



OWAIS METAL AND MINERAL PROCESSING LIMITED
*(earlier known as Owais Metal and Mineral Processing Private Limited
and Owais Ali Overseas Private Limited)*

Registered Office: C/o Sayyad Akhtar Ali, Wahid Nagar, Old Baipass Road, Ratlam - 457001, Madhya Pradesh, India
CIN: L14290MP2022PLC063833; **E - Mail:** info@ommpl.com;
Website: www.ommpl.com; **Tel No.:** +91 9300096498

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS - 2”) issued by the Institute of Company Secretaries of India, including any statutory modification(s), clarification(s), substitution(s) or re - enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), Government of India, for holding general meetings / conducting postal ballot process through electronic voting (“remote e - voting”) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”) and any other applicable laws and regulations, the following special business is proposed to be passed by the Members of Owais Metal And Mineral Processing Limited (the “Company”) through Postal Ballot via remote e - voting.

SPECIAL BUSINESS

ITEM NO. 01: APPOINTMENT OF M/S. JAY GUPTA AND ASSOCIATES, CHARTERED ACCOUNTANTS, (FRN: 329001E) AS STATUTORY AUDITORS OF THE COMPANY TO FILL CASUAL VACANCY:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142, and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, or any other law for the time being in force (including any statutory modification or amendment thereto or re - enactment thereof, for the time being in force), read with the Companies (Audit and Auditors) Rules, 2014, and on the recommendation of the Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for appointment of M/s. Jay Gupta and Associates, Chartered Accountants, (FRN: 329001E) as statutory auditors of the Company, with effect from December 11, 2024, to fill the casual vacancy arising out of resignation M/s. J N S B & Co., Chartered Accountants (FRN: 117177W), and to hold office till the conclusion of upcoming Annual General Meeting, on such remuneration and reimbursement of expenses, as may be fixed by the Board of Directors in consultation with the statutory auditors, with the power of the Board of Directors to alter and vary the terms and conditions of appointment, etc. in such manner and to such extent, as may be mutually agreed with the statutory auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any committee of the Board), is authorized to do all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution, including filing of necessary e - Forms with Registrar of Companies.”



ITEM NO. 02: APPOINTMENT OF MS. PARVEEN QURESHI (DIN: 10072060) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re - enactment thereof from time to time, read with Article of Association of the Company and applicable regulations of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, Ms. Parveen Qureshi (DIN: 10072060), who was appointed as an Additional Director to hold office of Non - Executive & Independent Director of the Company with effect from December 11, 2024 by the Board of Directors pursuant to Section 161 of the Act and pursuant to recommendation by the Nomination and Remuneration Committee, consent of the members be and is hereby accorded for appointment of Ms. Parveen Qureshi (DIN: 10072060) as an Independent Director of the Company, who meets all the criteria for independence as provided under Section 149(6) of the Act and has submitted a declaration that she meets the criteria for independence, not liable to retire by rotation, to hold for a term upto 5 consecutive years commencing from December 11, 2024.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to take all such steps, as may be necessary, proper or expedient, to give effect to this resolution and to do all such acts, deeds, matters and things as may be incidental thereto.”

ITEM NO. 03: MATERIAL MODIFICATION IN THE APPROVED RELATED PARTY TRANSACTION(S).

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, and the Company’s policy on Related Party transaction(s), consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s) / arrangement(s) / transaction(s) with any related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations on such terms and conditions as the Board of Directors may deem fit, up to a modified maximum aggregate value of ₹ 130.50 Crores (Rupees One Hundred Thirty Crores and Fifty Lakhs only) for the financial year 2024-25 provided that the said contract(s) / arrangement(s) / transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

For OWAIS METAL AND MINERAL PROCESSING LIMITED

(earlier known as Owais Metal and Mineral Processing Private Limited and Owais Ali Overseas Private Limited)

Sd/-

Saiyyed Owais Ali
Managing Director
DIN: 08291144

Place: Ratlam

Date: January 20, 2025

NOTES

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”), setting out all material facts relating to the resolution contained in this Notice is appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. Relevant documents referred to in this Notice shall be available for inspection electronically by the Members until 5:00 p.m. (IST) of the last date of remote e - voting of this Postal Ballot i.e. Wednesday, February 26, 2025. Members who wish to inspect the documents are requested to send an email from their registered e - mail address to info@ommpl.com mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect.
3. The Board of Directors has appointed M/s. Heena Gulrajani & Associates, Practicing Company Secretary, (Certificate of Practice No.: 25423) as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.
4. In accordance with the MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the Company is sending the Postal Ballot Notice in electronic form only, instead of dispatching hard copy of the Notice along with Postal Ballot Form and pre - paid business reply envelope to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through remote e - voting only.
5. The Postal Ballot Notice is being sent by e - mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on Friday, January 17, 2025 (the “Cut - Off Date”) and who have registered their e - mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, Bigshare Services Private Limited (the “RTA”), in accordance with the provisions of the Act read with the rules made thereunder and the framework provided under the MCA Circulars. Cut - Off Date is for determining the eligibility to vote by electronic means. A person who is not a Member as on the Cut - Off Date should treat this Notice for information purposes only. This Notice is also available at the Company’s website: https://www.ommpl.com/statutory_disclosure and on the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com.
6. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as amended from time to time, read with the relevant circulars, and the applicable MCA Circulars, the Company is pleased to offer remote e - voting facility to Members to cast their vote electronically.
7. The Company has engaged Bigshare Services Private Limited (hereinafter referred to as “Bigshare” or “Service Provider”) for facilitating remote e - voting to enable the Members to cast their votes electronically for this Postal Ballot.
8. To facilitate the Members who are eligible to vote as on Cut - Off Date and have not registered their e - mail address, the Company has made special arrangements with its RTA, for registration of e - mail addresses in accordance with the MCA Circulars. The process for registration of e - mail address is as under:
 - a. Members who have not registered their e - mail address and as a result of which the Postal Ballot Notice could not be serviced, may temporarily get their e - mail address registered with the Company’s RTA, by clicking the link: <https://ivote.bigshareonline.com> and following the registration process as guided thereafter.

Post successful registration of the e - mail address, the Members would receive the soft copy of the Notice and the procedure for remote e - voting along with the User ID and Password to enable remote e - voting. In case of any queries, Members may write to the RTA at ivote@bigshareonline.co.

- b. It is clarified that for permanent registration of e - mail address, Members are requested to register their e - mail addresses as follows:

| | |
|----------------------|--|
| DEMAT HOLDING | By contacting the Depository Participant (“DP”) and registering e - mail address and mobile number in demat account, as per the process advised by DP. |
|----------------------|--|

c. Those Members who have already registered their e - mail address are requested to keep their e - mail addresses validated with their DP / the Company’s RTA, to enable servicing of notices, documents, annual reports and other communications electronically in future.

9. Some of the important details regarding the e - voting facility are provided below:

| | |
|--|---|
| CUT - OFF DATE FOR DETERMINING THE MEMBERS ENTITLED TO VOTE | Friday, January 17, 2025 |
| COMMENCEMENT OF E - VOTING PERIOD | Tuesday, January 28, 2025 from 10.00 A.M. (IST) |
| END OF E - VOTING PERIOD | Wednesday, February 26, 2025, ends on 5.00 P.M. (IST) |

The e - voting module will be disabled immediately after 5:00 p.m. (IST) on Wednesday, February 26, 2025.

10. The voting rights of Members shall be in proportion to the amount paid up on the total number of equity shares held by the respective Member with the total equity share capital issued by the Company as on the Cut - Off Date i.e. Friday, January 17, 2025.
11. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Company will be entitled to vote.
12. Institutional shareholders / Corporate Members (i.e. other than individuals, HUF, NRI etc.), are requested to send a certified scanned copy (PDF / JPG Format) of the board resolution relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote on their behalf, to the Scrutinizer by sending an e - mail to hgurnani888@gmail.com by quoting the concerned DP ID and Client ID or Folio Number. The said documents can also be uploaded under “Upload Board Resolution / Authority Letter” displayed under “e - voting” tab.
13. The Scrutinizer will submit the results of the remote e - voting to the Chairman of the Company or the Authorized Officer(s) of the Company after completion of the scrutiny of the e - voting.
14. The result of the Postal Ballot along with the Scrutinizer’s Report will be displayed on the Company’s website https://www.ommpl.com/statutory_disclosure, on the website of e - voting agency i.e. Bigshare Services Private Limited at <https://ivote.bigshareonline.com> and shall be communicated to the Stock Exchanges where the Company’s shares are listed i.e. National Stock Exchange of India Limited at www.nseindia.com, within two (2) working days from the end of the e - voting period and shall be displayed at the Registered Office of the Company.
15. The resolution, passed by the Members through Postal Ballot is deemed to have been passed as if the same was passed at a general meeting of the Members convened in that regard. The resolution, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e - voting, i.e. Wednesday, February 26, 2025.
16. The process and manner for remote e - voting is explained as below:

E - VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on Tuesday, January 28, 2025 from 10.00 A.M. and ends on Wednesday, February 26, 2025, ends on 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut - off date (record date) of Friday, January 17, 2025 may cast their vote electronically. The e - voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e - Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e - Voting facility.
- 1. Pursuant to above said SEBI Circular, Login method for e - Voting for **Individual shareholders holding securities in Demat mode** is given below:

| TYPE OF SHAREHOLDERS | LOGIN METHOD |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ul style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e - Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e - Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e - Voting page of BIGSHARE the e - Voting service provider and you will be re - directed to i - Vote website for casting your vote during the remote e - Voting period. Additionally, there is also links provided to access the system of all e - Voting Service Providers i.e. BIGSHARE, so that the user can visit the e - Voting service providers' website directly. 3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration |

| TYPE OF SHAREHOLDERS | LOGIN METHOD |
|--|---|
| | <p>4) Alternatively, the user can directly access e - Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e - Voting option where the evoting is in progress, and also able to directly access the system of all e - Voting Service Providers. Click on BIGSHARE and you will be re - directed to i - Vote website for casting your vote during the remote e - voting period.</p> |
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>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.nsd.com either on a Personal Computer or on a mobile. Once the home page of e - Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e - Voting services. Click on “Access to e - Voting” under e - Voting services and you will be able to see e - Voting page. Click on company name or e - Voting service provider name BIGSHARE and you will be re - directed to i - Vote website for casting your vote during the remote e - Voting period.</p> <p>2) If the user is not registered for IDeAS e - Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e - Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e - Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen - digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e - Voting page. Click on company name or e - Voting service provider name BIGSHARE and you will be redirected to i - Vote website for casting your vote during the remote e - Voting period.</p> |

| TYPE OF SHAREHOLDERS | LOGIN METHOD |
|---|---|
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e - Voting facility. After Successful login, you will be able to see e - Voting option. Once you click on e - Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e - Voting feature. Click on company name or e - Voting service provider name and you will be redirected to e - Voting service provider website for casting your vote during the remote e - Voting period. |

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 022 - 23058738 and 22 - 23058542 - 43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.

- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

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

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

Investor vote File Upload:

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

Helpdesk for queries regarding e - voting:

| LOGIN TYPE | HELPDESK DETAILS |
|--|---|
| Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode. | In case shareholders / investor have any queries regarding E - voting, you may refer the Frequently Asked Questions (‘FAQs’) and i - Vote e - Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22. |

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In terms of the provisions of Section 102 of the Companies Act, 2013 (“the Act”), Secretarial Standard on General Meetings (“SS - 2”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the following statement sets out the material facts relating to Agenda item as set out in this Notice:

ITEM NO. 01

APPOINTMENT OF M/S. JAY GUPTA AND ASSOCIATES, CHARTERED ACCOUNTANTS, (FRN: 329001E), AS STATUTORY AUDITORS OF THE COMPANY:

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on December 11, 2024 has appointed M/s. Jay Gupta and Associates, Chartered Accountants, (FRN: 329001E), as Statutory Auditors of the Company to fill casual vacancy caused by resignation of M/s. J N S B & Co., Chartered Accountants (FRN: 117177W). In this connection this is to inform the members that in accordance with the provisions of Section 139 (8) of the Companies Act, 2013, such appointment shall also be approved by the members of the Company at a general meeting convened within three (3) months of the recommendation of the Board and they shall hold the office till the conclusion of the forthcoming Annual General Meeting.

Also, the Board considered various parameters like capability of M/s. Jay Gupta and Associates, Chartered Accountants, (FRN: 329001E) to serve a diverse business landscape as that of the Company, audit experience in the Company’s operating segments, market standing of the firm, clientele served, technical knowledge etc. The Board found M/s. Jay Gupta and Associates, Chartered Accountants, (FRN: 329001E) to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company. Therefore, considering the experience and expertise of M/s. Jay Gupta and Associates, Chartered Accountants, (FRN: 329001E), in compliance with the provisions of Section 139 of the Companies Act, 2013 the Board, considering the recommendation of the Audit Committee, recommended the proposal to appoint them as Statutory Auditors of the Company for a period of 2024 - 2025.

Disclosure of Information pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 read with Schedule III of SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 is Annexed to this Notice as Annexure - A

ITEM NO. 02

APPOINTMENT OF MS. PARVEEN QURESHI (DIN: 10072060) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The Nomination and Remuneration Committee (“NRC”) at its meeting held on December 11, 2024, discussed that Ms. Parveen Qureshi (DIN: 10072060) is a practicing Advocate based in Ratlam, with over two decades of professional experience. She has been specializing as a Criminal Lawyer for more than ten years. It was also noted that Ms. Parveen Qureshi’s academic background, experience and expertise is well - suited for her to join the Company as an Independent Director.

Pursuant to the recommendation of the NRC, and pursuant to applicable provisions of the Companies Act, 2013 (the “Act”) read with the Articles of Association of the Company, the Board of Directors of the Company at its meeting held on December 11, 2024, approved the appointment of Ms. Parveen Qureshi (DIN: 10072060) as an Additional (Independent) Director of the Company for a period of five (5) years from December 11, 2024 to December 10, 2029. In the opinion of the Board of Directors, Ms. Parveen Qureshi (DIN: 10072060) is independent of the management of the Company and fulfils the conditions specified in the Act, the rules made thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), for appointment as an Independent Director.

The Company has received a declaration from Ms. Parveen Qureshi (DIN: 10072060) to the effect that she fulfils all criteria for independence stipulated under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations and other applicable guidelines / circulars issued from time to time.

Ms. Parveen Qureshi (DIN: 10072060) has further confirmed that she is qualified to be appointed as a Director in terms of Section 164 of the Act and has furnished to the Company her consent to act as an Independent Director. Ms. Parveen Qureshi has also affirmed that she is not debarred from holding office of Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

Brief profile of Ms. Parveen Qureshi (DIN: 10072060) in terms of the SEBI Listing Regulations and the Secretarial Standard on the General Meetings (“SS - 2”) is Annexed to this Notice as Annexure – B

ITEM NO. 03

MATERIAL MODIFICATION IN THE APPROVED RELATED PARTY TRANSACTION(S)

Pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and , Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, and subsequent amendments states that all Material Related Party Transactions (‘RPT’) with an aggregate value exceeding ₹ 50.00 crores or 10% of annual turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. The amended Regulation 2(1) (zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

It is in the above context that, the Board is requested to shareholder to consider the below mentioned list of proposed Material Related Party Transaction after taking into consideration, if any, the recommendations made by the Audit Committee and to approve and extend the limits under the provisions of Section 188 of the Companies Act, 2013 (“Act”) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to related party transactions.

“Material Related Party Transaction” under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual turnover of a company as per its last audited financial statements.

The approval of the Members will be required for the approving the RPT Transactions. It is therefore proposed to obtain the Members’ approval for the following arrangements / transactions / contracts which may be entered by the Company with its related parties from time to time:

| NAME OF RELATED PARTY | NATURE OF RELATED PARTY | AMOUNT (₹ IN CR) |
|----------------------------------|---|------------------|
| Mr. Saiyyed Owais Ali | Loan | 0.50 |
| M/s Saiyyed Akhtar Ali | Buy or Sell or take on rent any Services, Labour, Machineries | 5.00 |
| SMO Ferro Alloys Private Limited | Purchase and Sale of Products or Services | 120.00 |
| SMO Ferro Alloys Private Limited | Loan | 5.00 |

****The ceiling on the amounts of the transactions specified as above would mean the transactions entered into and the remaining outstanding at any point of time.***

The aforesaid Related Party Transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms’ length. However, the same are covered under the provisions of Regulation 23 of the SEBI (LODR) Regulations and accordingly the approval of the Shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid Related Party Transactions at their meetings held on December 11, 2024, in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 and noted that these transactions shall be in the Ordinary Course of Business and at arm’s length basis. With respect to the above matter, the Members are requested to note following disclosures of Interest:

| NAME OF THE RELATED PARTY | NATURE OF CONCERN OR INTEREST |
|----------------------------------|---|
| Saiyyed Owais Ali | Managing Director of Our Company |
| M/s Saiyyed Akhtar Ali | Partnership firm for our promoter Mr. Saiyyed Akhtar Ali. |
| SMO Ferro Alloys Private Limited | Mr. Saiyyed Akhtar Ali, Mr. Saiyyed Owais Ali and Mr. Saiyyed Murtuza Ali are Shareholders and Directors. |

Further, in terms of applicable SEBI Circulars the members are requested to take note of the following:

| SR. NO. | PARTICULARS | DETAILS |
|---------|--|---|
| a. | A summary of the information provided by the management to the Audit Committee | The details of the proposed transactions including the nature, terms, value percentage of the Company's annual turnover, tenure and proposed limits etc. were placed to the Audit Committee at its meeting held on December 11, 2024. |

The Board recommends the resolution set out at Item No. 3 of the Postal Ballot Notice to the Members for their consideration and approval, by way of Ordinary Resolution. Except to the extent of shareholding of the Promoters / Directors their Relatives and Key Managerial Personnel in the abovementioned related parties which is duly disclosed above, none of the other Directors / Key Managerial Personnel / their Relatives is, in any way, concerned or interested, financially or otherwise.

ANNEXURE – A

DISCLOSURE OF INFORMATION PURSUANT TO REGULATION 30 OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 READ WITH SCHEDULE III OF SEBI CIRCULAR NO. CIR/CFD/CMD/4/2015 DATED SEPTEMBER 09, 2015:

| | |
|--|--|
| NAME OF AUDITOR / AUDITOR'S FIRM | M/s. Jay Gupta and Associates, Chartered Accountants, (FRN: 329001E) |
| FIRM REGISTRATION NO. / MEMBERSHIP NO. | 329001E |
| REASON FOR CHANGE VIZ. APPOINTMENT, RESIGNATION, REMOVAL, DEATH OR OTHERWISE; | Appointment as a Statutory Auditor to fill casual vacancy caused by resignation of M/s. J N S B & Co., Chartered Accountants (FRN: 117177W). |
| BRIEF PROFILE (IN CASE OF APPOINTMENT); | <p>M/s Jay Gupta & Associates, Chartered Accountants, is a partnership firm founded in the year 1999. The Firm has partners, with vast experience and professional expertise in Auditing, Income Tax, Company Law Matters, Financials, Financial Due Diligence for IPO / FPO and other related fields.</p> <p>The firm is well supported by a dedicated team of trained staff & articled assistants who always thrive for excellence.</p> <p>The firm is Statutory Auditor of various Listed Companies, Unlisted Public Limited Companies, Private Limited Companies, Firms, Trusts and Societies.</p> |
| DATE OF APPOINTMENT / CESSATION (AS APPLICABLE) & TERMS OF APPOINTMENT | Appointment effective from December 11, 2024 |
| TERMS OF APPOINTMENT | For a term of Financial Year 2024 - 2025 till the conclusion of ensuing Annual General Meeting to be held in the year 2025. |
| DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTORS | Not Applicable |

Accordingly, the approval of the Members is sought for the appointment of M/s Jay Gupta & Associates as a Statutory Auditors of the Company, to hold office till the conclusion of upcoming Annual General Meeting.

None of the Company's Directors, Key Managerial Personnel and their relatives, are concerned or interested in the passing of this resolution.

Your Directors recommend the passing of the Special Resolution set out at Resolution No. 1 of the Notice.

ANNEXURE – B

BRIEF PROFILE OF MS. PARVEEN QURESHI (DIN: 10072060) IN TERMS OF THE SEBI LISTING REGULATIONS AND THE SECRETARIAL STANDARD ON THE GENERAL MEETINGS (“SS - 2”) HAS BEEN PROVIDED IN THIS EXPLANATORY STATEMENT AS UNDER:

| | |
|---|---|
| DIRECTOR IDENTIFICATION NUMBER (DIN) | 10072060 |
| DATE OF BIRTH | January 12, 1974 |
| NATIONALITY | Indian |
| QUALIFICATIONS | L.L.B. |
| EXPERIENCE / BRIEF PROFILE | Ms. Parveen Qureshi (DIN: 10072060) is a practicing Advocate based in Ratlam, with over two decades of professional experience. She has been specializing as a Criminal Lawyer for more than ten years. |
| TERMS AND CONDITIONS OF APPOINTMENT INCLUDING DETAILS OF REMUNERATION SOUGHT TO BE PAID | Ms. Parveen Qureshi (DIN: 10072060) is an Independent Director and not liable to retire by rotation. As an Independent Director, Ms. Parveen Qureshi (DIN: 10072060) will be entitled to sitting fees and reimbursement of expenses for attending the meetings of the Board and Committees, as may be permissible under law from time to time. |
| DATE OF FIRST APPOINTMENT ON THE BOARD | December 11, 2024 |
| NUMBER OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR (FY 2024 - 25) | NIL |
| REMUNERATION LAST DRAWN | NIL |
| DIRECTORSHIPS, TRUSTEESHIPS, PARTNERSHIPS, ETC. HELD IN OTHER COMPANIES, FIRMS, TRUSTS, ENTITIES, ETC. | Not Applicable |
| MEMBERSHIPS / CHAIRMANSHIPS OF COMMITTEES OF THE BOARDS OF OTHER COMPANIES | Not Applicable |
| LISTED ENTITIES FROM WHICH THE PERSON HAS RESIGNED FROM THE DIRECTORSHIP IN THE PAST THREE YEARS | Not Applicable |
| NUMBER OF SHARES HELD IN THE COMPANY (INCLUDING SHAREHOLDING AS A BENEFICIAL OWNER) | NIL |
| RELATIONSHIP WITH OTHER DIRECTORS OF THE BOARD, OR KEY MANAGERIAL PERSONNEL OF THE COMPANY | Not Applicable |

Accordingly, the approval of the Members is sought for the appointment of Ms. Parveen Qureshi (DIN: 10072060) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five (5) years, with effect from December 11, 2024 to December 10, 2029 (both days inclusive).

None of the Company’s Directors, Key Managerial Personnel and their relatives, other than Ms. Parveen Qureshi (DIN: 10072060) and her relatives are concerned or interested in the passing of this resolution.

Your Directors recommend the passing of the Special Resolution set out at Resolution No. 2 of the Notice.