NOTICE OF ANNUAL GENERAL MEETING

TO
ALL THE MEMBERS,
VRAJ IRON AND STEEL LIMITED

NOTICE IS HEREBY GIVEN THAT THE **22ND ANNUAL GENERAL MEETING (AGM)** OF THE MEMBERS OF **VRAJ IRON AND STEEL LIMITED** (THE COMPANY) WILL BE HELD ON SATURDAY, SEPTEMBER 12, 2026 AT 01.00 P.M. (IST) AT MANCH AUDITORIUM, 3RD FLOOR, ZORA THE MALL, NH-6, OPPOSITE AGRICULTURE COLLEGE, JORA, SERIKHEDI, RAIPUR CHHATTISGARH 492012.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint Mr. Prasant Kumar Mohta (DIN: 06668452) as a director who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **TO REAPPOINT MR. PRAVEEN SOMANI (DIN: 09297084) AS A WHOLE-TIME DIRECTOR OF THE COMPANY FOR THE PERIOD OF FIVE (5) CONSECUTIVE FINANCIAL YEARS:**

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

"**RESOLVED THAT** pursuant to Section 196, 197, 198 and 203 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors, the approval of members of the Company be and is hereby accorded, for re-appointment of Mr. Praveen Somani (DIN: 09297084) as a Whole-time Director of the company for the period of five (5) consecutive financial years w.e.f. September 07, 2026 on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment including remuneration as it may deem fit and as may be acceptable to Mr. Praveen Somani (DIN: 09297084), subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary and/ or modify the terms and conditions of the appointment including remuneration payable to the said Whole Time Director in such manner as may be mutually agreed between the Board or its Committee and to Mr. Praveen Somani (DIN: 09297084) within the limits as prescribed in Schedule V of the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Praveen Somani (DIN: 09297084) shall be paid salary, perquisites and other allowances as the minimum remuneration, subject to ceiling as specified in Section 197 read Schedule V of the Companies Act, 2013 in accordance with the provisions of the Companies Act, 2013.

"RESOLVED FURTHER THAT Board of Directors or the Company Secretary of the Company, be and are hereby jointly/severally authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including filing of necessary forms or returns with concerned authorities for the purpose of affecting the aforesaid resolution."

4. TO RATIFY REMUNERATION PAYABLE TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2026-27:

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 60,000/- (excluding applicable taxes and reimbursement of actual travel and out-of-pocket expenses) payable to the Cost Auditor, M/s. Sanat Joshi & Associates, Cost Accountants (Firm Registration No. 000506), to conduct the audit of cost records of the Company for the Financial Year ending on March 31, 2027, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified."

5. TO APPROVE THE MATERIAL RELATED PARTY TRANSACTION(S) FOR AVAILING OF GUARANTEE SERVICES BETWEEN THE COMPANY AND RELATED PARTY:

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

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 188 and the other applicable provisions of the Companies Act, 2013 read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company's Policy on Related Party Transactions, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into and/or continue to enter into the following related party transaction(s) for availing of personal guarantees from the promoter of the company for the borrowings of the company availing from Banks/Financial Institutions and any other transactions, whether individual or taken together, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company as tabled below:

Sr. No.	Name of Related Party	Nature of Relationship	Nature of Transaction	Value of the Proposed transaction
1.	Mr. Vijay Anand Jhanwar	Promoter & Managing Director	Providing personal guarantee(s) to banks / financial institutions to support the Company's borrowing and business requirements including but not limited to the transaction under section 188 of the Companies Act, 2013.	Rs. 4,00,00,00,000/-

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company, be and are hereby jointly/severally authorized to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution, including finalizing and executing agreements, issuing necessary disclosures to the stock exchanges, and filing of requisite returns with statutory authorities."

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

Registered Office:
First Floor, Plot No 63& 66,
Ph No 113 Mother Teresa Ward No. 43,
Jalvihar Colony, Raipur (C.G.) 492001
Tel : 0771-4059002
CIN: L27101CT2004PLC016701
Website: http://www.vrajtmt.in
Email: info@vrajtmt.in

By order of the Board of Directors of
VRAJ IRON AND STEEL LIMITED
Sd/-
Priya Namdeo
(Company Secretary)
Membership Number: A50205
Place: Raipur Chhattisgarh
Date: Wednesday August 12, 2026

NOTES:

1. An Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to 'Special Business' as set out in Item nos. 3 and 5 to be transacted at the Annual General Meeting ("AGM") and relevant details in respect of Item nos. 2 to 3 pursuant to the provisions of Securities and Exchange Board of India (sting Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Secretarial Standard on General Meetings ("SS-2") are annexed hereto.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, and the proxy need not be a member of the Company. Hence, the Proxy Form and Attendance Slip including Route Map are annexed to this Notice. Members/proxies should bring their Attendance slip duly completed for attending the Meeting physically.

3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.

4. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than **FORTY-EIGHT HOURS** before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll. A proxy need not be a Member of the Company.

5. If the Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid. Proxy will be valid until written notice of revocation has been received by the Company before the commencement of the Meeting.

6. All the Documents referred to in the accompanying Notice along with the Explanatory Statement shall be made available for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

7. Pursuant to Section 113 of the Act, Institutional/Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution/ authorization etc., authorizing their representatives to attend and vote at the AGM on its behalf and to vote through

remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to ajain7008@gmail.com with a copy marked to info@vrajtmt.in Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab in their login.

8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

9. Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. A physical copy of the Annual Report shall be provided to only those Members who make a specific request in this regard by email at info@vrajtmt.in mentioning the Folio No./DPID & Client ID. In accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, shareholders whose email addresses are not registered with the Company/DPs, are being notified by letters (through post/speed post) providing a web-link for accessing the Annual Report 2025-26. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company’s website www.vrajtmt.in, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com and on the website of CDSL viz. https://www.evotingindia.com.

10. Members holding shares in dematerialized mode are requested to register/update their e-mail addresses with the relevant Depository Participants. Pursuant to MCA Circulars issued by the Ministry of Corporate Affairs and SEBI Circular, the Company has also enabled the process for the limited purpose of receiving the Company’s Annual Report and Notice of Annual General Meeting (including remote e-voting instructions) electronically.

11. Members who would like to express their views or ask questions during the AGM, may register themselves as a speaker by sending an e-mail to the Company at info@vrajtmt.in by Wednesday, September 09, 2026 till 5.00 p.m.

12. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for the smooth conduct of the AGM.

13. The venue for the 22nd AGM shall be at Manch Auditorium, 3rd Floor, Zora The Mall, NH-6, opposite Agriculture College, Jora, Serikhedi, Raipur, Chhattisgarh 492012.

14. The Members can join the AGM in the venue 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

15. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facility.

16. The Board of Directors of the Company have appointed Abhishek Jain & Associates, Practicing Company Secretary (C.P No. 14857 & M.N. F12714) Raipur, as Scrutinizer to scrutinize the e-voting process, and vote casted through remote e-voting and voting at the meeting, in a fair and transparent manner. Members may note that the Scrutinizer will provide consolidated report for the votes casted through remote e-voting and voting at the meeting. The Scrutinizer's decision on the validity of the vote shall be final.

17. The Scrutinizer shall submit her/his report, after the completion of scrutiny, to the Chairman of the Company or the Company Secretary & Compliance Officer, as authorised by the Board, who shall countersign the same. The results of remote e-voting will be announced on or before Tuesday, September 15, 2026 and will be displayed on the Company's website at www.vrajtmt.in and on the website of CDSL website of the NSE and BSE at www.nseindia and www.bseindia.com respectively.

18. The results of remote e-voting and voting during the AGM by postal ballot will simultaneously be intimated to the Stock Exchanges where the Equity Shares of the Company are listed and will also be displayed at the Registered Office of the Company. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM.

19. Statutory Registers and Other relevant documents referred in this Notice and explanatory statement, are available for inspection at the Registered Office of the Company on all working days from the date of circulation of this Notice up to the date of the AGM and during the meeting. Members seeking to inspect such documents may send their requests to info@vrajtmt.in mentioning his/her/ its folio number /DPID and Client ID.

20. Only a person, whose name is recorded in the Register of Members and/or register of Beneficial Owners, as on Monday, September 07, 2026, ("Cut-off Date"), maintained by the Depositories, shall be entitled to participate in the remote e-voting or e-voting during the AGM. The voting rights of Members shall be in proportion to the equity shares held by the Members in the paid-up equity share capital of the Company as on Cut-off Date. A person who is not a member as on the Cut-off Date, should treat this Notice for the information purpose only.

21. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Rules made thereunder, MCA Circulars, Regulation 44 of the SEBI Listing Regulations, Secretarial

Standard-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The instructions for remote e-voting are provided as part of this Notice.

22. The remote e-voting period shall commence at 9:00 a.m. (IST) on Wednesday, September 09, 2026, and end on Friday, September 11, 2026 at 5:00 p.m. (IST). The Members desiring to exercise their vote should cast their vote during this period. The remote e-voting will not be allowed beyond the above-mentioned date and time and the e-voting module shall be disabled upon expiry of aforesaid period. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

23. Members who attend the AGM and have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through the Postal Ballot system during the AGM. Members who have already cast their vote through remote e-voting shall be entitled to attend the AGM; however, they shall not be entitled to vote again during the AGM.

24. The e-voting Event No. for this purpose is "**260819041**".

25.Instructions for shareholders regarding remote e-voting for the AGM are provided in 'Annexure A.

Registered Office:
First Floor, Plot No 63& 66,
Ph No 113 Mother Teresa Ward No. 43,
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Tel : 0771-4059002
CIN: L27101CT2004PLC016701
Website: http://www.vrajtmt.in
Email: info@vrajtmt.in

By order of the Board of Directors of
VRAJ IRON AND STEEL LIMITED

Sd/-
Priya Namdeo
(Company Secretary)
Membership Number: A50205
Place: Raipur Chhattisgarh
Date: Wednesday August 12, 2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:

Item No. 03: Re-appointment of Mr. Praveen Somani (DIN: 09297084)

Mr. Praveen Somani (DIN: 09297084) was appointed as a Director of the Company and subsequently elevated as Whole-time Director for a period of five years with effect from September 07, 2021, at the 17th Annual General Meeting of the Company. His existing term of office as Whole-time Director will expire on September 06, 2026.

Pursuant to Section 196(2) of the Companies Act, 2013, and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 12, 2026, approved his re-appointment as Whole-time Director for a further period of five years with effect from September 07, 2026, subject to the approval of the Members.

Mr. Praveen Somani has one decade of experience in manufacturing operations, particularly in the Sponge Iron segment and in the Steel Industry. His extensive experience and understanding of the Company's operations are expected to contribute to strengthening the Company's business and supporting its future growth. The Nomination and Remuneration Committee and the Board are of the view that his continued association would be beneficial to the Company.

Mr. Praveen Somani has conveyed his consent to act as Whole-time Director of the Company and has furnished the necessary declarations and disclosures as required under the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has confirmed that he is not disqualified from being appointed or re-appointed as Whole-time Director pursuant to any order of SEBI or any other statutory authority.

The re-appointment of Mr. Somani and the terms and conditions of his appointment, including remuneration, are subject to the approval of the Members of the Company in accordance with the applicable provisions of Sections 196 and 197 of the Companies Act, 2013, read with the applicable Rules and Schedule V thereto. Further, being a listed entity, the Company shall obtain the requisite shareholders' approval in accordance with Regulation 17(1C) of the SEBI Listing Regulations.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved the following terms and conditions of re-appointment and remuneration, subject to the approval of the Members:

1. Term of Appointment:
Five years commencing from September 07, 2026.

2. Salary, Perquisites and Allowances:

Salary, perquisites and allowances aggregating to Rs. 60,000/- (Rupees Sixty Thousand only) per months for a period of five years commencing from September 07, 2026.

The salary, perquisites and allowances may be revised from time to time based on the recommendation of the Board of Directors, subject to the provisions of the Companies Act, 2013 and other applicable laws.

Duties and Responsibilities

Mr. Praveen Somani shall be responsible for the effective day-to-day management and control of the business and affairs of the Company, subject to the overall direction, supervision and control of the Board of Directors. Without prejudice to the generality of the foregoing, he shall perform such other duties, functions and responsibilities relating to the business and affairs of the Company as may be entrusted to him by the Board of Directors from time to time.

The Board recommends the resolution relating to the re-appointment of Mr. Praveen Somani as Whole-time Director for approval by the Members of the Company.

The requisite details of Mr. Praveen Somani, as required under Regulation 36(3) of the SEBI Listing Regulations, are provided in **Annexure-2.**

Item No. 4: Ratify of remuneration payable to the Cost Auditor:

Pursuant to Section 148 read with Rule 3 and 4 of Companies (Cost Records and Audit) Rules, 2014 and Companies (Cost Records and Audit) Amendment Rules, 2014 The Board on the recommendation of the Audit Committee had approved the appointment and remuneration of M/s. Sanat Joshi & Associates, Cost Accountants (Firm Registration. No.:000506) as the Cost Auditors of the company to conduct the audit of the company's cost record relating to the Sponge Iron, MS Billet, Re-rolled Product and Production of Electrical Energy, for the financial year ending March 31, 2027 at a remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) P.A., plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2027.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors hereby recommends passing of the resolution as set out in Item No. 4 of the Notice for the approval of the Members as an Ordinary Resolution.

Item No. 5: Approval of Related Party Transaction:

Pursuant to provision of section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, a transaction with a related party shall be considered material if the transaction(s), individually or taken together with previous transactions during a financial year, exceed the applicable thresholds prescribed under Schedule XII of the Listing Regulations. The revised materiality thresholds under Schedule XII were introduced pursuant to the SEBI (LODR) (Fifth Amendment) Regulations, 2025 and are applicable with effect from December 19, 2025.

As per the revised provisions applicable from December 19, 2025, where the annual consolidated turnover of a listed entity is up to ₹20,000 crore, the materiality threshold is 10% of its annual consolidated turnover. The Company's annual consolidated turnover, as per its last audited financial statements, is approximately Rs. 588.00 crores and accordingly, the applicable threshold is Rs. 58.00 crores.

The Company proposes to avail personal guarantee(s) from Mr. Vijay Anand Jhanwar, Promoter and Managing Director of the Company, in connection with borrowings to be availed by the Company from banks/financial institutions for its business purposes and other transactions. The proposed value of the guarantee and other transactions is Rs. 400 crores, which exceeds the applicable materiality threshold and therefore requires prior approval of the Members

The particulars of the proposed related party transaction(s) are provided below:

Name of Related Party	Nature of Relationship	Nature of Transaction/Purpose	Value of the Proposed Transaction	Consideration
Mr. Vijay Anand Jhanwar	Promoter & Managing Director	Providing personal guarantee(s) to banks/ financial institutions to support the Company's borrowing and business requirements including but not limited to the transaction under section 188 of the Companies Act, 2013.	Rs. 4,00,00,00,000/- (Rupees Four Hundred Crore)	No commission, fee or other consideration will be paid for guarantee, and consideration to be paid for other transaction under section 188 of Companies Act 2013, on the arm's length basis.

The proposed personal guarantee will help the Company in arranging finance for its business and operational requirements. Mr. Vijay Anand Jhanwar has agreed to provide the personal guarantee without charging any commission, fee or other consideration from the Company and other transactions under section 188 of the Companies Act, 2013 as per the business requirements of the company shall be paid on arm's length basis**.**

The Audit Committee has reviewed the proposed transaction and recommended the same to the Board. The Board of Directors, after considering the requirements of the Company and the terms of the proposed transaction, is of the view that the transaction is in the interest of the Company and recommends the resolution for approval of the Members.

Mr. Vijay Anand Jhanwar and its related parties, shall not vote on the resolution approving the proposed transaction, as required under the applicable provisions of the Listing Regulations.

Except Mr. Vijay Anand Jhanwar and its relatives, none of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution.

By order of the Board of Directors of
VRAJ IRON AND STEEL LIMITED

Sd/-
Priya Namdeo
(Company Secretary)
Membership Number: A50205
Place: Raipur Chhattisgarh
Date: Wednesday August 12, 2026

Registered Office:
First Floor, Plot No 63& 66,
Ph No 113 Mother Teresa Ward No. 43,
Jalvihar Colony Raipur, (C.G.) 492001
Tel : 0771-4059002
CIN: L27101CT2004PLC016701
Website: http://www.vrajtmt.in
Email: info@vrajtmt.in

ANNEXURE-1

The relevant details of Director who is proposed to be re-appointed as Directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

Particulars	**Mr. Prasant Kumar Mohta (DIN: 06668452)**
Current Position/Category of Director	Whole Time Director (Executive Director)
Age:	48 Years
Nationality	Indian
Qualification:	Bachelor’s degree in Commerce.
Experience:	Experience of 23 years in the Iron and Steel and Power Industry.
Expertise in specific functional areas:	He has over two decades of experience in iron and steel industry. He oversees Raw Material Management of our Company and in-depth focus in statutory compliances of Indian Bureau of Mines & Mining Department etc.
Terms and conditions of appointment/ reappointment	Retiring by rotation and being eligible, offers himself for re-appointment.
Remuneration last drawn:	Rs. 0.78 million
Date of First Appointment:	Initially appointed as additional director in the company on 26/08/2023, further serving as a director on Board from 30/09/2013, Thereafter Appointed as whole time director in the company on 17/06/2019 and reappointed by shareholders on 16/06/2024 for five year.
Number of Board Meetings attended during the year:	09 of 09
Shareholding in the Company:	10 Equity Shares
Relationship with Other Directors:	Not related to any Director of the Company
Name of Listed entities in which the person also holds the directorship	Listed Entity - NIL
Listed entities from which the person has resigned in the past three years including Membership / Chairmanship of Committees of respective company	Nil
Terms and conditions of appointment and reappointment	To be re-appointed as Director, liable to retire by rotation.
Memberships / Chairmanship of Committees:	Stakeholder Relationship Committee.

ANNEXURE-2

The relevant details of Director who is proposed to be re-appointed as Directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

Particulars	**Mr. Praveen Somani (DIN: 09297084)**
Current Position/Category of Director	Whole time Director (Executive Director)
Age:	45 Years
Nationality	Indian
Qualification:	Matriculation
Experience:	Experience of over 02 decade in the manufacturing operations of Iron and Steel Industries.
Expertise in specific functional areas:	He has vast experience in the manufacturing operations of sponge iron segment and power generation, Manages the manufacturing business of the Company.
Terms and conditions of appointment/ reappointment	Re-appointment for five consecutive financial years and being eligible, offers himself for re-appointment.
Remuneration last drawn:	Rs. 0.60 million
Date of First Appointment:	Appointed on 07/09/2021 as Whole Time Director of the Company.
Number of Board Meetings attended during the year:	09 of 09
Shareholding in the Company:	10 Equity Shares
Relationship with Other Directors:	Not related to any Director of the Company.
Name of Listed entities in which the person also holds the directorship	Listed Entity - NIL
Listed entities from which the person has resigned in the past three years including Membership / Chairmanship of Committees of respective company	Nil
Terms and conditions of appointment and reappointment	To be re-appointed as Whole Time Director for five-year term.
Memberships / Chairmanship of Committees:	Member in CSR Committee

ANNEXURE-A

CDSL e-Voting System – For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

(i) The voting period begins on Wednesday, September 09, 2026 at 09:00 AM and ends on Friday, September 11, 2026 at 05:00 PM During this period shareholders of the Company, holding shares in dematerialized form, as on the cut-off date (record date) of Monday, September 07, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

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

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

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

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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.

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

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

2) Click on "Shareholders" module.

3) Now enter your User ID

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

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

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

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

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

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

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

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

(ix) Click on the EVSN of **Vraj Iron and Steel Limited** on which you choose to vote.

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

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

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

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

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

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

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

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@vrajtmt.in, if they have 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 Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

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

If you have any queries or issues regarding 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, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

Registered Office:
First Floor, Plot No 63& 66,
Ph No 113 Mother Teresa Ward No. 43,
Jalvihar Colony Raipur, (C.G.) 492001
Tel : 0771-4059002
CIN: L27101CT2004PLC016701
Website: http://www.vrajtmt.in
Email: info@vrajtmt.in

By order of the Board of Directors of
VRAJ IRON AND STEEL LIMITED

Sd/-
Priya Namdeo
(Company Secretary)
Membership Number: A50205
Place: Raipur Chhattisgarh
Date: Wednesday August 12, 2026

INFORMATION AT A GLANCE:

Sr No.	Particulars	Details
1	Date and Time of AGM	Saturday, 12th September, 2026 at 01.00 P.M ("IST")
2	Mode of conduct	Physical at Manch Auditorium, 3rd Floor, ZORA THE MALL, NH-6, Opposite Agriculture College, Jora, Serikhedi, Raipur Chhattisgarh 492012
4	Contact details of CDSL (e-voting service provider) for assistance before or during the AGM	Members may connect with: Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Email at helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911
5	Cut-off date to determine entitlement for e-voting	Monday, 07th September, 2026
6	E-voting start date and time	Wednesday, 09th September, 2026 at 9.00 a.m. (IST)
7	E-voting end date and time	Friday, 11th September, 2026 at 5.00 p.m. (IST)
8	EVSN	260819041
9	Name, address and contact details of Registrar and Transfer Agent	Bigshare Services Private Limited Add: Office No S6-2 6th floor Pinnacle Business Park Next to Ahura Centre Mahakali Caves Road Andheri (East) Mumbai – 400093 Maharashtra India. Contact: 022 62638200/222, Mobile: 7045030377 Email: vikas@bigshareonline.com

Registered Office:
First Floor, Plot No 63& 66,
Ph No 113 Mother Teresa Ward No. 43,
Jalvihar Colony Raipur, (C.G.) 492001
Tel : 0771-4059002
CIN: L27101CT2004PLC016701
Website: http://www.vrajtmt.in
Email: info@vrajtmt.in

By order of the Board of Directors of
VRAJ IRON AND STEEL LIMITED

Sd/-
Priya Namdeo
(Company Secretary)
Membership Number: A50205
Place: Raipur Chhattisgarh
Date: Wednesday August 12, 2026

POLLING PAPER

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21 (1) (c) of the Companies (Management and Administration) Rules, 2014– Form No. MGT-12]

S. No.	Particulars	Details
1.	Name of the Company	Vraj Iron and Steel Limited
2.	Registered Office	First Floor, Plot No 63& 66,Ph No 113 Mother Teresa Ward No. 43, Jalvihar Colony, Raipur Chhattisgarh 492001
3.	Name of the First Shareholder	
4.	Postal Address	
5.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
6.	Number of Equity Shares held	

I hereby exercise my vote in respect of ordinary resolution set out in the notice of 22nd Annual General Meeting to be held on Saturday 12th September, 2026 enumerated below by recording my assent or dissent to the said Resolutions by placing the tick (√) mark at the appropriate box below:

Sr. No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
Ordinary Businesses:				
1.	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.			

2.	To consider the appointment of Mr. Prasant Kumar Mohta (DIN: 06668452) as a director who retires by rotation, and being eligible, offers himself for re-appointment.			
Special Businesses:				
3.	To consider the re-appointment of Mr. Praveen Somani (DIN: 09297084) as a Whole-Time Director of the company for the period of five (5) consecutive financial years.			
4.	To ratify remuneration payable to the Cost Auditor of the Company for FY 2026-27			
5.	To approve the material related party transaction(s) for availing of guarantee services between the company and related party.			

Date:

Place:

(Signature of Member / Power of Attorney Holder / Authorised Representative)

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 – Form No. MGT-11]

CIN: L27101CT2004PLC016701

Name of the Company: Vraj Iron and Steel Limited

Registered Office: first floor, Plot No 63& 66, Ph No 113 Mother Teresa Ward No. 43, Jalvihar Colony, Raipur Chhattisgarh 492001

Venue of AGM: Manch Auditorium, 3rd Floor, ZORA THE MALL, NH-6, Opposite Agriculture College, Jora, Serikhedi, Raipur Chhattisgarh 492012

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id: DP ID:

I/We, being the member(s) holding shares ________________________________of the above-named company, hereby appoint:

(1) Name ___________________________ Address_______________________________________

Email Id: ___________________________ Signature or failing him/her;_______________________

(2) Name ___________________________
Address_______________________________________

Email Id: ___________________________ Signature or failing him/her;_______________________

(3) Name ___________________________ Address_______________________________________

Email Id: ___________________________ Signature or failing him/her;_______________________

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the company, to be held on the Saturday, 12th September, 2026 at 01:00 P.M. at first floor, Plot No 63& 66, Ph No 113 Mother Teresa Ward No. 43, Jalvihar Colony, Raipur Chhattisgarh 492001 and at any adjournment thereof in respect of such resolutions as are indicated below:

*I wish my above proxy to vote in the manner as indicated in the box: -

Sr No.	Resolutions	Optional	
		For	Against
1	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.		
2	To consider the appointment of Mr. Prasant Kumar Mohta (DIN: 06668452) as a director who retires by rotation, and being eligible, offers himself for re-appointment.		
3	To consider the re-appointment of Mr. Praveen Somani (DIN: 09297084) as a Whole-Time Director of the company for the period of five (5) consecutive financial years.		
4	To ratify remuneration payable to the Cost Auditor of the Company for FY 2026-27		
5	To approve the material related party transaction(s) for availing of guarantee services between the company and related party.		

Signed this…………………. day of……………… 2026

Signature of Shareholder…………………. or Signature of Proxy…………………………………

Affix Re.1/- Revenue Stamp

Note:

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

2. A Proxy need not be a member of the Company.

3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

4. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

ATTENDANCE SLIP

Registered Folio / DP ID & Client ID

Name and address of the Shareholder

Name of the Joint Holder, if any

1. I, hereby record my presence at the 22nd Annual General Meeting of the company, to be held on Saturday, 12th September, 2026 at 01:00 P.M. at Manch Auditorium, 3rd Floor, ZORA THE MALL, NH-6, Opposite Agriculture College, Jora, Serikhedi, Raipur Chhattisgarh 492012.

2. Signature of Shareholder/Proxy Present: ……………………………………….

3. Shareholder/ Proxy holder wishing to attend the meeting must bring the duly signed attendance Slip to the meeting.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	User Id	Password
260819041		

Note: Please read the instructions given in the Notes to the Notice of 22nd Annual General Meeting dated 12th August, 2026. The E-Voting period starts on Wednesday, the 09th day of September, 2026 at 09:00 A.M. and ends on Friday, the 11th day of September, 2026 at 5:00 PM. The e-voting module shall be disabled by CDSL for voting thereafter.

VENUE OF THE MEETING

Address: Manch Auditorium, 3rd Floor, ZORA THE MALL, NH-6, Opposite Agriculture College, Jora, Serikhedi, Raipur Chhattisgarh 492012.