Phone : 040-23773675

ADITYA ISPAT LIMITED
Regd. Office & Works : Plot No. 20, Phase V, IDA, Jeedimetla, Hyderabad - 500 055.
Website : www.adityaispat.com e-mail : info@adityaispat.com
Udyam : TS-20-0001177 CIN : L27109TG1990PLC012099

08.09.2026

To
The Secretary
Dept. of Corporate Services
The Bombay Stock Exchange Ltd
P.J.Towers. Dalal Street
MUMBAI – 400 001

Ref: Scrip Code 513513.
Sub: Notice of 35th Annual General Meeting.

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015, please find attached notice of 35th Annual General Meeting of the Company to be held on Wednesday 30th September, 2026.

Kindly take the same on record.

Yours faithfully
For ADITYA ISPAT LIMITED

Varsha Pandey
Digitally signed by Varsha Pandey
Date: 2026.09.08 19:41:40 +05'30'

ADITYA ISPAT LIMITED HYDERABAD

CS VARSHA PANDEY
Company Secretary Cum Compliance Officer
M.NO.: A72878

ADITYA ISPAT LIMITED
CIN NO. L27109TG1990PLC012099
Registered Office: Plot No. 20, Phase V, IDA, Jeedimetla, Hyderabad - 500 055, India
Website : www.adityaispat.com | Email: info@adityaispat.com | Ph :+914023773675

NOTICE

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of the Shareholders of the Company will be held on Wednesday 30th September, 2026 at 05.30PM through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2026, together with the Reports of the Board of Directors and Auditors thereon.**

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

   "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2026 together with the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted."

2. **To appoint a director in place of Smt. Sushila Kabra (DIN : 01432698), who retires by rotation, and being eligible, offers herself for re-appointment.**

   To consider and if thought fit, to pass, with or without modification(s), the 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, Smt. Sushila Kabra (DIN : 01432698), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. **Regularization of Additional Director, Mr Vemula Jalaprasad (DIN: 11358329) as Wholetime Executive Director of the Company.**

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

   "RESOLVED THAT Mr Vemula Jalaprasad (DIN: 11358329) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 23rf March, 2026 and who holds office upto the date of forthcoming Annual General Meeting of the Company in terms of Section 161 (1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Wholetime Executive Director of the Company, be and is hereby appointed as Wholetime Executive Director of the Company, not liable to retire by rotation."

   "RESOLVED FURTHER THAT pursuant to the provisions of Section 160, 196, 197,198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members be and is hereby accorded for appointment as Wholetime Executive Director of the Company, not liable to retire by rotation and to hold office for a term of 3(three) consecutive years on the Board of the Company w.e.f 23rd March, 2026 to 22nd March, 2029 on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting."

   "**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in the financial year, the Company will pay above remuneration by way of Salary including perquisites and allowance as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and / or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all Such acts, deeds, matters and things and give directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to the extent permitted by law, all or any of the powers herein conferred to any committee of Directors or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company in order to give effect to this resolution."

4. **TO CONSIDER THE SCHEME OF REDUCTION OF SHARE CAPITAL OF THE COMPANY.**

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

"RESOLVED THAT pursuant to Section 66 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder including the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 ("NCLT Rules") and any other applicable provisions of law (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), Article 81 of the Articles of Association of the Company and subject to the confirmation by the Hon'ble National Company Law Tribunal, Hyderabad Bench ("NCLT") and such other approvals, consents, permissions and sanctions as may be required to be obtained from appropriate Governmental authorities, departments, offices, institutions, bodies, agencies and/or third parties and subject to the terms and conditions, as may be prescribed while granting such approvals, consents, permissions and sanctions by the NCLT and/or any other appropriate Government authorities, departments, offices, institutions, bodies, agencies and/or third parties connected with the Reduction of Share Capital and which may be agreed to by the Board of Directors of the Company ("Board") (which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board), the approval of the members of the Company ("Members") be and is hereby accorded to the Scheme of Reduction of Share Capital ("Scheme") of the Company by way of reduction of paid- up share capital of the Company from Rs. 5,35,00,000/- (Rupees Five crores Thirty-Five lakhs only) comprising of 53,50,000 (Fifty-Three lakh Fifty thousand) equity shares of Rs. 10/- each to Rs. 26,75,000/- (Rupees Twenty-Six Lakhs Seventy-Five Thousand only) divided into 2,67,500 (Two Lakhs Sixty-Seven Thousand Five Hundred Only) equity shares of Rs. 10/- each by reducing the number of equity shares from 53,50,000 Equity Shares to 2,67,500 Equity Shares and such cumulative reduction would be effected by writing off the Accumulated Losses of Rs. 5,08,25,000/- on the Effective Date of the draft Scheme of Reduction of capital ("Scheme")."

"RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby also accorded for Reduction of Share Capital of the Company by making corresponding adjustments by way of debit to the paid-up equity share capital for 50,82,500 (Fifty Lakhs Eighty-Two Thousand Five Hundred Only) equity shares of Rs. 10/- each."

"RESOLVED FURTHER THAT upon confirmation of the Scheme by Hon'ble NCLT and the aforesaid authorities and becoming effective and operative, without any further act or deed by the equity shareholders (including but not limited to sending appropriate instructions to the depository participants NSDL and CDSL), the above-mentioned equity shares of the Company i.e. 50,82,500 (Fifty Lakhs Eighty-Two Thousand Five Hundred Only) equity shares of Rs. 10/- on record date shall stand cancelled, extinguished and rendered invalid without any obligations and consequences of whatsoever nature to the Company."

"RESOLVED FURTHER THAT it is noted that the proposed Scheme qualifies for exemption under Regulation

37(6)(b) of the SEBI (LODR) Regulations, 2015, being a scheme providing for writing off accumulated losses against the share capital and reserves of a listed company.”

“RESOLVED FURTHER THAT every shareholder of the Company, whose name appears on the Register of Members as on Record Date, shall receive 1 equity share of Rs.10/- each in lieu of every 20 equity shares of Rs.10/- held earlier in the Company, and any fraction shares will be rounded off to nearest higher integer and increase in the number of shares will be forgone by Mr. Aditya Chachan, Promotor and Managing Director of the Company thus keeping the paid-up Share Capital intact to Rs. 26,75,000/- (Twenty-six lakhs and seventy-five thousand only).”

“RESOLVED FURTHER THAT subject to confirmation of the Scheme by NCLT and all other approvals from any other appropriate authorities, the Company shall not be required to add the words “And Reduced” to its name subsequent to such reduction of equity share capital of the Company.”

“RESOLVED FURTHER THAT Board of Directors of the Company, or Company Secretary & Compliance Officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things; as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the proposed capital reduction including without limitation:

(a) To finalize, amend and settle the draft Scheme, and assent to such alterations, conditions and modifications, if any, or effect any other modification or amendment as the Company may consider necessary or desirable to give effect to the Proposed Reduction thereof;

(b) To file the Scheme and/or any other information/details with the Central/ State Government(s), SEBI, Stock Exchanges or anybody, authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;

(c) To file any application, affidavit, petition, pleading, form or reports before Hon’ble NCLT or any other statutory or regulatory authority including the Registrar of Companies, the Regional Director or such other authority as may be required in connection with the Proposed Reduction or its sanction thereof and to do all such acts and deeds as they may deem necessary in connection therewith and incidental thereto;

(d) To make any alterations/changes to the draft Scheme as may be expedient or necessary, which does not materially change the substance of the draft Scheme, particularly for satisfying the requirements or conditions imposed by the NCLT or any other appropriate authority;

(e) To sign all applications, petitions, affidavits, undertakings, certificates, documents, letters relating to the Proposed Reduction and represent the Company before the NCLT and any other authorities in relation to any matter relating to the Proposed Reduction or delegate such authority to any other person through a valid power of attorney;

(f) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient and all manner of documents, petitions, affidavits and applications under the applicable laws and to represent the Company in all correspondences, matters and proceedings and any nature whatsoever in relation to the above;

(g) To obtain the requisite approval and/or consents of the shareholders, secured lenders of the Company, bank, financial institutions and other regulatory authorities as may be required and for that purpose, to initiate all necessary actions and to take other consequential steps as may be required from time to time in that behalf;

(h) To engage any counsel, consultant firms, advocates, attorneys, pleaders, solicitors, valuers or any other one or more agencies, as may be required in relation to or in connection with the Proposed Reduction of share capital, on such terms and conditions as they may deem fit, finalize fees, terms and conditions of their appointment letter(s), furnish such information as may be required by them and also to sign, execute and deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings and other related documents in favour of the concerned authorities, advocates or any one or more persons as they may deem fit and to do all such acts, deeds and things as they may deem fit and as may be necessary in this regard;

(i) To consider, approve, sign and execute all other documents, advertisements, announcements, disclosures, etc. which may be sent/required to be sent to concerned authorities on behalf of the Company;

(j) To file requisite forms with the Registrar of Companies in connection with the Proposed Reduction during and after the process of sanction thereof;

(k) To suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;

(l) To approve such actions as may be considered necessary for approval / sanction by the NCLT or any other appropriate authority under the applicable provisions of the Act, including but not limited to making filing with the concerned Registrar of Companies, Regional Directors, and other authorities as may be required, to approve all other actions required for full and effective implementation of the Proposed Reduction and do all such other acts, matters, deeds and things necessary, proper or desirable in connection with or incidental to giving effect to the purposes of this resolution;

(m) To incur such other expenses as may be necessary with regard to the above transaction, including payment of fees to solicitors, merchant bankers, advisors, valuers, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them;

(n) To accept services of notices or other processes which may from time to time be issued in connection with the matter aforesaid;

(o) To give such directions as they may think fit and proper, including directions for settling any questions or difficulties that may arise and to do all acts, deeds and tasks, as may be deemed necessary, expedient or proper to give effect to the proposed capital reduction and for matters connected therewith or incidental thereto.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (“the Board”), and the Company Secretary be and is hereby authorized to take all necessary steps and do all such acts, deeds, matters and things, as they may, in their absolute discretion deem necessary, expedient, usual or proper in the best interest of the Company including issuing any directions for settling any question or doubt or difficulty whatsoever that may arise, for the purpose of giving effect to the reduction of capital, or to any modification thereof without being required to seek any further consent or approval of the members or otherwise.”

By order of the Board
Sd/-
Aditya Chachan
Managing Director
(DIN :10349309)

Place: Hyderabad
Dated : 08.09.2026

Notes:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
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 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.
4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, 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.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
   All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to info@adityaispat.com
7. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 10 working days prior to AGM through email on info@adityaispat.com The same can be made available at the AGM.
8. The Members can join the EGM/AGM in the VC/OAVM mode 15 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 EGM/AGM through VC/OAVM will be made available to atleast 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 EGM/AGM without restriction on account of first come first served basis
9. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

10. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. 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/EGM through VC/OAVM and cast their votes through e-voting.

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

12. The AGM/EGM 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.

13. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

14. In accordance with the Companies Act, 2013 read with the Rules, the Notice of the AGM along with the Annual Report for 2025-2026 are sent by electronic mode to those members whose e-mail addresses are registered with the Company / Depositories, unless any member has requested for a physical copy of the same. Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, a letter is being sent to those Members who have not registered their email addresses with the Company/ DPs, providing the web-link including the exact path, from where the Annual Report can be accessed on the Company's website.

15. The explanatory statement under section 102 of the Act, are annexed as Annexure to the Notice.

16. The business set out in the Notice will be transacted through remote electronic voting system and the Company is providing facility for voting by remote electronic means. Instructions and other information relating to the Evoting are given in the Notice under Note No. 26.

17. The Register of Members and Share Transfer Books of the Company will remain closed from 24thSeptember, 2026 to 30th September, 2026 (both days inclusive) for the purpose of AGM.

18. Information regarding particulars of Directors seeking appointment/re-appointment requiring disclosure in terms of Regulations 26(4) and 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations]; Secretarial Standards on General meetings issued by the Institute of Company Secretaries of India [SS-2].

19. Members holding shares in dematerialized form should intimate to the concerned Depository Participant(s), the necessary bank account details. Members holding shares in physical form may intimate the Registrar and Share Transfer Agents, the necessary bank details for ECS credit directly to their bank accounts wherever ECS facility is available or for printing of their bank account details on the dividend warrants to prevent possibilities of fraud in encashing the warrants. In case of any change in the bank particulars, the change should be intimated to the Depository Participant(s), (in case of dematerialized shares) and the Registrar and Share Transfer Agents (in case of physical shares), immediately so that the changed particulars may be used for dividend payment.

20. The Securities & Exchange Board of India (SEBI), has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

21. To support the 'Green Initiative', the Members are requested to register their email addresses with the Company

or Registrar and Share Transfer Agents of the Company to invgreivance@adityaispat.com or xlfield@gmail.com or with the Depositories for receiving all communication, including Annual Report, Notices and Documents through e-mail instead of physical copy.

22. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Company's Registrar and Share Transfer Agent –XL Softech Systems Limited for the same.

23. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, XL Softech Systems Limited, immediately of: a) Change of their residential status on return to India for permanent settlement.b) Particulars of their bank account maintained in India with Complete name, branch, account type, accountnumber and address of the bank with pin code number, if not furnished earlier.

24. As per the provisions of Section 72 of the Companies Act 2013, facility for making nomination is now available to INDIVIDUALS holding shares in the company. Member holding shares in the physical form may obtain the Nomination Form from the Company or its RTA or can download the form from the Company's website viz.**www.adityaispat.com.** Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.

25. All documents referred to the accompanying Notice and Explanatory Statement shall be open for Inspection at the Registered Office of the Company during 10.00 am to 12.00 pm on all working Days except Saturdays, up to date of Annual General Meeting of the Company.

26. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies Act, 2013, the Company is pleased to provide members' facility to exercise their right to vote at 35th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).

THE INTRUCTIONS 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.

(i) The voting period begins on 27th September, 2026 09.00 AM and ends on 29th September, 2026 05.00 PM 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 23rd September,2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

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

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

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

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting 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**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name 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 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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 abovementioned website.

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

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

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

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

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

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

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

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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

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

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

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

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- 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; info@adityaispat.com (designated email address by company) , 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/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM 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/EGM.

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 atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). 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/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/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/RTA email id**.

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

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

If you have any queries or issues regarding 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 21 09911
All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (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 21 09911.

II. You can update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(S).

III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of The Company as on cut-off date of 23rd September 2026

IV Mr. Vivek Surana (ICSI Membership No. A24531, CP No. 12901) a practicing Company Secretary , has Been Appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VI. The Scrutinizer shall, immediately after the conclusion of voting at the AGM ,first count the vote at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least 2(two) witness not in the employment of the Company and make not later than 48 hours of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

VII. The Chairman or a person authorized by him in writing shall declare the result of voting forthwith.

VIII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.adityaispat.com and on the website of CDSL within 48 hours of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchange..

Appeal to Shareholders :

Appeal to Shareholders whose shares are held in Physical Form

Reminder to Update KYC details pursuant to SEBI Circular bearing references nos. SEBI/HO/MIRSD/POD-1/P/CIR/ 2023 /181 dated November 17,2023 & SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16,2023 (now rescinded due to issuance of Master Circular dated May 07,2024) and SEBI/HO/MIRSD/PoD-1/P/CIR/2024/81 dated June 10,2024.

We refer to the above circulars issued by SEBI that mandates all the listed companies to record PAN, Address with

PIN code, Mobile Number, Bank Accounts details, Specimen Signature of physical securities. Email Addresses and Nomination of shareholders is optional, the security holder are requested to register Nomination and email addresses to avail online services.This is applicable for all security holders holding shares in physical mode.

The sailent features and requirements of the circular are as follows:

A) In case of non- updation of PAN or Contact details or Mobile Number or Bank Account Details or Specimen signatures in respect of physical folios, dividend /interest etc. shall be paid only through electronic mode with effect from April 01,2024 upon furnishing all the aforesaid details in entirely.

B) If a security holder updates the PAN, Contact details, Mobile Number , Bank Account Details , Specimen signatures after April 01,2024, then the security holder would receive all the dividend/interest etc. declared during that period (from April 1,2024 till date of updation) pertaining to the securities held after the said updation automatically.

In view of the above, we request you to submit at the earliest the KYC form and Nomination viz. FORMS ISR-1, ISR-2, ISR-3, SH-13, SH-14.The forms are available on our website as mentioned below www.adityaispat.com – investor tab-KYC-KYC forms. You are requested to send this filled form to the Registrar & Share Transfer Agents at the address mentioned below

Registrar & Share Transfer Agents : M/s. XL Softech Systems Limited 3 Sagar Society, Road No. 2, Banjara Hills, Hyderabad - 500 034. Tel : 040-23545913/14/15, Fax : 040-23553214 E-mail : xlfield@gmail.com

We would request you to comply with the above requirements at the earliest.

Note: Shareholders holding shares in physical form are requested to kindly convert shares from physical form to demat form at the earliest possible as it will be beneficial for market liquidity.

ANNEXURE TO THE NOTICE

Explanatory Statement under section 102 of the Companies Act, 2013 and additional information as required under the SEBI Listing Regulations and circulars issued thereunder

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 (the Act)

Item No 3

Regularization of Additional Director, Shri Vemula Jalaprasad (DIN:11358329) **as wholetime Executive Director of the Company.**

The Board at its meeting held on 23rd March 2026 appointed Shri Vemula Jalaprasad as an Additional Director with effect from 23rd March 2026, for a period of 3 years

Mr Vemula Jalaprasad holds a Postgraduate degree in Structural Engineering from Jawaharlal Nehru Technological University, Kakinada. He is a results-driven civil engineering professional with over a decade of experience in infrastructure and project management. With a strong focus on engineering prec1s1on, operational excellence, and sustainable development, he plays a key role in delivering high-quality, reliable, and cost-effective solutions.

His leadership approach integrates strategic planning, resource optimization, and strict quality control.

In terms of the provisions of Section 161 (1) of the Act Mr Vemula Jalaprasad would hold office up to the date of ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr Vemula Jalaprasad for the office of Director of the Company.

Proposed Remuneration

(a) **Basic Salary** : In the range of Rs. 50,000/- per month

(b) **Commission/Performance bonus**: Not exceeding 5% of the Net Profits of the relevant previous year calculated under the provisions of Companies Act, 2013 (payable at such intervals as may be decided by the Board / Committee.)

Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Vemula Jalaprasad, the Company has no profits, or the profits are inadequate , the Company will pay remuneration by way of salary and perquisites as decided by the Board or any Committee within thereof from time to time as minimum remuneration, with the approval of the Central Government, if necessary.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, appointment of Mr. Vemula Jalaprasad, as the Wholetime Executive Director requires approval of the members by way of ordinary resolution.

Mr. Vemula Jalaprasad is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent for the appointment. Mr. Vemula Jalaprasad is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. The terms are set out in the Resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 196 of the Act.

Keeping in view the experience and expertise of Mr Vemula Jalaprasad, the Board considers it desirable that the Company should receive the benefit of his valuable experience and advice and accordingly recommends the resolution at Item No. 3 for approval by the members.

Mr Vemula Jalaprasad, is interested and concerned in the Resolution mentioned at Item No. 3 of the Notice. Other than Mr Aditya Chachan, no other director or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice

The Explanatory Statement may also be regarded as a disclosure under Securities and Exchange Board of india (Listing

ANNEXURE TO THE NOTICE

Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchange.

ITEM NO.4: TO CONSIDER THE SCHEME OF REDUCTION OF SHARE CAPITAL OF THE COMPANY.

The proposed reduction of the equity share capital of Company is being undertaken in accordance with the provisions of Section 66 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made there under and specifically the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 ("NCLT Rules"), which permit a company to undertake a reduction of its share capital in any manner and pursuant to Article 81 of Articles of Association of the Company, read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, BSE subject to confirmation by the Hon'ble National Company Law Tribunal, Hyderabad Bench ("NCLT").

Background:

The Company was incorporated on 18.12.1990 under the Companies Act, 1956. The Corporate Identification Number (CIN) of the Company is L27109TG1990PLC012099. The registered office of the Company is at Plot No 20, Phase V, IDA, Jeedimetla, Hyderabad, Telangana - 500055. The Equity shares of Company is listed on BSE Limited (BSE).

The proposed Reduction of Equity Share Capital of the Company will not have any adverse effect on the Creditors of the Company or the Company's ability to fulfill its commitments or meet its obligations in the ordinary course of business as there is no pay-out resulting from the proposed Capital Reduction.

The Capital Reduction in the manner proposed would be beneficial to all the Shareholders of the Company as the same shall ensure that the total paid of equity share capital of the Company post reduction of capital of the Company will represent the actual available capital of the Company.

1. **The capital structure of the Company pre- and post-scheme is reflected in the table below:**

Pre-Reduction			**Post-Reduction**		
Particulars	**No of shares**	**Amount (Rs.)**	**Particulars**	**No of shares**	**Amount (Rs.)**
Authorised Share Capital					
Equity shares of face value Rs 10 each	60,10,000	6,01,00,000	Equity shares of face value Rs 10 each	60,10,000	6,01,00,000
Issued, subscribed and paid-up share capital					
Equity shares of face value Rs 10/- each	53,50,000	5,35,00,000	Equity shares of face value Rs 10/- each	2,67,500	26,75,000

The financial statements for the Financial Year ended 31st March, 2026 reflect accumulated losses (i.e., debit balance of profit and loss account) of Rs. 6,75,52,144/-. Such accumulated losses have substantially wiped off the value represented by the share capital.

Considering the future prospects of growth and value addition to the Company and its Shareholders, it is proposed to re-align the relationship between its capital and assets in accordance with Section 66 of the Companies Act, 2013 read with the National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable provisions of the Companies Act, 2013 (to the extent applicable), by writing-off the accumulated losses of Rs. 5,08,25,000/- reflecting in the Audited financial statements of the Company as on March 31, 2026 against the paid-up share capital of the Company, to have a rational structure which is commensurate with its remaining business and

ANNEXURE TO THE NOTICE

assets.

It is proposed to effect the reduction of share capital by reducing the number of equity shares from 53,50,000 Equity Shares to 2,67,500 Equity Shares.

To effect such reduction in Issued, Subscribed and Paid-Up Equity Share Capital the shareholders of the Company on the record date will get 1 (One) equity share of Rs.10/- (Rupees Ten Only) each fully paid-up against 20 (Twenty) equity shares of Rs.10/- (Rupees Ten Only) each fully paid up.

The fractional entitlements, if any, shall be same shall be rounded off to one share and the same would be allotted to the respective shareholders. Simultaneously, the increase in the number of shares due to rounding off will be forgone by Mr. Aditya Chachan, Promotor and Managing Director of the Company thus keeping the paid-up Share Capital intact to Rs. 26,75,000/- (Twenty-six lakhs seventy-five thousand only).

2. RATIONALE AND PURPOSE OF THE SCHEME

a) Accumulated Losses have substantially wiped off the value represented by the Share Capital. This has given to the need for readjustment of share capital account in its books of accounts.

b) In order to re-align the relation between capital and assets; and to accurately and fairly reflect the assets and liabilities of the Company in its books of accounts; and for better presentation of the financial position of the Company, the Board of Directors has decided to write off the Accumulated Losses against Share Capital Account in accordance with the provisions of Sections 66 of the Companies Act, 2013, and National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable provisions.

c) By virtue of article 81 of Articles of Association of the Company, the Company is authorized to reduce its share capital in any manner and in accordance with the provisions of the Act.

d) After evaluating various options, the Board of Directors at their meeting held on 08.09.2026 had decided to reduce the paid-up capital of the Company. In this regard the Board has decided to reduce the 95% of paid-up share capital of the Company by cancelling and extinguishing 95% of the paid-up value of the shares. Furthermore, the reduction of capital would not in any way have any adverse effect on the Company's ability to honour its commitments or meet its obligations in the ordinary course of business.

e) In the above context, the Company proposes to write off Accumulated Losses of Rs. 5,08,25,000/- (Rupees Five crores eight lakhs twenty five thousand only) reflecting in the audited financial statements of the Company as on March 31, 2026 with the balance appearing in Share Capital Account under the provisions of Sections 66 of the Companies Act, 2013 would accordingly be applicable in respect of such reduction.

f) The reduction envisaged under this Scheme would not in any way have any adverse effect on the Company's ability to honour its commitments or meet its obligations in the ordinary course of business and that the reduction of share capital shall not cause any shareholder to hold in fraction shares, if any caused by the reduction of share capital and subsequent consolidation, the same shall be rounded off to one share and the same would be allotted to the respective shareholders. Simultaneously, the increase in the number of shares due to rounding off will be forgone by Mr. Aditya Chachan, Promotor and Managing Director of the Company thus keeping the paid-up Share Capital intact to Rs. 26,75,000/- (Twenty-six lakhs and seventy-five thousand only).

g) Hence, the Board of Directors believe that in order to present a fair position of the affairs of the Company, the most practically and economically efficient option available to the Company would be to utilize the balance lying in the Share Capital to the extent of writing of the Accumulated Losses of the Company, subject to the confirmations / sanctions of the requisite majority of the Shareholders of the Company and the Hon'ble NCLT and such other appropriate authority, as may be applicable.

ANNEXURE TO THE NOTICE

3. Effective Date and Operative Date:

This reduction of capital shall be effective from the Effective Date i.e. the date on which certified copies of the order of the respective Hon'ble NCLT under Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules framed there under, if any, are filed with the Office of the Registrar of Companies, Ministry of Corporate Affairs.

4. Effects of the Scheme:

a) **As on the effective date,**

- the Issued, Subscribed and Paid -up capital of the Company shall stand reduced from Rs. 5,35,00,000/- (Rupees Five crores Thirty Five lakhs only) divided into 53,50,000 (Fifty Three Lakhs Fifty Thousand only) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 26,75,000/- (Rupees Twenty Six lakhs Seventy Five Thousand only) divided into 2,67,500 (Two Lakhs Sixty Seven Thousand Five only) equity shares of Rs. 10/- (Rupees Ten only) each.

- The reduction shall be effected by cancelling and extinguishing 50,82,500 (Fifty Lakhs Eighty Two Thousand Five Hundred only) equity shares of Rs. 10/- (Rupees ten only) each held by the equity shareholders of the Company on a proportionate basis, without payment of any consideration. The amount arising from such reduction of paid-up share capital aggregating to Rs. 5,08,25,000/- (Rupees Five Crores Eight Lakhs Twenty Five Thousand Only) shall be utilised to write off the accumulated losses of the Company aggregating to Rs. 5,08,25,000/- (Rupees Five Crores Eight Lakhs Twenty Five Thousand Only), thereby presenting a true and fair view of the financial position of the Company, on the terms and conditions set out in the Scheme.

b) Further, Post Reduction the paid-up equity share capital of the Company shall be Rs. 26,75,000/- (Rupees Twenty Six Seventy Five Thousand only) divided into 2,67,500 (Two Lakhs Sixty Seven Thousand five hundred only) equity shares of Rs. 10/- (Rupees Ten only).

c) The Scheme is only for reduction of Share Capital of the Company and it does not envisage transfer or vesting of any properties and /or liabilities to or in favor of the Company.

d) The proposed reduction of Paid-up Share Capital of the Company by way of writing off the Accumulated losses against the amount lying in the Share Capital Account of the company will be for the benefit of the Company, its creditors, Shareholders and all the concerned stakeholders. Such reduction will not cause any prejudice to the creditors of the Company. The reduction of Share Capital Account would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honor its commitments or pay its debts in the ordinary course of the business.

5. OBJECTS/ BENEFITS ARISING OUT OF THE SCHEME

a) Under this Scheme, if approved, the books of the Company would better represent its financial position which would help the Company position itself better in the market and undertake business activities efficiently. This would be value accretive to the Shareholders as well, as their holdings would yield better results.

b) The adjustment / set off of the balance in Share Capital Account would not have any impact on the shareholding pattern.

ANNEXURE TO THE NOTICE

c) The reduction of Share Capital Account in the manner proposed would enable the Company to have a rational structure which is commensurate with its business and assets.

d) The Scheme of reduction, after full implementation, will result in making the Company's balance sheet leaner and downsized.

e) The proposed Scheme would be for the overall benefit of the Company, its creditors, its Shareholders and all other stakeholders.

f) The Scheme, if approved, would provide greater flexibility to the Company in raising funds either from the capital market or from any bank/ financial institutions in the form of equity or debt, depending on the business needs of the Company.

g) The consent of the Shareholders of the Company to this Scheme of reduction of Share Capital of the Company shall be taken through a resolution under the provisions of Section 66 of the Companies Act, 2013 and National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable provisions of the Companies Act, 2013 (to the extent applicable). The Scheme is merely a reduction in the Share Capital of the Company prepared in terms of Section 66 of the Companies Act, 2013 and National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable provisions of the Companies Act, 2013 (to the extent applicable) and does not envisage transfer, conveyance or vesting of any of the properties and / or liabilities of the Company to any person or entity. Consequently, the Orders of Hon'ble NCLT approving the scheme would not attract any stamp duty in this regard under the applicable provisions of the Indian Stamp Act, 1899.

6. ACCOUNTING TREATMENT:

The Company shall pass appropriate entries as per the applicable accounting policies and accounting standards (specified is section 133 or any other provision of the Act) as regards accounting for the reduction of writing off the Accumulated Losses.

The adjustment / reduction, in the Share capital account of the Company shall be effected as an integral part of the Scheme in accordance with the provisions of Section 66 and other applicable provisions of the Act and the order of the National Company Law Tribunal sanctioning the Scheme shall be deemed to be also the order under Section 66 of the Act for the purpose of confirming the reduction and no further act, deed, or thing as required under the provisions of the Act would be required. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital.

7. **DESIGNATED STOCK EXCHANGE**: The designated stock exchange shall be BSE Limited.

8. **Others**: Notwithstanding the reduction as mentioned above, the Company will be praying before the NCLT that the Company be exempted to add "And Reduced" as a suffix to its name and the Company shall continue in its existing name since no pay out is being made to any existing Members and the Company will be able to discharge its liability in the due course of business.

The Special Resolution, if approved by the Members of the Company with requisite majority, will be subject to the confirmation by NCLT as per Section 66(3) of the Companies Act, 2013 read with the NCLT Rules.

A copy of the Scheme along with the documents submitted to BSE Limited. The same has been uploaded on the website of the Company at https://www.adityaispat.com/

All documents referred to in the accompanying Special Resolution and Explanatory Statement annexed thereto are made available on the Company's website at and would also be available for inspection to the Members at the Registered Office of the Company between 11:00 AM (IST) and 1:00 P.M. (IST) on any working day, except Saturdays, Sundays and public holidays, till the last date for voting by the Members.

ANNEXURE TO THE NOTICE

The Board of Directors believe that the proposed Scheme is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 4 in the accompanying Notice for approval by Members of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way whether, concerned or interested (financially or otherwise) in the proposed resolution as set out at Item No. 4 of the Notice.

By order of the Board
Sd/-
Aditya Chachan
Managing Director
(DIN :10349309)

Place: Hyderabad
Dated : 08.09.2026

ANNEXURE TO THE NOTICE

Details of the Directors seeking appointment / re-appointment in the ensuing Annual General Meeting.(In pursuance of Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings

Name of the Director	**Shri Vemula Jalaprasad** (DIN:11358329)	**Smt Sushila Kabra** (DIN : 01432698)
Date of Birth	14/06/1993	14/09/1952
Date of Appointment	23/03/2026	08/09/2026
Expertise in Specific Functional areas	Mr Vemula Jalaprasad holds is a results-driven civil engineering professional with over a decade of experience in infrastructure and project management. With a strong focus on engineering prec1s1on, operational excellence, and sustainable development, he plays a key role in delivering high-quality, reliable, and cost-effective solutions. His leadership approach integrates strategic planning, resource optimization, and strict quality control.	Business experience in small scale industries for a period of more than 30 years.
Qualifications	Postgraduate degree in Structural Engineering from Jawaharlal Nehru Technological University, Kakinada	Graduate in Arts
Board Meeting, Attendance and Remuneration	Has attended 2 out of 2 Board Meeting and no remuneration or sitting fees was paid to him	Has attended 9 out of 9 Board Meeting and no remuneration or sitting fees was paid to her
Directorship held in other Indian Companies	Avudari Green Energy Private Limited	N.A
Membership / Chairmanship of Committees of other public companies (includes only Audit Committees and Shareholders/Investors Greivance Committee	Nil	Nil
Disclosure of Relationship inter se between Directors, Manager and other Key Managerial Personnel	He is not related to any Directors, managers and other key managerial personnel	She is not related to any Directors, managers and other key managerial personnel
Shareholding in the Company	NIL	NIL