

Date: 15/07/2025

To,
THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED,
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai-400051

Sub.: Submission of Postal Ballot Notice
Symbol: SAGARDEEP

The Board of Directors at its meeting held on Wednesday, July 09, 2025 had inter-alia approved the Postal Ballot Notice for seeking approval of members of the Company by way of remote e-voting on the Special Resolution/Ordinary Resolution as set out in the said Notice.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice, together with Explanatory Statement sent to the members through electronic mode whose names appeared on the Register of Members/ List of Beneficial Owners and whose e-mail addresses are registered with the Company/ Depositories as on Friday, July 11, 2025 i.e., Cut-off date.

The company has completed dispatch of the said Postal Ballot notice on Tuesday, July 15, 2025.

The remote e-voting shall commence on Thursday, July 17, 2025 at 09:00 a.m. IST and end on Friday, August 15, 2025 at 05:00 p.m. IST. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of remote e-voting facility to its members.

The Notice is also available on the website of the Company i.e. www.sdalloys.com.

Please take the same on your record.

Thanking you,

Yours faithfully,

For, SAGARDEEP ALLOYS LIMITED

SATISHKUMAR
ASAMAL MEHTA

Digitally signed by
SATISHKUMAR ASAMAL MEHTA
Date: 2025.07.15 04:36:39 -07'00'

SATISHKUMAR A. MEHTA
MANAGING DIRECTOR
[DIN: 01958984]

SAGARDEEP ALLOYS LIMITED

Registered Office: Plot No. 2070, Rajnagar Patiya, Santej Khatraj Road, Santej

Phone: +91-9825038504

Email: secretary@sdalloys.com

CIN: L29253GJ2007PLC050007

Website: www.sdalloys.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Members,

SAGARDEEP ALLOYS LIMITED

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 Companies Act, 2013 ("the **Act**"), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("**Rules**") and relevant circulars including General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 05, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as the "**MCA Circulars**"), 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 ("**ICSI**") and any other applicable laws and regulations, to transact the Special Businesses as set out hereunder are proposed to be passed by the members of the Company ("SAGARDEEP ALLOYS LIMITED") by way of Postal Ballot, only by way of remote e-voting ("e-voting") process.

In terms of the requirements specified in MCA Circulars the Notice is being sent in electronic mode only to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.sdalloys.com.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting. The schedule of remote e-voting is as under:

| Commencement of remote e-voting | Conclusion of remote e-voting |
|--|--|
| Thursday, July 17, 2025 at 9.00 a.m. (IST) | Friday, August 15, 2025 at 5.00 p.m. (IST) |

The remote e-voting will be disabled by CDSL immediately thereafter.

The proposed resolution and explanatory statement pertaining to the respective resolution pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all the material facts concerning the resolutions mentioned in this Postal Ballot Notice and reasons thereof, is appended herewith for your consideration is as follows:

SAGARDEEP ALLOYS LIMITED

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SPECIAL BUSINESSES:

Item No. 1

Appointment of Mr. Amit Soni (DIN: 11186195) as an Independent Director on the Board of the Company:

To consider and, if thought fit, to give your assent/dissent to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (the “Act”) (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 16(1)(b), 17, 25 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and Nomination and Remuneration Policy of the Company, Mr. Amit Soni (DIN: 11186195), and in respect of whom the Company has received a notice in writing under Section 160 of the Act a member proposing his candidature for the office of Director, being so eligible, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five (5) years with effect from August 15, 2025 to August 14, 2030 and he will not be liable to retire by rotation.

RESOLVED FURTHER THAT approval of the Members be accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

Item No. 2

Appointment of Mrs. Sangita Satishkumar Mehta (DIN: 03388025) as a Director (Non-Executive Non-Independent Director) of the Company;

To consider and, if thought fit, to give your assent/dissent to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with, the provisions of sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Sangita Satishkumar Mehta (DIN: 03388025), who was appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee as an Additional Director (Non-Executive, Non-Independent) of the Company with effect from May 16, 2025 and who holds office up to the date of ensuing General meeting of the Company in terms of section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director (Non-Executive, Non-Independent) of the Company and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company

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**By Order of the Board of Directors,
For, SAGARDEEP ALLOYS LIMITED**

Sd/-

Mr. Satishkumar Asamal Mehta
Managing Director

Date: - July 09, 2025

Place: -Santej

Registered Office:-

Plot No. 2070 , Rajnagar Patiya ,

Santej Khatraj Road ,Santej,

Gandhinagar, Kalol, Gujarat, India, 382721.

Notes:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out the material facts concerning the above-mentioned Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. Members may note that the Postal Ballot Notice is available on the website of the Company at www.sdalloys.com. The Postal Ballot Notice can also be accessed from the website of the Stock Exchange, i.e. National Stock Exchange of India Limited (NSE) at www.nseindia.com. The Postal Ballot Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) at www.evotingindia.com.
3. The Board of Directors of the Company has appointed **Mr. Brajesh Gupta (CP No. 21306), Proprietor of M/s. Brajesh Gupta & Co., Company Secretaries as a Scrutinizer to scrutinize the Postal Ballot process** in a fair and transparent manner.
4. In accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Circulars issued by Ministry of Corporate Affairs (“MCA”) the Notice of Postal Ballot is being sent only by email to all the Members and other persons so entitled and who have registered their email addresses with the Depository Participant (“DPs”)/Company’s Registrar and Transfer Agent (“RTA”) or the Company for this purpose. Members of the Company holding shares either in physical form or in dematerialized form as on cut-off date i.e. **Friday, July 11, 2025** will receive the Notice through electronic mode.
5. A Member cannot exercise his/her vote by proxy on postal ballot. However, Institutional/Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to authorize their representatives for the purpose of voting are required to send a certified copy of the Board Resolution/Authorization etc. authorizing their representatives to vote on their behalf to the Scrutinizer by email at secretary@sdalloys.com with a copy marked to helpdesk.evoting@cdslindia.com.
6. In accordance with the requirements of MCA Circulars, physical copy of this notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members and accordingly, the Members are required to communicate their assent or dissent through remote e-voting system only.

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7. The resolutions, 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 voting, i.e., Friday, August 15, 2025.
 8. Any queries/grievances pertaining to voting by Postal Ballot including the remote e-voting process can be addressed to Ms. Anuja Jain, Company Secretary and Compliance Officer of the Company at the Registered office of the Company at Plot No. 2070 , Rajnagar Patiya , Santej Khatraj Road ,Santej , Kalol, Gujarat, India – 382721 or by sending an e-mail at secretary@sdalloys.com.
 9. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.
 10. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the voting rights is **Friday, July 11, 2025** (“Cut-off Date”). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
 11. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date i.e. **Friday, July 11, 2025**.
 12. During the e-voting period, all documents referred to in this Notice and other relevant documents would be available for inspection by the Members at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 10:00 a.m. (IST) and 5:00 p.m. (IST).
 13. The Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive all the communications sent by the Company, from time to time, can get their email address registered by following the steps as given below:
 - a. For the Members holding shares in demat form: please update your email address through your respective Depository Participant/s.

Members holding shares in physical mode are requested to note that SEBI vide its circular SEBI/HO/MIRSDMIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, has made it mandatory for holders of physical securities to furnish PAN, bank account details, email address, mobile number, postal address (KYC details), and to register their nomination or opt-out of nomination.

As mandated by SEBI, members holding physical shares must mandatorily update their KYC-PAN, Nomination Details, Bank Details and Contact details with the Company’s Registrar and Share Transfer Agent, MUGF Intime India Private Limited, having office at 5th Floor, 506 TO 508, Amarnath Business, Centre -1(ABC-1), Beside Gala Business Centre Ahmedabad, 380009, Email: amit.banerjee@in.mpms.mufg.com or with the Company secretary@sdalloys.com , quoting their KYC, PAN, Nomination Details, Bank Details and Contact Details with their respective Depository Participants.

14. The Procedure and instructions for members for voting electronically under Postal Ballot are as under:

The Voting period for E-voting shall commence on Thursday, July 17, 2025 at 9.00 A.M. (IST) and end on Friday, August 15, 2025 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, July 11, 2025**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/130 dated July 11, 2023 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 shareholder's/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.

Pursuant to above said SEBI Circular, Login method for e-Voting 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 | <ol 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 are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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/myeasi/Registration/EasiRegistration.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on 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 |

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| | |
|--|---|
| | able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with NSDL | <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.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.</p> <p>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.</p> <p>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</p> |
| 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.

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| 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 |

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

(i) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders shall log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders/Members” 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. Members 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 Physical Shareholders other than individual shareholders holding shares in demat |
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <input type="checkbox"/> 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 |

(ii) After entering these details appropriately, click on “SUBM” tab.

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

- (iv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <SAGARDEEP ALLOYS LIMITED > on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also optional provision to upload BR/POA if any uploaded, which will be made available to Scrutinizer for verification.
- (xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secreatry@sdalloys.com if voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

Process for those Shareholders Whose Email/Mobile No. Are Not Registered with The Company/Depositories:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

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

In case you have any queries or issues regarding attending e-voting, you may refer the Frequently Asked Questions (FAQs) and the E-voting manual available at www.evotingindia.com, under help section or contact Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or write an e-mail to helpdesk.evoting@cdslindia.com or call on toll free no.1800 22 55 33.

**By Order of the Board of Directors,
For, SAGARDEEP ALLOYS LIMITED**

Sd/-

Mr. Satishkumar Asamal Mehta
Managing Director

Date: - July 09, 2025

Place: -Santej

Registered Office:-

**Plot No. 2070 , Rajnagar Patiya ,
Santej Khatraj Road ,Santej,
Gandhinagar, Kalol, Gujarat, India, 382721.**

ANNEXURE 1

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1.

Based on the recommendations of the Nomination and Remuneration Committee (“NRC”), the Board of Directors of the Company (the “Board”) has recommended the appointment of Mr. Amit Soni (DIN: 11186195) in accordance with Section 149, 150 and 152 of the Companies Act, 2023 and in accordance with Regulations 16(1)(b), 17, 25 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Articles of Association of the Company for a period of 5 (five) consecutive years with effect from August 15, 2025, subject to the approval of the Members of the Company.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mr. Amit Soni (DIN: 11186195) as a Director. The Director has given declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

As per the provision of Section 149(13) of the Act read with explanation to Section 152(6) of the Act, the period of office of Mr. Amit Soni will not be liable to determination by retirement of directors by rotation at the General Meetings.

Mr. Amit Soni has given his consent to act as the Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mr. Amit Soni Confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The NRC has reviewed the capabilities of Mr. Amit Soni vis-a-vis the role and capabilities required as decided by the NRC based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Amit Soni as Independent Director, for a term of 5 (five) consecutive years effective from August 15, 2025.

Disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of his qualification, brief resume, area of expertise and other details are set out in the Annexure attached to this Notice.

Accordingly, the Board recommends the Resolution as set out in the accompanying Notice in relation to appointment of Mr. Amit Soni as Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from August 15, 2025 to August 14, 2030, for approval of the Members on the terms and conditions as specified in the draft letter of appointment.

Copy of draft letter of appointment of Mr. Amit Soni setting out the terms and conditions of appointment is available for inspection by the Members. Members seeking to inspect the same can send a request to secretary@sdalloys.com.

The Board commends the resolutions as set out in the **Item No. 01** of the Notice for approval of the members as Special Resolution.

Except Mr. Amit Soni to whom these resolutions relate along with and their relatives (to the extent of their shareholding, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO.2

Pursuant to section 149, 152, 161 and 188 of the Companies Act, 2013 and Articles of Association of the Company, the Board of Directors at their meeting held on 16th May 2025, based on the recommendation of Nomination and Remuneration Committee and subject to approval of members, approved appointment of Mrs. Sangita Satishkumar Mehta (DIN: 03388025), as an Additional Director (Non-Executive, Non-Independent) of the Company, with effect from May 16, 2025. The Company has received following statutory disclosures / declarations: (i) Form DIR-8 – intimating the Company that she stands free from any disqualification, under section 164(1) and 164(2) of the Act; (ii) Declaration that she is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority and given her consent to act as Director of the Company; (iii) A notice in writing by a member proposing her candidature under section 160(1) of the Act; (iv) Form MBP-1 – disclosing her concerns or interests in other company(ies) in terms of section 184(1) of the Act.

The Board noted that on recommendation of Nomination and Remuneration Committee has determined that the appointment of Mrs. Sangita Satishkumar Mehta (DIN: 03388025) would be beneficial to the Company. She holds 13,81,250 equity shares of Rs. 10 each in the Company as on March 31, 2025. She did not receive any remuneration from the Company during her tenure. None of the directors, key managerial personnel of the Company and their relatives (except Satishkumar Asamal Mehta, Managing Director of the Company) are, concerned or interested, in this resolution. The Board commends this ordinary resolution set out in **Item No. 2** of the Notice for approval by shareholders.

**By Order of the Board of Directors,
For, SAGARDEEP ALLOYS LIMITED**

Sd/-

Mr. Satishkumar Asamal Mehta
Managing Director

Date: - July 09, 2025

Place: -Santej

Registered Office:-

**Plot No. 2070 , Rajnagar Patiya ,
Santej Khatraj Road ,Santej,
Gandhinagar, Kalol, Gujarat, India, 382721.**

ANNEXURE

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT

{Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015}

| Sr No. | Name of Director | Mrs. Sangita Satishkumar Mehta | Mr. Amit Soni |
|---------------|--|--|---|
| 1. | DIN | 03388025 | 11186195 |
| 2. | Date of Birth | 13/02/1976 | 07/07/1983 |
| 3. | Age | 49 | 42 |
| 4. | Date of Appointment | May 16, 2025 | Deemed date of passing of Shareholders resolution i.e. August 15, 2025 |
| 5. | Brief Resume, Qualification and experience in specific functional area | Mrs. Sangita Satishkumar Mehta is an Under Graduate. She has more than 4 years of experience in business administration. | Mr. Amit Soni is an Under Graduate. He has more than 10 years of experience in jewelry merchant and precious-metals trading. |
| 6. | Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements | N.A. | Mr. Amit Soni fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 (1)(b) of the Listing Regulations for his appointment as an Independent Director of the Company. He is independent of the management and possesses appropriate skills, experience and knowledge. |
| 7. | Directorship held in other companies* | N.A. | N.A. |
| 8. | Membership or chairmanship of Committee in other Public Companies | N.A. | N.A. |
| 9. | Number of Shares held in the Company | 13,81,250 Equity Shares | N.A. |
| 10. | Relationship with any Director of the Company | Mrs. Sangita Satishkumar Mehta is wife of Mr. Satishkumar Asmal Mehta, Managing Director of the company. | Mr. Amit Soni is not Related to the any Director of the Company |
| 11. | Listed entities from which the Director has resigned from Directorship in last 3 (Three) years | NA | NA |

| | | | |
|-----|--|--|--|
| 12. | Number of Board Meetings Attended during the year | 1 | N.A. |
| 13. | Remuneration last drawn (including sitting fees, if any) | N.A. | N.A. |
| 14. | Remuneration proposed to be paid | N.A. | N.A. |
| 15. | Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements | The Board of Directors of the Company is of the opinion that Mrs. Sangita Satishkumar Mehta is a person of integrity and considering her qualifications, extensive knowledge and experience, therefore, the appointment of Mrs. Sangita Satishkumar Mehta is in the interest of the Company. | The Board of Directors of the Company is of the opinion that Amit Soni is a person of integrity and considering her qualifications, extensive knowledge and experience, therefore, the appointment of Amit Soni is in the interest of the Company. |

**By Order of the Board of Directors,
For, SAGARDEEP ALLOYS LIMITED**

Sd/-

Mr. Satishkumar Asamal Mehta
Managing Director

Date: - July 09, 2025

Place: -Santej

Registered Office:-

**Plot No. 2070 , Rajnagar Patiya ,
Santej Khatraj Road ,Santej,
Gandhinagar, Kalol, Gujarat, India, 382721.**