



ALSTONE TEXTILES (INDIA) LIMITED

Regd. Office : R-815, (B-11), New Ranjinder Nagar, New Delhi - 110060
E-mail : alstonetextiles@gmail.com, Website : alstonetextiles.in
CIN : L65929DL1985PLC021037, Tel. : 011-41232222, Mob. : +91-9643924382

Date - 27th August, 2024

To,

BSE Limited
Department of Corporate Services,
Phiroze Jeejee Bhoy Towers,
Dalal Street, Mumbai-400001.

SCRIPT CODE: 539277 (ALSTONE TEXTILES (INDIA) LTD) EQ-ISIN- INE184S01024.

Sub: Notice of the 39th Annual General Meeting of the Company.

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the notice of 39th Annual General Meeting (AGM) of the Company scheduled to be held on **Friday, 20th September, 2024 at 01:00 P.M.** through Video Conferencing / Other Audio Visual Means for the financial year 2023-24. The aforesaid Notice is also available on the website of the company at <http://www.alstonetextiles.in/>

**For & on the behalf of Board of Directors of
ALSTONE TEXTILES (INDIA) LIMITED**

DEEPAK KUMAR BHOJAK
(Managing Director)
DIN: 06933359

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NOTICE

Notice is hereby given that the 39th Annual General Meeting of **ALSTONE TEXTILES (INDIA) LIMITED** will be held on Friday, 20th Day of September, 2024 at 01:00 P.M. IST through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT THE FINANCIAL STATEMENTS & REPORT THEREON

The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

2. RETIRE BY ROTATION AS PER SECTION 152 OF COMPANIES ACT, 2013

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

To appoint a Director in place of Mr. Deepak Kumar Bhojak, having DIN:-06933359, Managing Director of the Company who retires by rotation and being eligible offers himself for re-appointment in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Deepak Kumar Bhojak (DIN: 06933359), Managing Director of the company, retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.

SPECIAL BUSINESS:

3. TO INCREASE THE BORROWING LIMIT OF THE COMPANY

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

“RESOLVED THAT in pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money up to INR 1000,00,00,000/- (Indian Rupees One Thousand Crores Only) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, or in any other respect, or against any of the Company’s assets and/or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company and remaining undischarged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the company and its free reserve.

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. APPOINTMENT OF MS. REEMA MAGOTRA (DIN: 09804839) AS (NON-EXECUTIVE & INDEPENDENT)

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule V and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 including any rules made there under and Regulation 16(1)(b) and other applicable provision of SEBI(Listing obligation and disclosure requirements) (including any statutory modifications or re-enactment thereof for the time being in force), Ms. Reema Magotra (DIN: 09804839) who was appointed as an Additional Non-Executive Independent Directors w.e.f. July 10, 2024, for a period of 5 years w.e.f. the date of appointment and shall hold office up to the date of ensuing Annual General Meeting under Section 161 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Directors of the Company, not liable to retire by rotation.”

“RESOLVED FURTHER THAT any of the Director for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

“RESOLVED FURTHER THAT any one of the Director for the time being be and is hereby severally authorised to sign the certified true copy of the resolution to be given as and when required.”

5. APPOINTMENT OF MR. LUV SHARMA (DIN: 09480544) AS (NON-EXECUTIVE & INDEPENDENT)

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule V and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 including any rules made there under and Regulation 16(1)(b) and other applicable provision of SEBI(Listing obligation and disclosure requirements) (including any statutory modifications or re-enactment thereof for the time being in force), M. Luv Sharma (DIN: 09480544) who was appointed as an Additional Non-Executive Independent Directors w.e.f. August 13, 2024, for a period of 5 years w.e.f. the date of appointment and shall hold office up to the date of ensuing Annual General Meeting under Section 161 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Directors of the Company, not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** any of the Director for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

“**RESOLVED FURTHER THAT** any one of the Director for the time being be and is hereby severally authorised to sign the certified true copy of the resolution to be given as and when required.”

6. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61(1)(a), 64 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act, if any, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) read with the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder and Articles of Association of the Company, on the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹1,28,00,00,000/- (Rupees One Hundred and Twenty Eight Crores Only) divided into 1,28,00,00,000 (One Hundred and Twenty Eight Crores) Equity Shares of ₹1/- (Rupee One) each to ₹1,00,00,00,00,000/- (Rupees Ten Thousand Crores Only) consisting of 1,00,00,00,00,000 (Ten Thousand Crores) equity shares of face value ₹1/- (Rupee One) each ranking pari passu in all respects with the existing equity shares.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is ₹1,00,00,00,00,000/- (Rupees Ten Thousand Crores Only) consisting of 1,00,00,00,00,000 (Ten Thousand Crores) equity shares of face value ₹1/- (Rupee One) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including filing of all forms and documents with Registrar of Companies and other Regulatory Authorities as may be necessary and incidental to give effect to the aforesaid resolution.”

7. ISSUANCE OF UPTO 500,00,00,000 EQUITY SHARES ON PREFERENTIAL BASIS UPON CONVERSION OF OUTSTANDING UNSECURED LOAN, TO THE PERSONS BELONGING TO NON - PROMOTER GROUP.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 62 read with Section 42 of the Companies Act, 2013 and rules made thereunder (the “Act”) and any other applicable provisions, if any, of the Companies Act, 2013, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed (“**Stock Exchange(s)**”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“**SEBI ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as amended from time to time and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, which the Board has constituted or may hereinafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot, on a preferential basis, up to 5,00,00,00,000 (Five Hundred Crores) Equity Shares of face value of ₹1/- (Rupee One Only) fully paid up, to persons belonging to non-promoter group,

towards conversion of outstanding unsecured loan into equity shares to the extent of ₹5,00,00,00,000/- (Rupees Five Hundred Crores Only) or at an issue price of ₹1/- (Rupee One Only) per equity share as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, on such further terms and conditions as may be finalized by the Board of Directors, to the following persons (“**Proposed Allottee**”) :

S. No.	Name of the proposed allottee	Category	No. of Equity Shares to be allotted
1.	Blue Bell Finance Limited	Non-Promoter	53,00,00,000
2.	Calyx Securities Private Limited	Non-Promoter	75,00,00,000
3.	Carewell Exim Private Limited	Non-Promoter	15,00,00,000
4.	Dewan Motors Investment and Finance Limited	Non-Promoter	38,18,50,000
5.	India Solomon Holdings Limited	Non-Promoter	9,80,00,000
6.	KDG Properties & Construction Private Limited	Non-Promoter	8,00,00,000
7.	Lavender Holdings Private Limited	Non-Promoter	72,50,00,000
8.	Legend Infoways (India) Limited	Non-Promoter	21,50,00,000
9.	Microland Developers Private Limited	Non-Promoter	8,56,50,000
10.	Trans Globe NKS Holdings Limited	Non-Promoter	64,30,00,000
11.	Shanta Agencies Private Limited	Non-Promoter	32,80,00,000
12.	Sulphur Securities Private Limited	Non-Promoter	69,55,00,000
13.	Twinkle Mercantiles & Credits Private Limited	Non-Promoter	31,80,00,000
Total			5,00,00,00,000

“**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Equity Shares shall be Wednesday, August 21, 2024, being the date 30 days prior to the date of the Annual General Meeting of the shareholders of the Company scheduled to be held, i.e., Friday, September 20, 2024.”

“**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The outstanding unsecured loans extended by the proposed allottee(s) shall be adjusted towards the subscription /allotment of equity shares, meaning thereby an amount required to be paid towards the consideration for the equity shares shall be set off from the outstanding unsecured loan at the time of subscription of the equity shares.
- b) The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

- c) The Equity Shares to be allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing shareholder's resolution in this regard, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- e) Allotment of Equity shares shall only be made in dematerialized form.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of ₹1/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director and/ or Company Secretary & Compliance Officer of the Company be and are hereby severally and/ or jointly authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Stock Exchange, SEBI, Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

**By order of Board of Directors of
ALSTONE TEXTILES (INDIA) LIMITED**

**Place: New Delhi
Date: 23/08/2024**

**Deepak Kumar Bhojak
(Managing Director)
DIN: 06933359**

**Ramesh Kumar
(Director)
DIN: 00537325**

NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General circular no. 10/2022 dated December 28, 2022 read with circular No. 2/2022 dated May 5, 2022 read with circulars dated May 5, 2020, January 13, 2021, and December 14, 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business, to be transacted at the AGM, is annexed hereto.
3. Since this AGM will be held through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice. The Route Map is not required to be annexed to this Notice.
4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
6. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company (‘the Board’) have engaged the services of Registrar and Transfer Agent of the Company, Bigshare Services Private Limited. (“Bigshare” or “RTA”). The Board of Directors has appointed Mrs. Parul Agarwal (Membership No. ACS **A35968**) of **M/s Parul Agrawal & Associates**, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM, in a fair and transparent manner.
7. Remote e-voting will commence at **09:00 A.M. on Tuesday, 17th September, 2024** and will end at **5:00 P.M. on Thursday, 19th September, 2024**, then remote e-voting will be blocked.
8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, **13th September, 2024** (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice

as for information purpose only. The Register of Member and Share Transfer Book of the Company shall remain closed from **Saturday, September 14th, 2024 to Friday, September 20th, 2024** (both days inclusive) for the purpose of AGM.

9. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2023 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.
10. Members who hold shares in the certificate form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the AGM Notice and the Report and Accounts 2023, or participate in the AGM, or cast their votes through remote e-voting or e-voting during the meeting, are required to register their e-mail addresses with the Company's RTA, Bigshare Services Private Limited. at <https://ivote.bigshareonline.com/>
11. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website <http://www.alstonetextiles.in/> and the websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and on the website of the Registrar and Transfer Agent of the Company, Bigshare Services Private Limited. ("RTA") at ("RTA") <https://ivote.bigshareonline.com/>
12. As per Regulation 40 of SEBI Listing Regulations, as amended, and vide SEBI Notification No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018 and further amendment through Notification No. SEBI/ LAD-NRO/GN/2018/49 dated November 30, 2018, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of requests received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of members with respect to their portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact Company's RTA, Bigshare Services Private Limited for assistance in this regard.
13. As per the provisions of Section 72 of the Act, 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. Members are requested to submit these details to their Depository Participants in case the shares are held by them in electronic form, and to the RTA, Bigshare Services Private Limited, in case the shares are held in physical form.
14. In case of joint holders, the Members 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 at the AGM. Corporate Members intending to depute their authorized representatives to attend the meeting through VC/OVAM are requested to send to the Company a certified true copy of the Board Resolution together with the attested specimen signature of the duly authorized signatory (ies) who are authorized to attend and vote at the Meeting on their behalf.
15. The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their

PAN details to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent. The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2019/30 dated February 11, 2019, decided to grant relaxation to Non-residents (NRIs, PIOs, OCIs and foreign nationals) from the requirement to furnish PAN and permit them to transfer equity shares held by them in the Company.

16. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 10/2022 dated December 28, 2022 read with circulars dated May 5, 2022 read with circulars dated May 5, 2020, January 13, 2021, December 12, 2021 and December 14, 2021. The Securities and Exchange Board of India (“SEBI”) vide its Circular Nos.: SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May, 13, 2022, SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as “SEBI Circulars”) has granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and other relevant registers and documents referred in the Notice will be available electronically for inspection by the members during the AGM.

All other documents referred to in the Notice will be available for electronic inspection during business hours, by the members from the date of circulation of this Notice up to the date of AGM, without any fee. Members seeking to inspect such documents can send an email to alstonetextile@gmail.com
18. The relevant details of the directors sought to be appointed/reappointed, including their brief resume and the nature of their expertise in specific functional areas, are provided in the explanatory statement and Corporate Governance Report forming part of the Annual Report. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the director seeking appointment/reappointment at the AGM, has been provided in the Corporate Governance section of the Annual Report.
19. 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 login ID and password by sending a request at <https://ivote.bigshareonline.com/>. However, if he / she is already registered with Bigshare Services Private Limited for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
20. In case of Individual Shareholders holding securities in demat 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 below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
21. 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 <https://ivote.bigshareonline.com> or call on toll free no.: 1800 1020 990 and 1800 22 44 30.

22. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to Bigshare Services Private Limited e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings (e-AGM) of the Company on Bigshare Services Private Limited system to participate e-AGM and vote at the AGM.

23. Instructions for e-voting and AGM are as follows:

THE INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

A. VOTING THROUGH ELECTRONIC MEANS

- i. The voting period begins on **Tuesday, 17th September, 2024 at 9:00 AM** and ends on **19th September, 2024 till 5:00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 13th September, 2024** may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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.

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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with **NSDL**

1) If you are already registered for NSDL Ide AS 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 **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS” “Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during meeting.

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**

4) 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 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. CDSL and NSDL

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

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

Helpdesk for queries regarding e-voting:

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

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.

- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM 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/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under download section or you can email us to investor@bigshareonline.com or call us at: 1800 22 54 22.

**By order of Board of Directors of
ALSTONE TEXTILES (INDIA) LIMITED**

**Place: New Delhi
Date: 23/08/2024**

**Deepak Kumar Bhojak
(Managing Director)
DIN: 06933359**

**Ramesh Kumar
(Director)
DIN: 00537325**

DETAILS OF DIRECTORS SEEKING APPOINTMENT /RE- APPOINTMENT AT THE ANNUAL GENERAL MEETING

(In Pursuance of Regulation 36 (3) of SEBI (LODR), Regulations, 2015)

Name of Director	Mr. Deepak Kumar Bhojak
Designation	Managing Director
DIN	06933359
Date of Birth and AGE	15/02/1990 (32 years)
Original Date of Appointment in Alstone Textiles (India) Limited	25/07/2014
Nationality	Indian
Expertise in specific Functional areas	More than 10 years of experience in Finance, Taxation, Management.
Qualifications	Graduation, Bachelors of Arts,
Number of Shares held in the Company	Nil
Directorship in the other listed Companies	Macor Packaging Limited- Under Liquidation
Membership / Chairmanship of Committees of the Board of other Listed Companies	NA
Relationship between Director Inter se	Nil
Terms and conditions of appointment	Pursuant to the provisions of Section 152 and 196 other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013.

3. Appointment of Ms. Reema Magotra

Name of Director	Ms. Reema Magotra
Nationality	Indian
DIN	09804839
Date of Appointment	10/07/2024
Qualifications	BA, B.ED.
Number of Shares held in the Company	NIL
Expertise in specific Functional areas	Having 18 years of experience in Teaching and 5 years of experience in Public Speaking.
Director of other Listed Companies (excluding foreign Companies)	NIL
Membership/ Chairmanship in Audit and Stakeholder Committees of the Board in other Listed Companies	NIL
Relationship between Director Inter-se	None

4. Appointment of Mr. Luv Sharma

Name of Director	Mr. Luv Sharma
Nationality	Indian
Date of Appointment	13/08/2024
DIN	09480544
Qualifications	Professional
Number of Shares held in the Company	NIL
Expertise in specific Functional areas	Company Secretary
Director of other Listed Companies (excluding foreign Companies)	1. SUNSHINE CAPITAL LIMITED 2. PACHELI INDUSTRIAL FINANCE LIMITED 3. ABHIJIT TRADING CO LTD 4. INDIA SOLOMON HOLDINGS LIMITED
Membership/ Chairmanship in Audit and Stakeholder Committees of the Board in other Listed Companies	<p><u>Sunshine Capital Limited</u> Audit Committee: Member Nomination & Remuneration Committee: Member Stakeholder Relationship Committee: Member Risk Management Committee: Member</p> <p><u>Pacheli Industrial Finance Limited</u> Audit Committee: Chairperson Nomination & Remuneration Committee: Member</p> <p><u>Abhijit Trading Co Ltd</u> Audit Committee: Chairperson Nomination & Remuneration Committee: Chairperson Stakeholder Relationship Committee: Chairperson Risk Management Committee: Chairperson</p> <p><u>India Solomon Holdings Limited</u> Audit Committee: Member Nomination & Remuneration Committee: Member Stakeholder Relationship Committee: Member Risk Management Committee: Member</p>
Relationship between Director Inter-se	None

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) sets out all material facts relating to the Special business mentioned at Items below of the accompanying Notice dated 23rd August, 2024:

ITEM 3.TO INCREASE THE BORROWING LIMIT OF THE COMPANY

In order to meet the operational requirements and expansion of the business of the Company shall be required to raise the funds. For the same, the Company shall be required to increase the Borrowing power of the Board of Directors of the Company (hereinafter referred to as “the Board” from the existing limit to maximum INR 1000,00,00,000/- (Indian Rupees One Thousand Crores Only).

As per the Provision of Section 180 (1) of the Companies Act, 2013, approval of Members is necessary in the enhancing the Borrowing limit of the Board of the Company. Accordingly, the Shareholders in their meeting dated 20th September, 2024 approved the borrowing limit by the Board of Directors of the Company and the borrowing limit is required to be enhanced up to INR 1000,00,00,000/- (Indian Rupees One Thousand Crores Only), it is required to pass the special resolution to give this effect.

None of the person specified in the Section 102 of the Companies Act, 2013 namely the promoter, Director, Key Managerial Persons, Relative of Promoter, Directors and Managerial Persons or entities comprising the interest of promoter, Director and Key Managerial Persons, are connected or interest financially or otherwise in the above resolution set out in the Item No. 3.

ITEM 4: APPOINTMENT OF MS. REEMA MAGOTRA (DIN: 09804839) AS (NON-EXECUTIVE & INDEPENDENT)

The Board of Directors of the Company has appointed Ms. Reema Magotra (DIN: 09804839) as an Additional Director of the Company with effect from 10th July, 2024. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Reema Magotra shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term up to five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Ms. Reema Magotra signifying their candidature as an Independent Director of the Company. In the opinion of the Board Ms. Reema Magotra fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of The Board commends the Special Resolution set out at Item no. 4 for approval of the Members.

ITEM 5: APPOINTMENT OF MR. LUV SHARMA (DIN: 09480544) AS (NON-EXECUTIVE & INDEPENDENT)

The Board of Directors of the Company has appointed Mr. Luv Sharma (DIN: 09480544) as an Additional Director of the Company with effect from 13th August, 2024. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Luv Sharma shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term up to five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Luv Sharma signifying their candidature as an Independent Director of the Company. In the opinion of the Board, Ms. Prerna Singh fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of The Board commends the Special Resolution set out at Item no. 5 for approval of the Members.

ITEM 6: INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Company has come up with Preferential Offer, which necessitates increasing the authorised share capital of the Company by infusion of more Capital into the Company. Presently, the Authorized Share Capital of the Company is ₹1,28,00,00,000/- (Rupees One Hundred and Twenty Eight Crores Only) 1,28,00,00,000 (One Hundred and Twenty Eight Crores) Equity Shares of ₹1/- (Rupee One) each, it is proposed to increase the Authorized Share Capital to ₹1,00,00,00,00,000/- (Rupees Ten Thousand Crores Only) consisting of 1,00,00,00,00,000 (Ten Thousand Crores) equity shares of face value ₹1/- (Rupee One) each by the creation of additional 98,72,00,00,000 Equity Shares equity shares of ₹1/- (Rupee One) each.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 5.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays)

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this Notice except to the extent of their shareholding in the Company. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 6 of this Notice.

ITEM 7: ISSUANCE OF UPTO 500,00,00,000 EQUITY SHARES ON PREFERENTIAL BASIS UPON CONVERSION OF OUTSTANDING UNSECURED LOAN, TO THE PERSONS BELONGING TO NON-PROMOTER GROUP

The Special Resolutions contained in Item No. 7 of the Notice, have been proposed pursuant to the provisions of Sections 62 read with Section 42 of the Companies Act, 2013, to issue and allot upto 5,00,00,00,000 (Five Hundred Crores) Equity Shares of face value of ₹1/- (Rupee One) each towards conversion of loan to the extent of ₹5,00,00,00,000/- (Rupees Five Hundred Crores Only), to the persons belonging to the Non Promoter Group of the Company at an Issue Price of ₹1/- (Rupees One Only) determined in accordance with Chapter V of SEBI (ICDR) Regulations.

The persons belonging to the Non-Promoter Group have extended loans to the Company and the Company proposes to convert loans worth ₹5,00,00,00,000/- (Rupees Five Hundred Crores Only) into Equity Shares on a private placement basis.

The proposed Preferential Issue is to be issued to the persons belonging to Non-Promoter Group as per the details disclosed in the respective resolution. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on August 23, 2024.

The approval of the members is accordingly being sought by way of passing a 'Special Resolution' under Section 62 of the Companies Act, 2013, read with Section 42 and the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations for Item No. 7 of the Notice.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

a. Particulars of the Preferential Issue including date of passing of Board resolution, kinds of securities offered and the price at which security is being offered, and the total/maximum number of securities to be issued:

The Board of Directors at its meeting held on August 23, 2024, have, subject to the approval of the Members of the Company and such other approvals as may be required and approved the issuance and allotment of upto 5,00,00,00,000 (Five Hundred Crores) Equity Shares of face value of ₹1/- (Rupee One) fully paid up, to persons belonging to Non Promoter Group, towards conversion of outstanding unsecured loan into equity shares to the extent of ₹5,00,00,00,000/- (Rupees Five Hundred Crores Only) per Equity Share at an Issue Price of ₹1/- (Rupees One Only) determined in accordance with Chapter V of SEBI (ICDR) Regulations to the following Proposed Allottees.

S. No.	Name of the proposed allottee	Category	No. of Equity Shares to be allotted
1.	Blue Bell Finance Limited	Non-Promoter	53,00,00,000
2.	Calyx Securities Private Limited	Non-Promoter	75,00,00,000
3.	Carewell Exim Private Limited	Non-Promoter	15,00,00,000
4.	Dewan Motors Investment and Finance Limited	Non-Promoter	38,18,50,000
5.	India Solomon Holdings Limited	Non-Promoter	9,80,00,000
6.	KDG Properties & Construction Private Limited	Non-Promoter	8,00,00,000
7.	Lavender Holdings Private Limited	Non-Promoter	72,50,00,000
8.	Legend Infoways (India) Limited	Non-Promoter	21,50,00,000
9.	Microland Developers Private Limited	Non-Promoter	8,56,50,000
10.	Trans Globe NKS Holdings Limited	Non-Promoter	64,30,00,000
11.	Shanta Agencies Private Limited	Non-Promoter	32,80,00,000
12.	Sulphur Securities Private Limited	Non-Promoter	69,55,00,000
13.	Twinkle Mercantiles & Credits Private Limited	Non-Promoter	31,80,00,000
Total			5,00,00,00,000

b. Objects of the Issue:

There are Unsecured Loans from the Non Promoter Group and the Company proposes to issue such number of Equity Shares on preferential basis in order to restructure the said unsecured loans held in the names of proposed allottee(s) namely, Blue Bell Finance Limited, Calyx Securities Private Limited, Carewell Exim Private Limited, Dewan Motors Investment and Finance Limited, India Solomon Holdings Limited, KDG Properties & Construction Private Limited, Lavender Holdings Private Limited, Legend Infoways (India) Limited, Microland Developers Private Limited, Trans Globe NKS Holdings Limited, Shanta Agencies Private Limited, Sulphur Securities Private Limited and Twinkle Mercantiles & Credits Private Limited to the extent of ₹5,00,00,00,000/- (Rupees Five Hundred Crores Only) and to strengthen the Capital structure of the Company. Pursuant to the agreement executed with the Non-Promoter Group of the Company, it is proposed to convert the outstanding unsecured loan into equity shares. In view of the current financial position of the Company, the Board of Directors of the Company has decided to convert the unsecured loans into Equity Shares which is in best interest of the Company, and it will also strengthen the financial position of the Company by reducing liabilities and it will also result in increase of net worth of the Company.

c. Allocation of Preferential Issue funds

The issue of securities as mentioned in Item No. 7 of this Notice is pursuant to conversion of unsecured loan of person belonging to the Non-Promoter Group and allocation of the same is as following:

S. No.	Name of the proposed allottees	Outstanding loan proposed to be converted
	Non-Promoter Group	
1.	Blue Bell Finance Limited	53,00,00,000
2.	Calyx Securities Private Limited	75,00,00,000
3.	Carewell Exim Private Limited	15,00,00,000
4.	Dewan Motors Investment and Finance Limited	38,18,50,000
5.	India Solomon Holdings Limited	9,80,00,000
6.	KDG Properties & Construction Private Limited	8,00,00,000
7.	Lavender Holdings Private Limited	72,50,00,000
8.	Legend Infoways (India) Limited	21,50,00,000
9.	Microland Developers Private Limited	8,56,50,000
10.	Trans Globe NKS Holdings Limited	64,30,00,000
11.	Shanta Agencies Private Limited	32,80,00,000
12.	Sulphur Securities Private Limited	69,55,00,000
13.	Twinkle Mercantiles & Credits Private Limited	31,80,00,000
	Total	5,00,00,00,000

The Total amount of issue size as mentioned above has been fully allocated towards conversion of outstanding loans and there will be no utilization towards General Corporate Purposes.

d. Schedule of implementation and Deployment of Funds

Since present preferential issue is pursuant to conversion of unsecured loan in terms of the provisions of Chapter V of the SEBI (ICDR) Regulation therefore all the outstanding unsecured loans which is proposed to be converted into equity shares, shall be considered converted immediately on the approval of the Board of Directors of the Company subject to grant of shareholder's approval along with regulatory approvals.

e. Interim Use of Proceeds

Not applicable as the said issue is pursuant to conversion of unsecured loans into Equity Shares and there will be no unutilized funds post allotment of Equity Shares.

f. Appraisal and Monitoring Agency

As the size of this Issue is above ₹100 Crores so, our Company has appointed Infomerics Valuation and Rating Private Limited as monitoring agency for this Issue.

g. Basis on which the price has been arrived at along with report of the registered valuer

The equity shares of the Company are listed on BSE Limited (“BSE”) and are frequently traded as per provisions of SEBI ICDR Regulations. In terms of the provisions of Regulation 164 of the ICDR Regulations, the equity shares of the Company listed on a BSE for a period of 90 trading days or more as on the relevant date, the minimum price at which the Equity Shares shall be issued not less than higher of the following:

- a. The volume weighted average price of the Equity Shares of the Company quoted on BSE, during the 90 trading days preceding the Relevant Date, i.e. ₹ 0.78/- per Equity shares; or
- b. The volume weighted average price of the Equity Shares of the Company quoted on BSE, during the 10 trading days preceding the Relevant Date i.e. ₹ 0.80/- per Equity shares.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

However, the proposed allotment is more than 5% of the post issue fully diluted Shares capital of the Company, to the allottees and allottees acting in concert, the pricing of the equity shares proposed to be allotted shall be higher of the following parameters:

- I. Price determined as per the provisions of Regulation 164 of the SEBI ICDR Regulations (in case of frequently traded shares) which is ₹ 0.80/- per Equity Shares.

Or

- II. Price determined as per provisions of the Regulation 166A of the SEBI ICDR Regulations which is ₹ 0.98/- per Equity Shares.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is ₹ 0.98/- per Equity Shares. The issue price is ₹ 1.00/- (Rupee One Only) per Equity Shares which is not lower than the minimum price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The valuation was performed by Mr. Manish Manwani, a Registered Valuer (Registration No. IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector 49, Gurugram Haryana -122018 in accordance with regulation 164 and regulation 166A of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days upto the date of AGM and uploaded on the website of the Company. The link of Valuation Report is https://www.alstonetextiles.in/resource/Share_Holders_Information/Financial.aspx

h. Relevant Date

The relevant date as per the Regulation 161 of SEBI ICDR Regulations, for determination of minimum price for the issuance of equity shares of the Company is Wednesday, August 21, 2024 being the date 30 days prior to the date of the Annual General Meeting of the shareholders of the Company scheduled to be held on, i.e., Friday, September 20, 2024.

i. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer

None of the promoters, directors or key managerial personnel of the Company intend to subscribe to any of the securities proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified hereinabove.

j. The class or classes of persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the proposed allottees as mentioned at point no. (k) Below.

k. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues

Sr. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of Equity Shares to be issued	Post- Issue Shareholding	
				No. of Shares	% of holding		No. of Shares	% of holding
1.	Blue Bell Finance Limited	Non-Promoter	Moni	Nil	Nil	53,00,00,000	53,00,00,000	8.45%
2.	Calyx Securities Private Limited	Non-Promoter	Ram Sunder	Nil	Nil	75,00,00,000	75,00,00,000	11.95%
3.	Carewell Exim Private Limited	Non-Promoter	Naveen Kumar	Nil	Nil	15,00,00,000	15,00,00,000	2.39%
4.	Dewan Motors Investment and Finance Limited	Non-Promoter	Anil	Nil	Nil	38,18,50,000	38,18,50,000	6.09%
5.	India Solomon Holdings Limited	Non-Promoter	NA*	Nil	Nil	9,80,00,000	9,80,00,000	1.56%
6.	KDG Properties & Construction Private Limited	Non-Promoter	Bharat Bhushan	Nil	Nil	8,00,00,000	8,00,00,000	1.27%
7.	Lavender Holdings Private Limited	Non-Promoter	Dharmendra Gupta	Nil	Nil	72,50,00,000	72,50,00,000	11.55%
8.	Legend Infoways (India) Limited	Non-Promoter	Geeta Sethi	Nil	Nil	21,50,00,000	21,50,00,000	3.43%
9.	Microland Developers Private Limited	Non-Promoter	Parmanand Chaubey	Nil	Nil	8,56,50,000	8,56,50,000	1.36%
10.	Trans Globe NKS Holdings Limited	Non-Promoter	Deepu Singh	Nil	Nil	64,30,00,000	64,30,00,000	10.25%
11.	Shanta Agencies Private Limited	Non-Promoter	Bharat Bhushan	Nil	Nil	32,80,00,000	32,80,00,000	5.23%
12.	Sulphur Securities Private Limited	Non-Promoter	Pankaj Saxena	Nil	Nil	69,55,00,000	69,55,00,000	11.08%
13.	Twinkle Mercantiles & Credits Private Limited	Non-Promoter	Sanjay Bhatnagar	Nil	Nil	31,80,00,000	31,80,00,000	5.07%

*India Solomon Holdings Limited is a listed entity.

l. Proposed time limit within which the allotment shall be complete:

In terms of SEBI ICDR Regulations, the preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

m. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Sr. No.	Category	Pre-Issue Shareholding		Equity Shares to be allotted	Post Issue Shareholding	
		No. of equity shares held	% of Shares		No. of equity shares held	% of Shares
A	Promoter & Promoter Group Shareholding					
A1	Indian Promoter	-	-	-	-	-
A2	Foreign Promoter	-	-	-	-	-
	Sub Total (A)	-	-	-	-	-
B	Public Shareholding					
B1	Institutions	-	-	-	-	-
B2	Institutions (Domestic)	-	-	-	-	-
	Mutual Funds	-	-	-	-	-
B3	Institutions (Foreign)	-	-	-	-	-
B4	Central Government/ State Government(s)/ President of India	-	-	-	-	-
B5	Non-Institutions					
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	98,39,37,653	77.18%	-	98,39,37,653	15.68%
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	23,49,20,779	18.43%	-	23,49,20,779	3.74%
	Non-Resident Indians (NRIs)	77,04,215	0.60%	-	77,04,215	0.12%
	Foreign Companies	-	-	-	-	-
	Bodies Corporate	3,56,10,319	2.79%	500,00,00,000	5,03,56,10,319	80.25%
	Any Other (specify)	1,26,27,034	0.99%	-	1,26,27,034	0.20%
	Sub Total B= B1+B2+B3+B4+B5	1,27,48,00,000	100.00%	500,00,00,000	6,27,48,00,000	100.00%
	Total Shareholding(A+B)	1,27,48,00,000	100.00%	500,00,00,000	6,27,48,00,000	100.00%

n. Consequential Changes in the control and change in management.

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

o. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.

During the year the Company has not made any allotments on preferential basis till date.

p. Principle terms of assets charged as securities.

Not applicable.

q. Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

r. Lock-In Period & Transferability

The Equity Shares shall be locked-in for such minimum period as specified under regulation 167 of the SEBI ICDR Regulations.

Further the entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of trading approval.

s. The current and proposed status of the allottee(s) post Preferential Issue namely, non-promoter

The current and proposed status of the allottee(s) pursuant to this allotment shall be covered under the head on non- promoter/public under the shareholding pattern of the Company. As the proposed allotte(s) belongs to the category of non- promoter group.

t. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue

Sr. No.	Name of proposed allottees	Percentage of post preferential issue
1.	Blue Bell Finance Limited	8.45%
2.	Calyx Securities Private Limited	11.95%
3.	Carewell Exim Private Limited	2.39%
4.	Dewan Motors Investment and Finance Limited	6.09%
5.	India Solomon Holdings Limited	1.56%
6.	KDG Properties & Construction Private Limited	1.27%
7.	Lavender Holdings Private Limited	11.55%

8.	Legend Infoways (India) Limited	3.43%
9.	Microland Developers Private Limited	1.36%
10.	Trans Globe NKS Holdings Limited	10.25%
11.	Shanta Agencies Private Limited	5.23%
12.	Sulphur Securities Private Limited	11.08%
13.	Twinkle Mercantiles & Credits Private Limited	5.07%

u. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Not applicable, since the proposed allotment will be made on cash basis, as the shares will be issued upon conversion of unsecured loan of the proposed allottee(s).

v. Amount which the company intends to raise by way of such securities.

Not Applicable, since the issue is pursuant to conversion of outstanding unsecured loan into equity.

w. Certificate of Practicing Company Secretary

The certificate from Practicing Company Secretaries, certifying that the preferential issue of equity shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website <https://www.alstonetextiles.in>

x. Other disclosures/Undertaking

- i. The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;

- vi. The Company is in compliance with the conditions for continuous listing.
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations.
- viii. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- x. None of the allottees have previously subscribed to any shares of the Company during the last one year.
- xi. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 7 as Special Resolution for your approval.

None of the Directors, Promoters and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 7 of the accompanying notice, except mentioned in point no. i above or to the extent of their shareholding, if any in the Company.

Documents referred to in the notice/explanatory statement will be available for inspection by the Members of the Company as per applicable laws.

**By order of Board of Directors of
ALSTONE TEXTILES (INDIA) LIMITED**

**Place: New Delhi
Date: 23/08/2024**

**Deepak Kumar Bhojak
(Managing Director)
DIN: 06933359**

**Ramesh Kumar
(Director)
DIN: 00537325**