

NOTICE OF 34TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 34th Annual General Meeting for the financial year 2025-26 of the Members of Lesha Industries Limited ("**the Company**") will be held on **Friday September 18, 2026 at 03:30 P.M. IST** through Video Conferencing (VC)/other Audio-Visual Means (OAVM) to transact the following Business:

ORDINARY BUSINESS:**1. ADOPTION OF THE ANNUAL AUDITED STANDALONE FINANCIAL STATEMENTS AND REPORTS THEREON**

To consider and adopt the audited financial statements of the Company for the year ended on March 31, 2026 together with the reports of the Board of Directors and the statutory auditors thereon. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements of the Company for the financial year ended on 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. APPOINTMENT OF A DIRECTOR IN PLACE OF MR. ASHOK CHINUBHAI SHAH (DIN: 02467830) RETIRING BY ROTATION

To appoint a Director in place of Mr. Ashok Chinubhai Shah (DIN: 02467830), who retires by rotation and being eligible, offers himself for re-appointment. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Ashok Shah (DIN: 02467830), who retires by rotation as a Director at the 34th Annual General Meeting, and being eligible, offers himself for reappointment, be and is hereby re-appointed as a Director of the Company."

3. APPOINTMENT OF M/S KHAMANI & CO., CHARTERED ACCOUNTANTS (FIRM REG. NO. 0130022W), AS STATUTORY AUDITORS OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and as approved by the Board of Directors, M/s. Khimani & Co., Chartered Accountants (Firm Reg. No. 0130022W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 34th Annual General Meeting (AGM) until the conclusion of the 39th AGM of the Company to be held in 2031, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Audit Committee and Board of Directors of the Company, be and are hereby authorized to revise, alter, modify, or amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the auditors, during the tenure of their appointment."

SPECIAL BUSINESS:**4. ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH RHETAN TMT LIMITED**

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

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

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

5. ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH ASHNISHA INDUSTRIES LIMITED

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

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

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

6. ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH ASHOKA METCAST LIMITED

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

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

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

7. ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH GUJARAT NATURAL RESOURCES LIMITED

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

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

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

8. ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH LESHA VENTURES PRIVATE LIMITED

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), and all the applicable provisions of the Companies Act, 2013 (the “Act”) along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof for the time being

in force, pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering into and/or continuing to enter into contracts/arrangements/transactions, in the ordinary course of business and on arm's length basis with **Lesha Ventures Private Limited**, a 'Related Party' of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) sale, purchase, lease or supply of goods; b) procurement or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objective/requirements; and d) availing/advancing of borrowings / inter corporate loans/ advances ("Related Party Transactions"), on an ongoing basis, whether individually and/or in the aggregate shall not exceed **Rs. 150 crore** during the financial year 2027-28 on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time."

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

For and on behalf of the Board

Sd/-

Priyanshi Sharma

Company Secretary & Compliance Officer

Mem No.: A72269

Date: August 21, 2026

Place: Ahmedabad

NOTES:

1. In accordance with the provisions of the Companies Act, 2013 ("the Act"), read with the Rules made thereunder and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as 'MCA Circulars', and other applicable circulars issued by the Securities and Exchange Board of India (SEBI) including Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ('SEBI Circulars'), AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed venue for the AGM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Members of the Company who are Institutional Investors are encouraged to attend and vote at AGM through VC/OAVM. Corporate Members intending to authorize their representatives to participate and vote through e-voting on their behalf at AGM are requested to send a certified copy of the Board Resolution / authorization letter to the Company on email id caf.lesha@gmail.com.
6. Pursuant to MCA Circulars this AGM is held in VC/OAVM mode, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
7. In line with MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at <https://lesha.in/> the Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM) i.e. www.evoting.cdslindia.com
8. Members may please note that SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are

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

9. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, Purva Shareregistry (India) Private Limited for assistance in this regard.
10. To support the “Green Initiative”, Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with their DPs or Registrar & Share Transfer Agents of the Company, as the case may be, for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. The Business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
12. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 12, 2026 to Friday, September 18, 2026 (both days inclusive).
13. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are therefore requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding Physical shares can submit their PAN to the Company at caf.lesha@gmail.com / RTA of the Company viz. Purva Shareregistry (India) Private Limited.
14. SEBI has specified that a member shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the member is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution (“ODR”) Portal. Members are requested to take note of the same.
15. Trading in equity shares of the Company is compulsorily in dematerialised mode by all the Members. Also, as per provisions of the Listing Regulations, transfer of listed securities shall not be processed unless the securities are in dematerialized form. This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.
16. In continuation with SEBI circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 now read with and in order to facilitate the Investors, the SEBI vide its Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026 has decided to open another special window for period of one year from February 5, 2026 to February 4, 2027. While lodging request under special window for transfer of physical shares, one of the mandatory requirements is submission of original share certificate.
17. Nomination facility is available for the Members as per Section 72 of the Act. Members of the Company have an option to nominate any person as their nominee to whom their shares shall vest in the unfortunate event of death of any member. It is advisable to avail this facility, especially by the Members who currently hold shares in their single name. Nomination can avoid the process of acquiring any right in shares through transmission by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on

death of all the holders. In case the shares are held in dematerialised form, the nomination form needs to be forwarded to your Depository Participant (DP).

18. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM in electronic mode can send an email to caf.lesha@gmail.com.
19. The relevant explanatory statement pursuant to Section 102 of the Act is annexed hereto and relevant explanations forms part of this Notice. Pursuant to the requirement of Regulation 26(4) and 36(3) of the Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, the brief profile/particulars of the Directors of the Company seeking their appointment/re-appointment at the AGM are annexed to this Notice.
20. The resolutions shall be deemed to have been passed on the date of AGM, subject to the same being passed with requisite majority.
21. The Company has appointed Mr. Chintan K. Patel, Practicing Company Secretary, Ahmedabad (Membership No. A31987; COP No: 11959), to act as the Scrutinizer for conducting the remote e-voting process at the AGM in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and shall issue, not later than two working days from the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
22. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.lesha.in and on the website of CDSL immediately after the result is declared by the Chairman; and results shall immediately be disseminated to the Stock Exchange where the shares of the Company are listed.
23. Members who would like to express their views / have questions may send their views / questions at least 10 days prior to the date of meeting mentioning their name, demat account number / folio number, email id, mobile number at caf.lesha@gmail.com and can register themselves as a speaker. Only those Members who have registered themselves as speaker shall be allowed to ask questions during the meeting. The members who do not wish to speak during the AGM but have queries, may send their queries at least 10 days prior to the date of meeting mentioning their name, demat account number/folio number, email id, mobile number at caf.lesha@gmail.com.
24. Since AGM will be held through VC/OAVM, the Route Map is not annexed in the Notice.

PROCESS REGARDING REMOTE E-VOTING AND E-VOTING DURING THE MEETING, AND ATTENDING THE MEETING THROUGH VC / OAVM:

- i. The voting period begins on Tuesday, September 15, 2026 at **9:00 A.M.** and ends on Thursday, September 17, 2026 at **5:00 P.M.** During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 11, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

A. For Individual Members holding securities in Demat mode:

- 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 members, 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 above said SEBI Circular, Login method for e-Voting and joining virtual meeting **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 e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there are 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 and 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 an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the

	system of all e-voting Service Providers.
Individual Shareholders holding securities in demat 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	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-

Participants (DP)	Voting period or joining virtual meeting & voting during the meeting.
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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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

Login method for e-voting and joining virtual meeting for shareholders holding shares in physical mode and shareholders other than individual holding shares in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- v. After entering these details appropriately, click on "SUBMIT" tab.
- vi. 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.

- vii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii. Click on the EVSN for the relevant **Lesha Industries Limited** on which you choose to vote.
- ix. 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.
- x. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi. 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.
- xii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiv. 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.
- xv. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvi. Note for Non – Individual Shareholders and Custodians:**
- 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 at cschintanpatel@gmail.com and to the Company at caf.lesha@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1) The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3) Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- 4) Shareholders are encouraged to join the meeting through laptops /tablets/ 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) Those shareholders who have registered themselves as a speaker will only be allowed to express their relevant views /ask questions during the meeting.
- 8) Only those shareholders, who are present in the AGM 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 AGM.
- 9) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ID / 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 Aadhaar Card) send via email to Company at caf.lesha@gmail.com /RTA at support@purvashare.com.
- 2) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your 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, Associate Vice President, Central Depository Services (India) Limited, A Wing 34/35th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or may connect through email at helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Annexure to the Notice of 34th Annual General Meeting
Details of Directors seeking Appointment/Reappointment in Annual General Meeting
Pursuant to Regulation 36(3) of SEBI (LODR) Regulation, 2015 and as per Secretarial Standards on General Meetings (SS-2)

Name of the Director	Ashok Chinubhai Shah
DIN	02467830
Age (Yrs.)	81 years
Date of Birth	07/09/1944
Date of First Appointment	05/02/2025
Designation	Non-Executive Director
Qualifications	An Engineering graduate
Experience/ Expertise	He has studied in USA and is holding Engineering and administrative degrees and is having technical and administrative experience with various American Companies viz- worked as a Plant Manager for 11 years with M/s IBM Corporation, USA; worked as Area Manager for North Western Region for M/s. Prudential Insurance Co., USA for 8 years, were also associated with NYSE as Licensed Broker with Merry Il Lynch Corp., USA. He has more than 30 years of experience in Steel Trading and Manufacturing Business in India.
Terms and Conditions of appointment along with details of remuneration sought to be paid	As stated in the Appointment Letter
Remuneration last drawn, if any	-
Shareholding in the Company	260,00,000 Equity shares
Relationship with other Directors, Manager and other KMP of the company	Mr. Ashok Chinubhai Shah is husband of Mrs. Leena Ashok Shah (Managing Director) and father of Shalin Ashok Shah (Non-Executive Director).
No. of Meetings of the Board attended during the year (2025-26)	9/9
Directorship in Other Public Companies	1. Managing Director, Ashnisha Industries Limited 2. Managing Director, Ashoka Metcast Limited 3. Director, Rhetan TMT Limited 4. Director, Gujarat Natural Resources Limited
Directorship in Other Private Companies	Lesha Ventures Private Limited
Listed entities from which the person has resigned in the past three years	1. Lesha Industries Limited 2. Ashnisha Industries Limited

Membership/ Chairmanship of Committees of other Boards	Company	Committee Name	Designation	
	Rhetan TMT Limited	Audit Committee	Member	
		Nomination Remuneration Committee		
		Stakeholder Relationship Committee		
		Risk Management Committee		
		Corporate Social Responsibility Committee		
	Gujarat Natural Resources Limited	Audit Committee	Member	
		Nomination Remuneration Committee		
	Ashnisha Industries Limited	Stakeholder Relationship Committee	Member	
Justification for choosing the appointee for appointment as Independent Director / Skills and capabilities required for the role, in case of Independent Director	N.A.			

Item no. 03

M/s Keyur Bavishi & Co., Chartered Accountants (Sole Proprietorship), were appointed as Statutory Auditors to fill a casual vacancy in January 2022 and subsequently appointed at the Annual General Meeting (AGM) held in 2022. They have completed five (5) consecutive financial years from FY 2021-22 (casual vacancy period) through FY 2025-26. Pursuant to Section 139(2) of the Companies Act, 2013, read with Rule 5 of the Companies (Audit and Auditors) Rules, 2014, an individual or sole proprietorship firm cannot serve as a statutory auditor for more than one term of five consecutive financial years.

Accordingly, to comply with mandatory statutory rotation requirements, M/s Keyur Bavishi & Co. will demit office at the conclusion of this AGM.

Based on the evaluation and recommendation of the Audit Committee, the Board of Directors approved in meeting dated August 21, 2026 and hereby recommends the appointment of M/s Khimani & Co., Chartered Accountants (Firm Registration No.: 0130022W), as Statutory Auditors. They will hold office for a 5-year term from the conclusion of this 34th AGM until the conclusion of the 39th AGM to be held in the calendar year 2031 on payment of such remuneration as may be mutually agreed upon between the Board of the Company & Statutory Auditors, from time to time.

Pursuant to Section 139 of the Companies Act, 2013 ('Act') and rules framed thereunder, the Company has received written consent M/s Khimani & Co., Chartered Accountants (Firm Registration No.: 0130022W), and a certificate that they satisfy the criteria provided under section 141 of the Act and the appointment, if made shall be in accordance with provision of the Act and rules framed thereunder

None of the Directors or other Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary resolution set out at Item No.03 for the approval of the Members of the Company.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**Item Nos. 4 to 8 of the Notice****Material Related Party Transactions:**

Pursuant to the provisions of Regulation 23 of the Listing Regulations, material related party transactions requires approval of the members.

As per the amended threshold for materiality given in Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) (Fifth Amendment) Regulations, 2025, a Related Party Transaction for the Company is considered 'material' if the transaction/(s) with a related party to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Further, Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025, circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 has introduced and further revised the Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ("Industry Standards") to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Circular"). The Industry Standards inter-alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The Audit Committee has, on the basis of relevant details provided by the management as required by the law, reviewed and approved the said transaction/(s), subject to approval of the members, while noting that such transactions shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Transaction Policy of the Company. The maximum value of the transactions with each related party, for the relevant period (FY 2027-28) on an ongoing basis, whether individually and/or in the aggregate shall not exceed **Rs. 150 crore**. It is in the above context that, the Board of Directors of the Company in their meeting held on Tuesday, August 11, 2026 has recommended these resolution no. 04 to 08 to be placed for members approval via special resolution along with necessary details on the proposed RPTs provided in this Statement.

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

PART A

Sr No.	Particulars	Information by the Management				
A. Details of the related party and transactions with the related party						
A(1). Basic details of the related party						
1.	Name of the related party	Rhetan TMT Limited (RTL/Rhetan)	Ashnisha Industries Limited (AIL/Ashnisha)	Ashoka Metcast Limited (AML/Ashoka)	Gujarat Natural Resources Limited (GNRL)	Lesha Ventures Private Limited (LVPL)
2.	Country of incorporation of the related party	India	India	India	India	India
3.	Nature of business of the related party	Manufacture of Basic iron & steel	Trading of Steel and other Items	Trading of Steel and other Items	Oil & Gas Exploration	Non-specialized retail trade in stores
A(2). Relationship and ownership of the related party						
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Mr. Shalin Shah, Director of the Company is also Managing Director of Rhetan TMT Limited and Gujarat Natural Resources Limited and is also Director of Ashoka Metcast Limited, Ashnisha Industries Limited and Lesha Ventures Private Limited. Mr. Ashok Shah, Director of the Company is Managing Director on the Board of Ashnisha Industries Limited and Ashoka Metcast Limited and is also Director on the Board of Gujarat Natural Resources Limited, Rhetan TMT Limited and Lesha Ventures Private Limited. Mr. Kunjan Rathod, Independent Director of the Company is also Independent Director on the Board of Ashnisha Industries Limited & Ashoka Metcast Limited. Mr. Swapnil Sharad Shimpi, Independent Director of the Company is also Independent Director on the Board of Ashnisha Industries Limited & Rhetan TMT Limited Mrs. Leena Ashok Shah, Managing Director of the Company, Mr. Shalin Shah, Director of the Company and Mr. Ashok Shah, Director of the Company are related to each other.				
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. <i>Explanation: Indirect shareholding shall mean Shareholding held through any person, over which the listed entity or</i>	NIL	NIL	NIL	NIL	NIL

	<i>subsidiary has control.</i>					
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NA	NA	NA	NA	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity <i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i>	NIL	NIL	NIL	NIL	LVPL directly holds 24180000 Equity Shares in the Company aggregating to 8.50% of total Paid up capital.

A(3). Details of previous transactions with the related party

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i>	FY 2025-26 (Rs. In Lakhs)			
		Type of Transaction	Name of Party	Amount (During the Year)	Closing balance
		Purchase of Goods	RTL	-	183.57
		Sale of Goods	RTL	547.48	
		Inter-corporate Borrowings/Advance received	GNRL	-	-
			AML	-	61.72
			AIL	2.7	2.7
			LVPL	-	0.36
		Sale of service	AIL	12	12
		*Conversion of loan into Equity Share	LVPL	-	-
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year up to the quarter in which the approval is sought (till the date of approval of Audit Committee/ shareholders).	The Company has already sought prior approval of members for RPT to be undertaken by the Company for the FY 2026-27 by passing Special resolution at the 33 rd Annual General Meeting held in the year 2025. Details of related party transactions till date:			
		Sr No	Name	Transaction	Amount (INR)
		1	Rhetan TMT Ltd	Opening	0
				Loan Taken	17185000
				Loan Repaid	0
				Closing Balance	17185000

					Opening	630670
					Purchases	0
					Sales	0
					Closing Balance	630670
			2	Ashnisha Industries Ltd	Opening	1470000
					Loan Taken	0
					Loan Repaid	0
					Sale of Services	0
					Closing Balance	1470000
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No				
A(4). Amount of the proposed transactions						
1.	Amount of the proposed transactions being placed for approval in this meeting of the Audit Committee/shareholders.	upto Rs. 150 crores	upto Rs. 150 crores	upto Rs. 150 crores	upto Rs. 150 crores	upto Rs. 150 crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the transaction as material RPT?	Yes	Yes	Yes	Yes	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Upto 3163.64 %* <i>*Note: As the value of proposed transaction with each related party is the same, so the percentage remains the same in case of each party. Further, the value of the proposed transactions with each related party is assumed to be upto INR 150 crores, which is approximately 3163.64% of the listed entity's annual turnover for the immediately preceding financial year. Accordingly, the percentage is also based on this assumption of transaction value.</i>				
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the	Not Applicable				

	listed entity is not a party to the transaction)					
5.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year	613.73%	1777.25%	401.91%	374.91%	-
		*Note: The value of the proposed transaction with Listed Entity is assumed to be upto INR 150 crores, accordingly, the percentage (calculated based on the standalone turnover for the immediately preceding financial year) is also based on this assumption of transaction value.				
6.	Financial performance of the related party for the immediately preceding financial year:					
	Standalone turnover of the related party for each of the last three financial years:					
	FY 2025-26	2444.07	843.86	3732.21	1147.66	0.00
	FY 2024-25	3716.48	283.16	179.78	70.40	0.00
	FY 2023-24	6476.62	527.47	148.29	224.44	0.00
7.	Standalone net worth of the related party for each of the last three financial years:					
	FY 2025-26	10861.41	7657.18	12197.12	23908.19	(21.38)
	FY 2024-25	9398.40	2759.72	3884.60	16830.73	(21.38)
	FY 2023-24	8903.50	2747.49	3645.58	11997.28	(21.50)
	Standalone net profits of the related party for each of the last three financial years:					
	FY 2025-26	1029.78	15.66	1513.20	842.61	0.12
	FY 2024-25	494.90	12.23	239.01	18.36	0.12
	FY 2023-24	387.04	65.12	92.32	(513.86)	23.37
A(5) Basic details of the proposed transaction						
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	a) sale, purchase, lease or supply of goods; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objective/requirements; and d) availing/advancing of borrowings / inter corporate loans/ advances				
2.	Details of each type of the proposed transaction	The transaction between the related parties will be in the nature of purchase/sale of goods, services and/or availing/advancing inter corporate loans/borrowings or any other business activities.				
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One year (FY 2027-28)				
4.	Whether omnibus approval is being sought?	Yes	Yes	Yes	Yes	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The maximum value of transaction(s) during the FY 2027-28 shall not exceed INR 150 crore	The maximum value of transaction(s) during the FY 2027-28 shall not exceed INR 150 crore	The maximum value of transaction(s) during the FY 2027-28 shall not exceed INR 150 crore	The maximum value of transaction(s) during the FY 2027-28 shall not exceed INR 150 crore	The maximum value of transaction(s) during the FY 2027-28 shall not exceed INR 150 crore
6.	Justification as to why RPTs proposed to be entered into are in the interest of the listed entity	All the proposed RPT to be undertaken between the related parties will be in the nature of purchase/sale of goods, services, inter-corporate, and/or any other business activities. All the transactions proposed to be undertaken would be on Arm's Length and in Ordinary Course of Business. Further, the Audit Committee and the Board of Directors have reviewed the				

		terms of the transaction in loans detail and are satisfied that the transactions are in the best interest of the Company and its shareholders. All relevant disclosures will be made in compliance with applicable regulations to ensure transparency and uphold corporate governance standards.				
7.	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.					
	a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party <i>(Explanation: Indirect interest shall mean interest held through any person over which an individual has control Including interest held through relatives).</i>	Shalin Shah, Promoter and Director of the Company holds 5.65% stake in 'RTL'.	Shalin Shah and Ashok Shah Promoters and Directors of the Company hold 3.22% and 2.84% stake in 'AIL' respectively	Leena Shah, MD of the Company holds 9.85% stake Ashok Shah, Promoter and Director of Company holds 9.61% stake, Shalin Shah, Promoter and Director directly holds 22.18% stake and indirectly through HUF holds 7.18% stake in 'AML'.	None of the Director/KM P/ Promoter of the Company directly or indirectly holds more than 2% stake in related party.	Shalin Shah, and Ashok Shah, Promoters and Directors of the Company hold 50% and 50% stake in 'LVPL' respectively.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable for proposed transactions.				
9.	Other relevant information for decision making	-				

PART B**B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

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

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

1.	Source of funds in connection with the proposed transaction.	Internal accruals				
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	NA	NA	NA	NA	NA
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders <i>(1. This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies 2. Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity)</i>	The listed entity currently has no outstanding borrowings from its bankers. Therefore, there is no applicable rate of interest at which the listed entity is borrowing from banks or financial institutions. In the event of any proposed borrowings in the future, the same will also be entered into at applicable prevailing market rates, in line with the terms generally available to similar entities in the market and subject to the listed entity's creditworthiness at the time.				
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Any amount, if advanced shall be extended without any interest charges and are intended solely for use in the ordinary course of business by the related party/(s).				
5.	Maturity / due date	Any amount if advanced to any of the related party/(s) shall be repayable on demand by the lender or as maybe agreed by the parties.				
6.	Repayment schedule & terms	The repayment schedule and terms shall be determined by the listed entity in consultation with its related party, ensuring alignment with the mutually agreed conditions and applicable provisions.				
7.	Whether Secured or unsecured?	Unsecured				
8.	If secured, the nature of security & security coverage ratio	NA				
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Loans, to any of the related party/(s) mentioned above shall be extended with the understanding that it will be utilized for business-related activities / business purpose in ordinary course of business.				

Point No. B(3) and B(4) of table forming Part B of Clause 4 of the Industry Standards are not applicable.

B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

1.	Material covenants of proposed transaction	The proposed transactions shall be in ordinary course of business and on arm's length basis.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	Interest free
3.	Cost of borrowing (This shall include all costs associated with the borrowing)	-
4.	Maturity / due date	Repayable on demand by Lender or as maybe decided by both the parties
5.	Repayment schedule & terms	The repayment schedule and terms shall be determined by the listed entity in consultation with its related party, ensuring alignment with the mutually agreed conditions and applicable regulations.
6.	Whether secured or unsecured?	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity /subsidiary	Business Purpose and in ordinary course of business

Point No. B(6) & B(7) of table of Part B of the Industry Standards are not applicable.

PART C**C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary**

1.	Latest credit rating of the related party <i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i>	The Audit Committee of Listed Entity, after evaluating the creditworthiness of all the related party/(s), concluded that the related party/(s) possesses adequate financial strength and creditworthiness to engage in the proposed transaction/(s) with the Listed Entity and poses no undue risk to the Listed Entity in proceeding with the transaction. The review by Audit Committee of Listed Entity included an evaluation of financial statements and any relevant financial or market information of each of the related party individually to determine the related party's ability to meet its financial obligations.				
2.	Default on borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. <i>(Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request)</i> In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME,	NA	NA	NA	NA	NA

	suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.					
	<i>(Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.)</i>					

Point No. C(2) and C(3) of table forming Part C of Clause 4 of the Industry Standards are not applicable.

C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	0.01
	b. After transaction	The Debt to Equity Ratio of the listed entity, based on the latest audited financial statements, is not provided at this stage, as the proposed transaction is being undertaken under an omnibus approval. Since the final transaction amount has not yet been determined, the Debt to Equity Ratio cannot be computed with reference to a specific figure.
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	-
	b. After transaction	-

Point No. C(5) and C(6) of table forming Part C of Clause 4 of the Industry Standards are not applicable.

For and on behalf of the Board

Sd/-

Priyanshi Sharma

Company Secretary & Compliance Officer

Mem No.: A72269

Date: August 21, 2026

Place: Ahmedabad