



SHREE PRECOATED STEELS LTD.

CIN: L70109MH2007PLC174206

Registered Office : 1, Ground Floor, Citi Mall, New Link Road, Andheri (W), Mumbai - 400 053
Tel. : +91- 7208182677 | Email : spsl.investors@gmail.com | Website : www.spsl.com

Ref: SEC/SPSL/BSE/2025-26

Date: 21st August, 2025

To,
The Manager,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Script Code: 533110

Sub: Notice of 17th Annual General Meeting ("AGM") – Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice along with explanatory statement of 17th AGM of the Company scheduled to be held on Wednesday, 17th September, 2025 at 12:00 P.M. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in compliance with General Circular No.09/2024 dated 19th September, 2024 read with the earlier circulars issued by Ministry of Corporate Affairs ("MCA") and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 read with the earlier circulars issued by the Securities and Exchange Board of India ("SEBI").

The Notice is also available on the Company's website viz. <http://www.spsl.com/annual-report.php>

This is for your information and records.

Thanking You,

For SHREE PRECOATED STEELS LIMITED

Priyanka Khandelwal
Company Secretary & Compliance Officer

Encl. As above



NOTICE

Dear Members,

NOTICE is hereby given that the 17th Annual General Meeting of the Shareholders of Shree Precoated Steels Limited ("the Company") will be held on Wednesday, 17th September, 2025 at 12:00 P.M. ("IST") through Video Conferencing ("VC") / Other audio-visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025, together with the reports of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Nilesh H. Sarvaiya holding DIN: 00799636, who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. Appointment of Secretarial Auditors.

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A 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) and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, Mrs. Shreya Shah, Practicing Company Secretary, Mumbai (CoP No.15859 / Peer review certificate No.: 1696/2022) be and is hereby appointed as the Secretarial Auditors of the Company for the period of five (5) consecutive years, commencing from the Financial Year (FY) 2025-26 till FY 2029-30, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report and Secretarial Compliance Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out of pocket expenses payable to her during her tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

4. To approve revision in remuneration of Mr. Harsh L. Mehta (DIN: 01738989), as Managing Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), enabling provisions of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and as approved by the Audit Committee and Board of Directors of the Company and subject to all other sanctions, approvals and permissions, as may be required, the consent of the Members of the Company be and is hereby accorded for the revision in the remuneration payable to Mr. Harsh L. Mehta (DIN: 01738989), Managing Director of the Company w.e.f. 1st April, 2025 till the remaining period of his tenure.

RESOLVED FURTHER THAT the revised remuneration, whether paid as salary, allowances, perquisites, bonuses, or any combination thereof, shall be in accordance with the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, and the Board of Directors (which shall include the Nomination and Remuneration Committee) be and is hereby authorized to add, alter, or vary the terms and conditions of the said remuneration within the maximum ceiling as approved and in accordance with the provisions of the Act.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Harsh L. Mehta, as Managing Director, the payment of salary, perquisites and other allowances as approved by this resolution shall payable as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be



considered necessary, desirable or expedient to give effect to this Resolution.”

5. To approve the re-appointment of Mr. Harsh L. Mehta (DIN: 01738989), as Managing Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 (Act) and relevant rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) or (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company (the “Board”), Mr. Harsh L. Mehta (DIN: 01738989) be and is hereby re-appointed as Managing Director of the Company, for a further period of 5 (five) years w.e.f. 24th May 2026 to 23rd May 2031.

RESOLVED FURTHER THAT the terms and conditions of remuneration payable to Mr. Harsh L. Mehta be and is hereby approved for a period of 3 years as set out in the Explanatory Statement annexed to the Notice, with the authority to the Board of Directors of the Company from time to time to revise the terms and conditions with respect to

his remuneration on recommendation of Nomination and Remuneration Committee and approval of Audit Committee within the limits provided in the said Schedule V or any amendment thereto for the time being in force.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Harsh L. Mehta, as Managing Director, the payment of salary, perquisites and other allowances as approved by this resolution shall payable as minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**By Order of the Board of Directors
For Shree Precoated Steels Limited**

**Sd/-
Harsh L. Mehta
Managing Director
DIN: 01738989**

**Place: Mumbai,
Date: 24th July, 2025**

Registered Office:
“Citi Mall”, 1, Ground Floor,
New Link Road, Andheri (W), Mumbai – 400 053
Email: spsl.investors@gmail.com
CIN: L70109MH2007PLC174206



Notes:

1. The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated 5th May, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated 19th September, 2024 in relation to "Clarification on holding of AGM through VC/ OAVM, collectively referred to as "MCA Circulars"]. In compliance with the provisions of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 17th AGM of the Company is being held through VC / OAVM on Wednesday, 17th September, 2025 at 12.00 p.m. IST. The deemed venue for the AGM will be the Registered Office of the Company
2. The Explanatory Statement setting out the material facts concerning the business under Item Nos. 3 to 5 of the Notice is annexed hereto [Section 102 of the Companies Act, 2013 ("Act")].

Further, the relevant details, with respect to "Director seeking re-appointment, revision in remuneration at this AGM is also provided as Annexure I [Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI")].
3. The Notice of the AGM along with the Annual Report for the Financial year ("FY") 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agents (RTA) / Depository Participants (DP), unless any Member has requested for a physical copy of the same.

The Notice and Annual Report FY 2024-25 is available on the following websites a) Company's website at <http://www.spsl.com/annual-report.php> b) BSE Limited at www.bseindia.com and d) NSDL at <https://www.evoting.nsdl.com/>.
4. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
5. Members whose e-mail IDs are not registered with the Company or Depository Participant may register the same on or before 5.00 p.m. (IST) on 10th September, 2025 to receive Notice of this AGM and Annual Report for FY 2024-25:
 - a) Click on the URL: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html and select ' Shree Precoated Steels Ltd.' from the drop down.
 - b) Enter DP ID and Client ID (for shares held in electronic form) / Folio No. and Certificate No. (for shares held in physical form), Shareholder name, PAN, Mobile No. and e-mail ID. Then click on 'Continue' button.
 - c) Enter the system generated One Time Password ("OTP") received on Mobile No. and e-mail ID, then click on "Submit" button. The request ID will be generated. E-mail ID registered is for limited purpose of sending the Notice and the Annual Report FY 2024-25.
6. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent by email through its registered email address to evoting@nsdl.com and hpsanghivico@gmail.com with a copy marked to spsl.investors@gmail.com.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. 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. Since this AGM is being held pursuant to the MCA circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members



will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.

9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on 10th September, 2025 (cut-off date) will be entitled to vote at the AGM.
10. The name of the RTA changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" (MUFG Intime/RTA) with effect from December 31, 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details, bank account number, MICR code, IFSC, etc.:
 - a. For shares held in electronic form: to their DPs.
 - b. Shares held in physical form: to the Company/RTA in prescribed Form ISR-1 and other forms. [SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023]

The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. [Section 72 of the Act]

If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <http://www.spsl.com/forms-for-physical-shareholders.php>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

12. SEBI has mandated the Listed Companies to process service requests[#] for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4. The Form is available on website of Company at <http://www.spsl.com/forms-for-physical-shareholders.php> and RTA at <https://in.mpms.mufg.com/>. [SEBI Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024]

#Request for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.

Transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/RTA for assistance in this regard. [Regulation 40(1) of the Listing Regulations].

13. Members holding more than one physical folios in identical order of names are requested to submit Form ISR-4 along with requisite KYC documents and share certificates to the Company/RTA for consolidation of holdings in one folio. The consolidated share certificate will be issued in dematerialized form only.
14. Members seeking any information with regard to the financial statements or any other matters to be placed at the AGM are requested to write to the Company on spsl.investors@gmail.com latest by 13th September, 2025 from their registered e-mail ID, mentioning their name, DP ID and Client ID/Folio No. The same will be replied by the Company suitably.
15. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice or Explanatory Statement will be available electronically for inspection by the Members before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to spsl.investors@gmail.com.
16. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - <https://smartodr.in/login>") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. Link to access ODR portal is available on Company's website <http://www.spsl.com/contact.php> [SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023]



17. The Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. [Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to “e-voting Facility Provided by Listed Entities”]
18. The remote e-voting period commences on **14th September, 2025 from 9.00 a.m. (IST) and ends on 16th September, 2025 till 5.00 p.m. (IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on 10th September, 2025, i.e. cut-off date, may cast their vote electronically.

The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from 14th September, 2025 to 16th September, 2025 or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
19. Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.
20. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
21. The Board of Directors has appointed Mr. Hareesh Sanghavi (Membership No. FCS 2259) Practicing Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
22. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/ she can use his/her existing User ID and Password for casting the vote.
23. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned under “Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode.”

The Instructions for Members for Remote E-Voting and Joining General Meeting are as under:-

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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 DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



	<p>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>3. If you are 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>4. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>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.</p>



	<p>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 & New System Myeasi Tab and then click on registration option.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their DPs	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 133755 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**
(If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting". The EVEN for Equity Shares is 135171.



SHREE PRECOATED STEELS LIMITED

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options *i.e.* assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hpsanghvi@gmail.com with a copy marked to evoting@nsdl.com. 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.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Ms Pallavi Mhatre, Senior Manager, NSDL) at evoting@nsdl.com.

Process for those Shareholders whose email ids are not registered with the Depository Participants for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) by email to rnt.helpdesk@in.mpms.mufg.com and investors@spsl.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to rnt.helpdesk@in.mpms.mufg.com and spsl.investors@gmail.com. If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual Shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.



INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/ OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company, i.e., 135171 will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi- Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ ask questions during the AGM may register themselves as a speaker by sending their request from their registered email ID mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number to spsl.investors@gmail.com on or before 13th September, 2025. Those Members who have registered themselves as Speakers will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The results will be announced within the time stipulated under the applicable laws.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.spsl.com/annual-report.php> and on the website of NSDL <https://www.evoting.nsdl.com/> immediately. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Ltd., where the shares of the Company are listed.

**By Order of the Board of Directors
For Shree Precoated Steels Limited**

**Sd/-
Harsh L. Mehta
Managing Director
DIN: 01738989**

**Place: Mumbai,
Date: 24th July, 2025**

Registered Office:
"Citi Mall", 1, Ground Floor,
New Link Road, Andheri (W), Mumbai – 400 053
Email: spsl.investors@gmail.com
CIN: L70109MH2007PLC174206



EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder, sets out all material facts relating to the special business mentioned at Item Nos. 3, 4 and 5 of the accompanying Notice dated 24th July, 2025.

Item No. 3

In accordance with the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), every listed company is required to annex with its Board of Directors' report, a Secretarial Audit Report, issued by a Practicing Company Secretary.

Additionally, a listed entity must appoint a Secretarial Auditor, either an individual or a firm for a maximum of two terms of five consecutive years, with shareholders' approval to be obtained at the Annual General Meeting.

In light of the aforesaid, the Board of Directors of the Company, based on the recommendation of the Audit Committee, and after considering the experience, efficiency of the audit teams and independence, has approved the appointment of Mrs. Shreya Shah, Practicing Company Secretary, Mumbai (CoP No.15859 / Peer review certificate No.: 1696/2022) as the Secretarial Auditor of the Company for the period of five (5) consecutive years, commencing from the Financial Year (FY) 2025-26 till FY 2029-30, subject to approval of the Members at the ensuing Annual General Meeting, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report and Secretarial Compliance Report, on such remuneration as may be mutually agreed upon by the Board of Directors of the Company and the Secretarial Auditor.

Mrs. Shreya Shah has given her consent to act as the Secretarial Auditor, confirmed that she hold a valid peer review certificate issued by the ICSI and that she is not disqualified from being appointed as Secretarial Auditor and that she has no conflict of interest. She has furnished a declaration that she has not taken up any prohibited non secretarial audit assignments for the Company, its holding and subsidiary companies and the proposed appointment, if made, will be in compliance with the provisions of the Act and the Listing Regulations.

Accordingly, approval of the Members is sought for appointment of Mrs. Shreya Shah, Practicing Company Secretary as the Secretarial Auditor of the Company by means of an ordinary resolution. The Board recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relative(s) are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item Nos. 4 & 5

Mr. Harsh L. Mehta has brought over 17 years of extensive experience across Project Management, Finance, and Legal Affairs and has been associated with the Company since long. Throughout his career, he has successfully led and executed complex projects, provided strategic financial oversight, and ensured legal and regulatory compliance across various sectors. His multidisciplinary expertise enables him to offer holistic solutions that align with organizational goals and governance standards.

Considering his experience, knowledge and contribution made in growth of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee of the Company, the Board of Directors revised the remuneration payable to him w.e.f. 1st April 2025 for remaining period of his current tenure.

Further, the current tenure of Mr. Harsh L. Mehta as Managing Director is expiring on 23rd May, 2026 and as recommended by the Nomination and Remuneration Committee and approved by Audit Committee of the



Company, the Board of Directors of the Company has re-appointed him for a further period of 5 (Five) years from 24th May 2026 to 23rd May 2031.

In terms of provisions of Section 197 read with clause (iii) of the second proviso under Para B of Section II of Schedule V to the Companies Act, 2013, the approval of the members of the Company for remuneration payable to Mr. Harsh L. Mehta, Managing Director of the Company is sought for a period of 3 years i.e. w.e.f. 24th May 2026 to 23rd May 2029.

The details of revised remuneration payable to him for the remaining period of his tenure are as follows:

1. Basic Salary per Month:

In the scale of ₹ 1,00,000/- to ₹ 5,00,000/- per month with such increments as may be decided by the Board of Directors of the Company (with the approval of Nomination & Remuneration Committee) from time to time.

2. Perquisites & Allowances:

Perquisites will be allowed in addition to salary and commission and will include accommodation (furnished or otherwise) or house rent allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings and repairs and all other expenses for the upkeep and maintenance thereof; medical reimbursement on actual basis for self and family members (which shall include spouse, dependent children), club fees (other than initial Registration / admission Fees and subject to a maximum of two Clubs), medical / personal accident insurance cover as per the Company's service Rules, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors such perquisites and allowances will, however, be subject to a maximum of 40% of the annual salary.

Benefits under the Provident Fund Scheme, the Company's Pension / Super Annuation Fund Scheme, Gratuity payable in accordance with the Company's rules and regulations in force from time to time shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

3. Reimbursement of Expenses:

Expenses incurred for travelling, boarding and lodging including for their spouse and attendant(s) during business trips, any medical assistance provided including for their respective family members; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actuals and not considered as perquisites.

The Board considers that his continued association would be of immense benefit to the Company, and it is desirable to continue availing services of Mr. Harsh L. Mehta as Managing Director of the Company.

The Board considers that the increase in remuneration of Mr. Harsh L. Mehta for the remaining period of his current tenure is commensurate with industry standards and accordingly, recommends the Special Resolution set out at Item No. 4 & 5 of the Notice for approval by the members of the Company.

Mr. Harsh L. Mehta has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority pursuant to Circulars dated 20th June, 2018 issued by the BSE Limited pertaining to enforcement of SEBI orders regarding appointment of directors by the listed companies.

Further, Mr. Harsh L. Mehta has confirmed that he is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to continue to act as Managing Director of the Company. Mr. Harsh L. Mehta satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of section 196 of the Act for being eligible for his re-appointment.



SHREE PRECOATED STEELS LIMITED

A brief profile of Mr. Harsh L. Mehta and other relevant details relating to his re-appointment revision in remuneration, as required by the Act, the Listing Regulations and SS – 2 are provided in Annexure – 1 to this Notice. Mr. Harsh L. Mehta does not hold any shares in the Company.

Except Mr. Harsh L. Mehta, Managing Director, being appointee and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item nos. 4 & 5 of the accompanying Notice of the AGM.

**By Order of the Board of Directors
For Shree Precoated Steels Limited**

**Sd/-
Harsh L. Mehta
Managing Director
DIN: 01738989**

**Place: Mumbai,
Date: 24th July, 2025**

Registered Office:
“Citi Mall”, 1, Ground Floor,
New Link Road, Andheri (W), Mumbai – 400 053
Email: spsl.investors@gmail.com
CIN: L70109MH2007PLC174206


ANNEXURE-I TO ITEM NO. 2, 4 and 5

Information required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meeting (SS-2), issued by Institute of Company Secretaries of India with respect to the Directors proposed to be revision in remuneration/ re-appointed:

Name of the Director	Mr. Nilesh H. Sarvaiya (Non-executive Director)	Mr. Harsh L. Mehta (Managing Director)
Director identification Number (DIN)	00799636	01738989
Date of Birth	07/04/1969	21/10/1981
Age	56 Years	43 Years
Nationality	Indian	Indian
Date of First Appointment	30/01/2010	24/05/2016
Terms and Conditions for re-appointment	Re-appointment on account of retirement by rotation	Re-appointment as Managing Director (KMP), liable to retire by rotation
Qualifications	B. Com, DBM Mumbai	B.Sc., M.Sc.
Remuneration/ Variation in Remuneration/ details of remuneration.	The Director is not entitled to any remuneration except sitting fees for attending board or committee meetings.	As set out in Item No. 4 & 5 of the Explanatory Statement to the Notice
Brief Resume including Experience/expertise in specified functional area	Mr. Nilesh Sarvaiya is a graduate of Mumbai University, one of India's most prestigious and long-established institutions. His academic foundation from this renowned university has provided him with a solid base in engineering principles, technical concepts, and industry-relevant knowledge, especially in the field of Electrical Engineering or a related discipline. With over 30 years of experience, Mr. Sarvaiya is a seasoned professional in the Electrical Switchgear industry, a critical domain within the electrical and power sector. His long-standing career reflects deep-rooted expertise and a consistent track record of contributing to the development, innovation, and reliability of electrical systems.	Mr. Harsh L. Mehta brings over 17 years of extensive experience across Project Management, Finance, and Legal Affairs. Throughout his career, he has successfully led and executed complex projects, provided strategic financial oversight, and ensured legal and regulatory compliance across various sectors. His multidisciplinary expertise enables him to offer holistic solutions that align with organizational goals and governance standards.
Expertise in specific Functional area	Mr. Sarvaiya experience/ qualification comprises in areas relating Finance, Accounts, Marketing and business strategy, along with project work.	Mr. Mehta's experience/ qualification comprises in areas relating to Finance, Legal, Corporate Governance and Project Management.
Number of shares held in the Company	Nil	Nil

Notice

Director's Report

Corporate Governance Report

Financial Statements



SHREE PRECOATED STEELS LIMITED

Name of other Companies in which he holds Directorship*	Prudential Leasing Limited	Gujarat Funworld Ltd.
Listed entities from which the person has resigned in the past three years.	Nil	Nil
Name of other companies in which he holds Chairmanship / Membership of Committees of Board ^{\$}	Nil	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	NA	NA
Remuneration Last Drawn	Mr. Nilesh H. Sarvaiya is entitled to sitting fees for attending meetings of the Board and Committees thereof.	Rs. 17,73,422/- per annum
Number of Meetings of the Board attended during the year 2024-2025	Four (4)	Four (4)

Note: *excludes directorships held in private limited companies which are not subsidiaries or holding companies of public limited companies, unlimited companies, foreign companies and Companies formed under Section 8 of the Companies Act, 2013.

\$ includes Chairmanship/ membership of the Audit Committee and Stakeholders Relationship Committee of only public limited companies, whether listed or not.