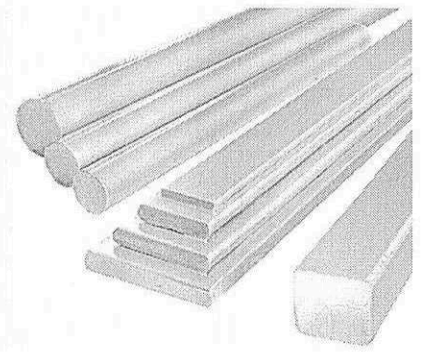


Sharda Ispat Ltd.

Regd. Off.: Kamptee Road, Nagpur - 44 00 26
Tel.: 0712 - 2245156, 2245888, | Email: shardaispat.ngp@gmail.com
Website: www.shardaispat.com | CIN No.: L74210MH1960PLC011830



Date: - 04.09.2019

To,
The General Manager,
Department of Corporate Services,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400023

Company Code:-513548

Dear Sir,

Sub: - Notice of 58th Annual General Meeting and Intimation for completion of dispatch of Notice of AGM and Annual Report.

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, We are attaching the Notice of 58th Annual General Meeting of the Company to be held on Friday, 27th September, 2019 at 10.30 A.M. (IST) at the Corporate office of the Company at Da-rock ,Plot no.230, 6th Floor, Hill Road, Shivaji Nagar, Nagpur-440010.

You are further informed that the Company has completed the dispatch of 58th Notice of Annual General Meeting along with Annual Report of the Company in the permitted mode for the financial year 2018-19 on 02nd September, 2019.

Kindly take above information on record and oblige.

Thanking You,

Your's Faithfully,

FOR SHARDA ISPAT LIMITED,



AMIT B.MUNDADA,
COMPANY SECRETARY



Encl.:- As above

BRIEF DETAILS OF THE RESOLUTION PROPOSED

Resolution No.	Resolution Type	Resolution Proposed
1.	Ordinary	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March,2019 and the Reports of the Board of Directors and Auditors thereon.
2.	Ordinary	To appoint a Director in place of Smt. Poonam Sarda (DIN.00190512), who retires by rotation and being eligible, offers herself for re-appointment.
3.	Ordinary	To approve the remuneration of the Cost Auditors for the financial year ending 31 st March, 2020.
4.	Special	Re-appointment of Shri. Harish Dass (DIN:00419983) as an Independent Director
5.	Special	Re-appointment of Shri. Rajendra Prasad Mohanka (DIN:00235850) as an Independent Director
6.	Special	Re-appointment of Shri. Ramesh Mantri (DIN:00414931) as an Independent Director
7.	Special	Approval of Loans, Investments, Guarantee or Security under Section 185 of the Companies Act, 2013
8.	Ordinary	Approval of Related Party Transaction under Section 188 of the Companies Act, 2013

SHARDA ISPAT LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 58th Annual General Meeting of the Members of Sharda Ispat Limited will be held on Friday, the 27th day of September, 2019 at 10.30 a.m. (I.S.T), at the Corporate office of the Company at Da-rock, Plot no. 230, 6th Floor, Hill Road, Shivaji Nagar, Nagpur-440010, to transact the following business:

ORDINARY BUSINESS

- 1) 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 Statements for the financial year ended 31.03.2019 of the company and the Reports of the Board of Directors and Auditors thereon, be and are hereby approved and adopted.”

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

“RESOLVED THAT Smt. Poonam Sarda (DIN 00190512), the retiring director, be and is hereby re-appointed as Director of the Company, liable for retirement by rotation.”

SPECIAL BUSINESS

3. To approve the Remuneration of the Cost Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s)/re-enactment(s)/ amendment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of Rs.30,000/- payable to M/s. Narendra Peshne and Associates, Cost Accountants, Nagpur (Firm Registration No.100269) who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending March 31, 2020.

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

4. Re-appointment of Shri. Harish Dass as an Independent Director:

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Shri. Harish Dass (DIN:00419983), who was appointed as an Independent Director at the fifty-third Annual General Meeting of the Company and who holds office up to the conclusion of the ensuing Annual General Meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Nomination and Remuneration Committee of the Board has recommended his appointment under Section 160 (1) of the act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years for a term up to the conclusion of the 63rd Annual General Meeting of the Company in the calendar year 2024.”

5. Re-appointment of Shri. Rajendra Prasad Mohanka as an Independent Director:

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Shri. Rajendra Prasad Mohanka (DIN 00235850), who was appointed as an Independent Director at the fifty-third Annual General Meeting of the Company and who holds office up to the conclusion of the ensuing Annual General Meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Nomination and Remuneration Committee of the Board has recommended his appointment under Section 160 (1) of the act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years for a term up to the conclusion of the 63rd Annual General Meeting of the Company in the calendar year 2024.”

6. Re-appointment of Shri. Ramesh Mantri as an Independent Director:

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Shri. Ramesh Mantri (DIN:00414931), who was appointed as an Independent Director at the fifty-third Annual General Meeting of the Company and who holds office up to the conclusion of the ensuing Annual General Meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Nomination and Remuneration Committee of the Board has recommended his appointment under Section 160 (1) of the act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years for a term up to the conclusion of the 63rd Annual General Meeting of the Company in the calendar year 2024.”

7. Approval of loans, investments, guarantee or security under section 185 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 pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made there under as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or a group Company, (in which any director is deemed to be interested) up to an aggregate sum of 50 Crores (Rupees Fifty Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and

things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

8.Approval of Related Party Transaction under Section 188 of the Companies Act, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions if any, of the Companies Act, 2013 (the Act) read with the Rule 15 of Companies (Meetings of Board and its powers) Rules 2014 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 to enter into contracts and/or agreements with Related parties as defined under the Act with respect to availing services from the related party given below.

Name of Related Party	Nature of Relationship	Nature of transactions	Maximum Expected Value of the transactions per annum (Rs.)	Duration of Transactions or Contract
Sharda Ispat Industries Limited	Associate Concern	Availing of Services (Premises on Rent)	57,60,000/-	3 years

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

Date: 13.08.2019
Place: Nagpur

For and on behalf of the Board of Directors
Nandkishore Sarda
Chairman & Managing Director
DIN: 00229911
Address: Plot No. 32,
Cement Road, Shivaji Nagar,
Shankar Nagar, Nagpur-440010

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.

The instrument appointing the Proxy should, however, be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.

- 2) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed hereto.
- 3) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
- 4) The Register of Members and Share Transfer Books of the company will remain closed from 21.09.2019 to 27.09.2019 (both days inclusive).
- 5) The shareholders holding shares in physical mode are requested to intimate the changes, if any, in their registered address, Bank mandate i.e. name of bank, branch address, account number, MICR/IFS Code to the Company and/or R & T Agent, or their respective Depository Participants (DPs), if the shares are held in demat mode.
- 6) As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

- 7) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's R & T Agent, for consolidation into a single folio.
- 8) SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission/transposition of shares. Members are requested to submit the PAN details to their Depository Participant in the case of holdings in dematerialized form and to the Company's R & T Agent, mentioning your correct reference folio number in case of holdings in physical form.
- 9) In compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The e-voting period commences on Tuesday, September 24, 2019 (09:00 a.m. IST) and ends on Thursday, September 26, 2019 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, Friday, September 20, 2019 (record date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 10) Non Resident Indian Members are requested to inform R & T Agent, immediately of:
 - a) Change in their residential status on return to India for permanent.
 - b) Notify immediately any change in their address.
 - c) Write to the Company's R & T Agent enclosing their share certificates for consolidation into one folio for better investor service, if they have more than one folio in identical order of name(s).

The instructions for shareholder voting electronically are as under:

1. The voting period begins on September 24, 2019 (09.00 A.M. IST) and ends on September 26, 2019 (05.00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 20, 2019 (Record Date) 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. The shareholders should log on to the e-voting website www.evotingindia.com.
4. Click on Shareholders.
5. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

For Members holding shares in Demat Form 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) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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. <ul style="list-style-type: none">• 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 as mentioned in the instruction (iv).

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

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

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

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

13. 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.

14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. 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.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
18. 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.
19. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

20. Note for Non Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

21. In case of Members receiving the physical copy:

- (A) Please follow all steps from sl. no. (1) to sl. no. (17) above to cast vote.
- (B) The voting period begins on Tuesday, September 24, 2019 (09:00 a.m. IST) and ends on Thursday, September 26, 2019 (5:00 p.m. IST). During this period, shareholders' of the Company, holding shares as on Friday, September 20, 2019, (Cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at 'www.evotingindia.co.in' under help section or write an email to 'helpdesk.evoting@cdslindia.com'.

Members may alternatively cast their votes using the Ballot Form which is sent along with this Notice and is also available on the website of the Company. Members may fill in the Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutinizer, at M/s. Sunil Kumar Sharma & Associates (Practicing Company Secretaries) 2nd Floor, Samarth Building, Sona Restaurant Square, C.A. Road, Gandhibagh, Nagpur-440002, Maharashtra, so as to reach by 5.00 p.m. on September 26, 2019. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.

In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.

The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) i.e. September 20, 2019.

The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, 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 and declare the result of the voting forthwith.

The Results will be declared on 28th day of September, 2019.

22. To promote green initiatives, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
23. Effective from 01st April,2019, the shares of the Company can be transferred only in dematerialized form as per notification issued by SEBI. We therefore request you to dematerialize your shares in the Company to facilitate transfer of shares.
24. M/s. Sunil Kumar Sharma & Associates (Practicing Company Secretaries) has been appointed as the Scrutinizer to scrutinize the e-voting process and physical ballot, in a fair and transparent manner.
25. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.shardaispat.com and on the website of CDSL www.evoting.cdsl.com within 2 (two) days of passing of the resolutions at the 58th AGM of the Company on September 27, 2019 and communicated to the BSE Limited and Calcutta Stock Exchange, where the shares of the Company are listed.
26. The Members / Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
27. Since the securities of the Company are already admitted on both the depositories i.e National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) the members have got an option for dematerializing their shares.
28. Members are requested to make all correspondence relating to physical shares, transfer of shares, dematerialization of shares, bank mandate, registration of e-mail address to R & T Agent of the Company at the following address:

ADROIT CORPORATE SERVICES PRIVATE LIMITED

17-20, Jaferbhoy Industrial Estate, Makwana Road,
Marol Naka, Marol, Andheri (E)
Mumbai 400059

ANNEXURE TO THE NOTICE

Explanatory Statement as required by Section 102 of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out the material facts relating to Special Business mentioned under Item no's 3,4,5,6,7 and 8 in the accompanying Notice dated 13th August, 2019.

Item No.3

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with the Companies (Cost Records and Audit) Rules, 2014, (including any amendment(s), modification(s), variation or re-enactment thereof for the time being in force), the Board of Directors of the Company shall appoint an individual who is a cost accountant in practice or a firm of cost accountants in practice, as Cost Auditor, on the recommendations of the Audit Committee. The remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified by the Members. On the recommendation of the Audit Committee at its meeting held on Thursday, May 30, 2019, the Board has considered and approved the appointment of M/s. Narendra Peshne and Associates, Cost Accountant, Nagpur, for the conduct of the audit of cost records of the Company for the financial year 2019-2020, at a remuneration as mentioned in the resolution forming part of this Notice. Accordingly, the consent of the Members is sought to the Resolution as set out at Item No. 3 of the Notice as an Ordinary Resolution for approval and ratification.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

Item No.4 to 6

Shri. Harish Dass, Shri. Rajendra Prasad Mohanka and Shri. Ramesh Mantri are Independent Directors of the Company and having been holding the positions as such at various times in compliance with the provisions of Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

It is proposed to appoint Shri. Harish Dass, Shri. Rajendra Prasad Mohanka and Shri. Ramesh Mantri as an Independent Directors under Section 149 of the Companies 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. To hold office for 5 (five) consecutive years for a term up to the conclusion of the 63rd Annual General Meeting of the Company in the Calendar year 2024.

Shri. Harish Dass, Shri. Rajendra Prasad Mohanka and Shri. Ramesh Mantri are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has received a recommendation from the Nomination and Remuneration Committee of the Board of Directors under Section 160 of the Companies Act, 2013 proposing the candidatures of each of Shri. Harish Dass, Shri. Rajendra Prasad Mohanka and Shri. Ramesh Mantri. The Company has also received declarations from Shri. Harish Dass, Shri. Rajendra Prasad Mohanka and Shri. Ramesh Mantri that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Shri. Harish Dass, Shri. Rajendra Prasad Mohanka and Shri. Ramesh Mantri fulfills the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Shri. Harish Dass, Shri. Rajendra Prasad Mohanka and Shri. Ramesh Mantri are independent of the management.

Brief Resume of Shri. Harish Dass, Shri. Rajendra Prasad Mohanka and Shri. Ramesh Mantri, nature of their expertise in specific functional areas and names of Companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under sub-regulation (3) of Sub-regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, are given herein below.

Copy of the draft letters for respective appointments of Shri. Harish Dass, Shri. Rajendra Prasad Mohanka and Shri. Ramesh Mantri as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered office of the Company.

This statement may also be regarded as a disclosure under sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Shri. Harish Dass, Shri. Rajendra Prasad Mohanka and Shri. Ramesh Mantri are interested in the resolutions set out respectively at Item Nos. 4 to 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The relatives of Shri. Harish Dass, Shri. Rajendra Prasad Mohanka and Shri. Ramesh Mantri may be deemed to be interested in the resolutions set out respectively at Item nos. 4 to 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends that the Special Resolutions set out at item No.4, 5 and 6 of the notice be passed.

**Details of the Directors seeking appointment/re-appointment in the forthcoming
Annual General Meeting**

(In pursuance of sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.)

Name of Director	Smt. Poonam Sarda	Shri. Harish Dass	Shri. Rajendra Prasad Mohanka	Shri. Ramesh Mantri
Date of Birth	04/02/1972	01/07/1935	10/05/1948	11/05/1952
Expertise in specific functional areas	Company Whole-time Director and Chief Financial officer with business experience	Rich experience in Mining & Steel	Wide experience in the field of Finance and Accounts	Rich experience in Banking and Management
Qualifications	LL.B and C.A. Final (appeared)	Mining Engineer	Chartered Accountant	B.Com (Final)
Directorships held in other listed entities	None	None	1.Gaurav Paper Mills Limited 2. Jayaswal Neco Industries Limited	None
Membership/ Chairmanship of Committees of other listed entities	None	None	None	None
Shareholding in the Company	1,28,060	Nil	Nil	Nil

Item No.7

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Sharda Group. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions, Section 185 of the Companies Act, 2013, the Company with the approval of members by way of a special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantees or provide security in respect of loans taken by such entities, for their principal business activities. The members may note that the board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of

funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the Sharda Group. Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of the members by a Special Resolution. The Board of Directors Recommend the Special Resolution for approval by the members. All the Directors, except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

Item No. 8

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. Section 188(1) provides that no Company shall enter into any contract or arrangement with a related party, except with the consent of Board of Directors given by a resolution at a meeting of the Board and subject to such conditions as prescribed under Rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014.

The provision of section 188(1) of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of the Board and its Powers) Rules,2014, provides that the leasing of Property of any kinds to the Related Party requires to be approved by the shareholders by way of an ordinary resolution.

In light of above provision of the Companies Act, 2013 and rules made there under, the Audit Committee and the Board of Directors of the Company have approved the transaction along with the annual limits that your company may enter with the related party for the financial year 2019-20, 2020-21 & 2021-22.

All disclosures prescribed to be given under the provision of the Companies Act, 2013 and the Companies (Meeting of the Board and its Powers) Rules, 2014 are provided in the table appended below for the perusal of the members.

Name of Related Party	Nature of Relationship	Nature of transactions	Maximum Expected Value of the transactions per annum (Rs.)	Duration of Transactions or Contract
Sharda Ispat Industries Limited	Associate Concern	Availing of Services (Premises on Rent)	57,60,000/-	3 years

- a. Any advance paid or received for the contract or arrangement, if any. NIL
- b. Manner or determining the pricing and other commercial terms both included as part of the contract and not considered as part of the contract: All proposed transaction would be carried out as part of the business requirement of the Company and are ensured to be on arm's length basis.
- c. Whether all factors relevant to the contract have been considered, if not, the details of factors, not considered with the rationale for not considering those factors: All factors have been considered.
- d. Any other information relevant or important for the board to take a decision on the proposed transaction: NIL

Members are hereby informed that pursuant to the second provision of section 188 (1) of the Companies Act, 2013, no member of the company shall vote on such ordinary resolution to approve any contracts or arrangement, if such member is a related party.

Your directors recommend the resolution for your approval.

Except Shri. Nandkishore Ramniwas Sarda Chairman and Managing Director and Smt. Poonam Anand Sarda Whole-time Director & CFO of the Company, none of the Directors, Key Managerial Person of the Company and their relatives is/are concerned or interested in the resolution.

For and on behalf of the Board of Directors

Date: 13.08.2019

Place: Nagpur

**Nandkishore Sarda
Chairman & Managing Director
DIN: 00229911
Address: Plot No. 32,
Cement Road, Shivaji Nagar,
Shankar Nagar, Nagpur-440010**

SHARDA ISPAT LIMITED

Regd. Office: Kamptee Road, Nagpur 440 026

CIN No. L74210MH1960PLC011830

Email: shardaispat.ngp@gmail.com, Website: www.shardaispat.com

ATTENDANCE SLIP

I hereby record my presence at the 58th Annual General Meeting held at the Corporate office of the Company at Da-rock, Plot no.230, 6th Floor, Hill Road, Shivaji Nagar, Nagpur-440010 Maharashtra on Friday, 27th September, 2019 at 10.30 A.M. (IST).

Name of Shareholder _____ Registered Address _____ _____	DP ID* _____ Client ID* _____ Folio No. _____ No. of Shares _____
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SIGNATURE OF THE SHAREHOLDER OR PROXY

NOTE: Please fill in this attendance slip and hand it over at the entrance of the meeting hall.

* For shares held in electronic form

Form No. MGT-11

Proxy form

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

CIN:L74210MH1960PLC011830

Name of the company: **SHARDA ISPAT LIMITED**

Registered office: Kamptee Road, Nagpur 440026 Maharashtra

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 58th Annual general meeting of the company, to be held on the 27th day of September, 2019 At 10.30 a.m. at the Corporate office of the Company at Da-rock ,Plot no.230, 6th Floor, Hill Road, Shivaji Nagar, Nagpur-440010 Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Adoption of Financial statement for the financial year ended March 31, 2019 along with the reports of the Board of Directors and Auditors thereon.
2. Re-appointment of Smt. Poonam Sarda (Retiring Director) as Director.
3. To approve the remuneration of the Cost Auditors for the Financial Year ending March 31, 2020.
4. Re-appointment of Shri. Harish Dass (DIN:00419983) as an Independent Director
5. Re-appointment of Shri. Rajendra Prasad Mohanka (DIN:00235850) as an Independent Director

6. Re-appointment of Shri. Ramesh Mantri (DIN:00414931) as an Independent Director
7. Approval of Loans, Investments, Guarantee or Security under Section 185 of the Companies Act, 2013
8. Approval of Related Party Transaction under Section 188 of the Companies Act, 2013

Signed this..... day of..... 20...

Affix
Revenue
Stamp

Signature of shareholder :

Signature of Proxy holder(s):

First Proxy holder Second Proxy holder Third Proxy holder

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

Form No. MGT-12**Polling Paper**

[Pursuant to section 109 (5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: **SHARDA ISPAT LIMITED**

Registered office: Kamptee Road, Nagpur 440026 Maharashtra

BALLOT PAPER

S No	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal address	
3	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of Financial Statements for the financial year ended March 31, 2019 along with the reports of the Board of Directors and Auditors thereon.			
2.	Re-appointment of Smt. Poonam Sarda (retiring Director) as Director.			
3.	To approve the Remuneration to the Cost Auditor for the Financial Year ending March 31, 2020.			
4.	Re-appointment of Shri. Harish Dass (DIN:00419983) as an Independent Director			

5.	Re-appointment of Shri. Rajendra Prasad Mohanka (DIN:00235850) as an Independent Director			
6.	Re-appointment of Shri. Ramesh Mantri (DIN:00414931) as an Independent Director			
7.	Approval of Loans, Investments, Guarantee or Security under Section 185 of the Companies Act, 2013			
8.	Approval of Related Party Transaction under Section 188 of the Companies Act, 2013			

Place:

Date:

(Signature of the shareholder)

.....

.....

.....

(Signature of First Proxy) (Signature of Second Proxy) (Signature of Third Proxy)

Route Map for the Venue of Annual General Meeting

