></tr>
<tr><td>7.</td><td>Whether Secured or unsecured?</td><td colspan="5">Unsecured</td></tr>
<tr><td>8.</td><td>If secured, the nature of security & security coverage ratio</td><td colspan="5">NA</td></tr>
<tr><td>9.</td><td>The purpose for which the funds will be utilized by the ultimate beneficiary of</td><td colspan="5">Loans, to any of the related party/(s) mentioned above, shall be extended with the understanding that it will be utilized for business-related activities / business purpose in ordinary course of business.</td></tr>
</table>

	such funds pursuant to the transaction.	
Point No. B(3) and B(4) of table forming Part B of Clause 4 of the Industry Standards are not applicable.		
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Material covenants of proposed transaction	The proposed transactions shall be in ordinary course of business and on arm's length basis.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	Interest free
3.	Cost of borrowing (This shall include all costs associated with the borrowing)	-
4.	Maturity / due date	Repayable on demand by Lender or as maybe decided by both the parties
5.	Repayment schedule & terms	The repayment schedule and terms shall be determined by the listed entity in consultation with its related party, ensuring alignment with the mutually agreed conditions and applicable regulations.
6.	Whether secured or unsecured?	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity /subsidiary	Business Purpose and in ordinary course of business
Point No. B(6) & B(7) of table of Part B of the Industry Standards are not applicable.		

PART C

<table>
<tr><td colspan="7">C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary</td></tr>
<tr><td>1.</td><td>Latest credit rating of the related party

Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</td><td colspan="5">The Audit Committee of Listed Entity, after evaluating the creditworthiness of all the related party/(s), concluded that the related party/(s) possesses adequate financial strength and creditworthiness to engage in the proposed transaction/(s) with the Listed Entity and poses no undue risk to the Listed Entity in proceeding with the transaction. The review by Audit Committee of Listed Entity included an evaluation of financial statements and any relevant financial or market information of each of the related party individually to determine the related party's ability to meet its financial obligations.</td></tr>
<tr><td>2.</td><td>Default on borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.

(Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request)

In addition, state the following:
a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;

b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;

c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;

d) Whether the related party, not being an MSME,</td><td>NA</td><td>NA</td><td>NA</td><td>NA</td><td>NA</td></tr>
</table>

	suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. *(Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.)*					
Point No. C(2) and C(3) of table forming Part C of Clause 4 of the Industry Standards are not applicable.						
C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary						
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements					
	a. Before transaction	0.38				
	b. After transaction	The Debt to Equity Ratio of the listed entity, based on the latest audited financial statements, is not provided at this stage, as the proposed transaction is being undertaken under an omnibus approval. Since the final transaction amount has not yet been determined, the Debt to Equity Ratio cannot be computed with reference to a specific figure.				
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements					
	a. Before transaction	-				
	b. After transaction	-				
Point No. C(5) and C(6) of table forming Part C of Clause 4 of the Industry Standards are not applicable.						

Date: August 12, 2026
Place: Ahmedabad

Reg. Off.: Corporate House- 2, Anam-2, Iscon Ambli Brts Road
Nr. Vakil Saheb Bridge, Ambli, Ahmedabad-380058, Gujarat
Tel: +91 6358028105
E-mail: rhetantmt@gmail.com

For and on behalf of the Board

Sd/-
Tanuj Jain
Company Secretary & Compliance Officer
Membership No: A80781