

Date: 08/09/2018

To, Corporate Relationship Department, BSE Limited, P.J Towers, Dalal Street, Fort, Mumbai- 400 001 Company Code- 540824	To, National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block- G, Bandra- Mumbai- 400 051 Company Code- Astron
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**Subject: Revised Notice of the 08<sup>th</sup> Annual General Meeting (AGM) of the Company after addition of Table in Point No. 19 (vii) of Voting Instructions.**

**Ref: Notice of 08<sup>th</sup> AGM submitted on Friday, 30<sup>th</sup> August, 2018.**

Dear Sir / Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Revised Notice of the 08<sup>th</sup> Annual General Meeting of the Members of the Company scheduled to be held on Saturday, 22<sup>nd</sup> September, 2018 at 11:00 A.M. at AMA Seminar Hall No. 3 & 5, ATIRA Campus. AMA Complex, Dr. V S Marg, Vastrapur, Ahmedabad- 380 015 after addition of Table in Point No. 19 (vii) of Voting Instructions which was left out by mistake in the previous Notice submitted by the Company on Friday, 30<sup>th</sup> August, 2018.

We request you to take the above on your records.

Thanking You,  
Yours Faithfully,  
For, Astron Paper & Board Mill Ltd.,



Uttam Patel,  
(Company Secretary & Compliance Officer)

Date: 08/09/2018

Place: Ahmedabad

Encl: As above.



We are 2<sup>nd</sup> recipient of  
FSC Certificate of India in our Trade

CIN : U21090GJ2010PLC063428

A UNIT UNDER MOU OF 5<sup>th</sup> VIBRANT GUJARAT GLOBAL INVESTORS SUMMITS 2011

**Astron Paper & Board Mill Ltd.**

Office: Ganesh Meridian, D-702, 7<sup>th</sup> Floor, Opp. High Court, S. G. Highway, Ahmedabad-380 060, Gujarat, INDIA

Tel.: +91-79-40081221, Fax: +91-79-40081220, E-mail: info@astronpaper.com | Website: www.astronpaper.com

Unit-1: Survey No.: 52/1-2, 53/1-2, Village Sukhpar - 363 330, Tal.: Halvad, Dist.: Morbi, Gujarat. Mo.: 9099006364 / 65

Unit-2: Sr. No.: 64/1, Chubdak Sim, Nr. Ratnal Essar Petrol Pump, Bhuj-Anjar Highway, Bhuj-Kutch - 370105. Mo.: +91 6351891880





## Astron Paper & Board Mill Limited

CIN: U21090GJ2010PLC063428

Reg. Office: D- 702, Ganesh Meridian, Seventh Floor, Opp. High Court, S.G Highway, Ahmedabad- 380 060.

E- mail: cs@astronpaper.com, Website: www.astronpaper.com

Phone No: 079- 40081221, Fax No: 079- 40081220.

## NOTICE

NOTICE is hereby given that the 8th Annual General Meeting of the members of ASTRON PAPER & BOARD MILL LIMITED will be held on Saturday, 22nd day of September, 2018, at 11:00 A.M. at AMA Seminar Hall No. 3 & 5, ATIRA Campus. AMA Complex, Dr. V S Marg, Vastrapur, Ahmedabad- 380 015, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon.
2. To consider appointment of a Director in place of Shri Ramakant Patel (DIN: 00233423) who retires by rotation and being eligible, offers himself for reappointment.

### SPECIAL BUSINESS:

3. Appointment of Dr. Shyam Agrawal (DIN:03516372) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) read with schedule IV to the Act and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Dr. Shyam Agrawal (DIN: 03516372), who was appointed by the Board as an additional director under the category of Non-Executive Independent Director of the Company with effect from May 29, 2017 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his candidature for the office of independent director, be and is hereby appointed as an independent director of the company for a term of 5 years i.e. from May 29, 2017 to May 28, 2022, with the period of office not liable to determination of retirement by rotation."

4. Appointment of Shri Sudhir Omprakash Maheshwari (DIN: 07827789) as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) read with schedule IV to the Act and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Shri Sudhir Omprakash Maheshwari (DIN: 07827789), who was appointed by the Board as an additional director under the category of Non-Executive Independent Director of the Company with effect from May 29, 2017 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his candidature for the office of independent director, be and is



hereby appointed as an independent director of the company for a term of 5 years i.e. from May, 29 2017 to May 28, 2022 with the period of office not liable to determination of retirement by rotation."

5. Levy of Charges for delivery of any document to member through a particular mode requested by such member.

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 20 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and are hereby accorded to charge from the member in advance an amount of Rs 100/- or such fees equivalent to the estimated actual expenses of delivery of the documents to members through a particular mode requested by such member, whichever is higher.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Date: 06/08/2018

Place: Ahmedabad

By Order of the Board

For, Astron Paper & Board Mill Limited

**Reg. Office:**

D- 702, Seventh Floor, Ganesh Meridian,

Opp. High Court, S. G Highway,

Ahmedabad- 380 060.

Sd/-

Shri Kirit Patel

Chairman & Managing Director

DIN: 03353684

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING (A.G.M) IS ENTITLED TO APPOINT ANY OTHER PERSON AS A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE, NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.  
  
A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") concerning the Special Business under Item No. 3, 4 & 5 in the Notice annexed hereto and forming part of this Notice. The profile of the Directors seeking re- appointment, as required in terms of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also annexed.
3. Corporate members intending to send their authorized representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a duly certified copy of the relevant Board Resolution together with the respective specimen signature of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting shall send the same in advance at the Company's Registered office OR RTA's Address.
4. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
5. Members / Proxies / Authorised Representative should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slip will not be distributed at the Meeting.
6. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the Year 2017-18 will also be available on the Company's website: [www.astronpaper.com](http://www.astronpaper.com).  
  
All the documents referred in the accompanying Notice and Explanatory statement are available for inspection by the members at the registered office of the Company on all working days (except Saturdays, Sundays and public holidays) from 11:00 a.m. to 05:00 p.m. up to the date of the Annual General Meeting.
7. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, September 15, 2018 to Saturday, September 22, 2018 (both days inclusive) for the purpose of 8<sup>th</sup> Annual General Meeting of the Company.
8. GREEN INITIATIVE:  
  
Securities and Exchange Board of India ("SEBI") and the Ministry of Corporate Affairs ("MCA") encourage paperless communication as a contribution to the greener environment.  
  
Members holding shares in physical mode are requested to register their e- mail ID's with the M/S. Link Intime India Pvt. Ltd., Registrar and Transfer Agent of the Company and Members holding shares in demat mode are requested to register their e- mail ID's with their respective Depository Participants (DP's) in case the still is not registered.  
  
If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars and Transfer Agent of the Company in respect of the shares held in physical form and to their respective Depository Participants in respect of shares held in electronic form.



9. In terms of Section 101 of the Companies Act, 2013 read together with the Rule 18 of the Companies (Management and Administration) Rules, 2014 and Section 136 of the Companies Act, 2013 read together with the Rule 11 of the Companies (Accounts) Rules, 2014 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the copy of the Annual Report including Financial Statements, Board's Report etc. and this Notice are being sent by electronic mode, to those members who have registered their e-mail ID's with their respective depository participants or with the shares transfer agent of the Company unless any member has requested for a physical copy of the same.
10. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions set out in this Notice are being conducted through E- Voting, the said resolutions will not be decided on show of hands at the Annual General Meeting.
11. If a shareholder has queries on "Accounts, Operations and Finance" of the Company, the same may be sent to the Company by them at least ten days before the Meeting so that the answers are readily available at the Meeting.
12. Kindly quote your Ledger Folio Number / DP ID-Client ID Number in all your future correspondence.
13. Pursuant to the Provision of Section 72 of the Companies Act, 2013 members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
14. The Company has appointed M/s. Link Intime India Pvt. Ltd. as its Registrar and Transfer Agent. All the shareholders of the Company are requested to correspond directly to the R.T.A at the following address in the matters relating to transfer of shares, unclaimed dividend, change of address, issue of duplicate share certificates and dematerialization of shares etc.

#### **RTA'S REGISTERED OFFICE ADDRESS**

M/s. Link Intime India Pvt. Ltd.,  
Unit: Astron Paper & Board Mill Limited

C-101, 247 Park, L.B.S Marg,  
Vikhroli West, Mumbai- 400 083.  
Tel No: (022) 4918 6000  
Fax No: (022) 4918 6060  
E- mail: astron.ipo@linkintime.com

#### **RTA'S AHMEDABAD BRANCH ADDRESS**

M/s. Link Intime India Pvt. Ltd.,  
Unit: Astron Paper & Board Mill Limited  
5th Floor, 506 to 508, Amarnath Business Centre-1  
(ABC-1), Beside Gala Business Centre, Nr. St. Xavier's  
College Corner, Off. C.G Road, Navrangpura,  
Ahmedabad- 380 009.  
Tel No: 079- 2646 5179  
E-mail: ahmedabad@linkintime.co.in

If shares are held in electronic form by the shareholders, then change of address and change in bank Accounts, change in e-mail ID etc. should be furnished to their respective Depository Participant (DPs.)

#### **15. APPEAL TO MEMBERS:**

The Company would like to appeal to its members to hold their Shares in Dematerialized (Demat) form. Managing your investment in securities is simple and easy in Demat / Electronic Form and it has many advantages over managing it in physical form as there is no scope of loss, misplacement, theft or deterioration of securities in Demat form. The members may get in touch with the M/s Link Intime India Pvt. Limited at ahmedabad@linkintime.co.in , our Registrar and Transfer Agent or Company Secretary at cs@astronpaper.com for any query relating to Demat.

16. Non- Resident Indian Members are requested to inform M/s. Link Intime India Private Limited, immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number IFSC, MICR Code and address of the bank with pin code number, if not furnished earlier.

17. The Securities and Exchange Board of India (SEBI) has made it mandatory for every participant in the Securities / Capital market to furnish Income Tax (PAN). Accordingly, all the shareholders are requested to submit their Permanent Account Number along with photocopy of both the sides of the PAN Card duly attested.

Shareholders holding shares in electronic form are required to furnish their PAN to their Depository Participant with whom they maintain their account along with documents as required by them.

Shareholders holding shares in physical form are requested to submit photocopy of the PAN Card of all the holders including joint holders duly attested by Notary Public / Gazette Officer / Bank Manager under their official seal and with full name and address either to the Company's Registered Office or at the office of its Registrar at the address mentioned above.

18. Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide gazette Notification dated June 08, 2018, transfer in securities of the company shall be allowed in dematerialized form only w.e.f. December 05, 2018 and therefore shareholders of the company still holding shares in physical form are hereby advised to dematerialize their shares as soon as possible. Transfer of the shares shall not be allowed after December 05, 2018.

19. **VOTING:**

All the persons whose names are recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on cut-off date i.e. Saturday, 15th September, 2018 only shall be entitled to vote at the General Meeting by availing facility or remote e-voting or by voting through ballot paper at the General Meeting.

**Voting through Electronic Means:**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing and Obligations Disclosure Requirements) Regulations, 2015 and Secretarial Standard on

General Meeting (SS-2) issued by The Institute of Company Secretaries of India, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 08th Annual General Meeting (AGM) by electronic means. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

A member can opt for only one mode of voting, either through person or through proxies or through e-voting system or through ballot / polling paper which shall be available at the venue of the 08th Annual General Meeting. If a member casts votes by all three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.

The Company has appointed Shri. Pinakin Shah of M/s. Pinakin Shah & Co., Company Secretaries having its office address at A-201, Siddhi Vinayak Towers, B/H DCP Office, Off. S.G Highway, Makarba, Ahmedabad- 380 051, Gujarat to act as Scrutinizer to scrutinize the remote e-voting process and poll in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman or as person authorized by him, in writing, who shall counter sign the same and declare the result of the voting forthwith.

The results shall be declared within 48 hours after the Annual General Meeting of the Company. The results declared along with Scrutinizer's Report shall be placed on the Company's website: [www.astronpaper.com](http://www.astronpaper.com) and on the website of CDSL: [www.evotingindia.com](http://www.evotingindia.com) and the same shall also be communicated to BSE Limited and National Stock Exchange of India Ltd., where the shares of the



Company are listed.

Any person who becomes a member of the Company after dispatch of the Notice of the meeting an holding shares as on the cut-off date i.e. 15th September, 2018 may obtain the User ID and Password in the manner as mentioned at points (ii) to (v) given below:

**The instructions for the members for voting electronically are as under:**

**In case of remote e-voting:**

- i. The voting period begins on 19th September, 2018 at 10.00 AM and ends on 21st September, 2018 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the 15th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on Shareholders.
- iv. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alphanumeric PAN issued by Income Tax Department, Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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DOB#	Enter the Date of Birth as recorded in dd/mm/yyyy format.
Dividend Bank Details#	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details as recorded in your demat Bank account or the Company records for the said folio.</li> <li>• If the details are not recorded with the Depository or Company, please enter the number of Shares held by you in the bank account column.</li> </ul>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for Astron Paper & Board Mill Limited i.e 180821054 on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly

- modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - xviii. Shareholders can also cast their vote using CDSL's Mobile app - "m - Voting" available for iphone as well as android and windows based mobiles. The m-voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
  - xix. Note for Non - Individual Shareholders and Custodians:
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

#### VOTING AT AGM:

The members who have not casted their votes either electronically may exercise their voting rights at the AGM through ballot paper.

20. Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.
21. The Register of Director's and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
22. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper / Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. The facility for voting at meeting venue shall be decided by the Company i.e. "e-voting or "Ballot Paper / Polling Paper."
23. Members holding equity shares in Electronic Form and Proxies thereof are requested to bring DP ID and Client ID for identification.
24. Route map showing directions to reach to the venue of the 08th AGM is given at the end of this Notice as per the requirement of the Secretarial Standard- 2 on "General Meeting."





## Annexure to the Notice

### Statement pursuant to Section 102 (1) of the Companies Act, 2013.

### THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS UNDER ITEM NO: 3, 4 & 5 OF THE ACCOMPANYING NOTICE DATED 06/08/2018.

#### ITEM NO. 3

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, Dr. Shyam Agrawal (DIN: 03516372) was appointed as an Additional Director (under the category of Non-Executive and Independent Director) of the Company by the Board at its meeting held on May 29, 2017. In terms of the provisions of Section 161(1) of the Act, he holds office up to date Annual General Meeting and is eligible for appointment. A notice in writing has been received from a Member of the Company under section 160 of the Companies Act, 2013 signifying his intention to propose him as Independent Non Executive Director.

In the opinion of the Board, Dr. Shyam Agrawal (DIN: 03516372) is a person of integrity and possesses relevant expertise and experience and fulfils the conditions for appointment as an Independent director as specified in the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The brief profile of Dr. Shyam Agrawal (DIN: 03516372) as required under the Companies Act, 2013 and the rules made thereunder read with SEBI (LODR), Regulations, 2015 is annexed in this Notice.

Keeping in view the experience and expertise, the Board of Directors recommends the proposed Ordinary Resolution for his appointment set out at Item No. 3 for your approval. None of the Directors except Dr. Shyam Agrawal (DIN: 03516372), Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 3 of the Notice calling AGM.

A copy of appointment letter, declaration of eligibility under Section 149 (7), received from him and other documents are open for inspection at the Registered Office of the Company during normal business hours (09:00 a.m. to 05:00 p.m.) on all working days

except Saturdays and Sundays, up to the date of the Annual General Meeting of the Company.

#### ITEM NO. 4

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, Shri Sudhir Omprakash Maheshwari (DIN: 07827789) was appointed as an Additional Director (under the category of Non-Executive and Independent Director) of the Company by the Board at its meeting held on May 29, 2017. In terms of the provisions of Section 161(1) of the Act, he holds office up to date Annual General Meeting and is eligible for appointment. A notice in writing has been received from a Member of the Company under section 160 of the Companies Act, 2013 signifying his intention to propose him as Independent Non Executive Director.

In the opinion of the Board, Shri Sudhir Omprakash Maheshwari (DIN: 07827789) is a person of integrity and possesses relevant expertise and experience and fulfils the conditions for appointment as an Independent director as specified in the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The brief profile of Shri Sudhir Omprakash Maheshwari (DIN: 07827789) as required under the Companies Act, 2013 and the rules made thereunder read with SEBI (LODR), Regulations, 2015 is annexed in this Notice.

Keeping in view the experience and expertise, the Board of Directors recommends the proposed Ordinary Resolution for his appointment set out at Item No. 4 for your approval. None of the Directors except Shri Sudhir Omprakash Maheshwari (DIN: 07827789), Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 4 of the Notice calling AGM.

A copy of appointment letter, declaration of eligibility under Section 149 (7), received from him and other documents are open for inspection at the Registered Office of the Company during normal business hours (09:00 a.m. to 05:00 p.m.) on all working days except Saturdays and Sundays, up to the date of the Annual General Meeting of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 5 of the Notice calling AGM.

By Order of the Board

Sd/-

Shri Kirit Patel  
Chairman &  
Managing Director  
DIN: 03353684

Date: 06/08/2018

Place: Ahmedabad

**Reg. Office:**

D- 702, Seventh Floor, Ganesh Meridian, Opp. High Court, S. G Highway, Ahmedabad- 380 060.

**ITEM NO. 5**

As per the provisions of Section 20 (2) of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office address or by such electronic or other mode as may be prescribed. Proviso of this section describes that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting. Therefore, to enable the members to avail this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. Since, the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Board of Directors recommends the proposed Ordinary Resolution set out at Item No. 5 for your approval.

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 08TH ANNUAL GENERAL MEETING**

**[PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.]**

Particulars	Shri Ramakant Patel (DIN: 00233423) (Re- Appointment)	Shri Dr. Shyam Agrawal (Appointment)	Shri Sudhir Omprakash Maheshwari (Appointment)
DIN	00233423	03516372	07827789
Date of Birth (Age)	25th November, 1965 (52 Years)	05th September, 1979 (38 Years)	29th January, 1972 (46 Years)
Date of Appointment/ Re- appointment	April 01, 2018	May 29, 2017	May 29, 2017
Qualifications	Graduate	Company Secretary (C.S)	Chartered Accountants (C.A)



Expertise in specific functional areas	He has experience of more than 2 decade in paper and packing products	Dr. Shyam Agrawal, Practicing company Secretary having experience of more than 10 years.	Shri Sudhir Maheshwari is a partner in M/s. Sudhir Maheshwari and Associates since 1997 till date. His areas of expertise includes Statutory Audit, Bank Audit, Concurrent Audit, Professional Consultancy, MIS Services, and Project Finance.
Directorship held in other Public Companies (Excluding Foreign Companies and Section 8 Companies)	NIL	01	NIL
Membership / Chairmanship of Committees of other Public Companies (includes only Audit Committee and Stakeholder's Relationship Committee)	NIL	2- Membership 1- Chairmanship	NIL
Number of shares held in the Company (including HUF and Trust)	11,82,900	NIL	NIL
Disclosure of relationships between directors inter-se	None	None	None

- "Excluding alternate directorship, directorship in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Stakeholders Relationship Committee have been included.

### Brief resume and other details of Dr. Shyam Agrawal:

Dr. Shyam Agrawal (38 Years) is a Ph.D. (Law), LL.M, LL.B & FCS. A Practicing Company Secretary having experience of more than 10 years, he has held the posts of President and Vice President of one of the most prestigious Institutions of the nation, The Institute of Companies Secretaries of India (ICSI). He made his presence felt across associations and organizations of the likes of the Ministry of Corporate Affairs, Ministry of Commerce of Industry, PHD Chambers of Commerce and Industry, ASSOCHAM, CII, NFCG, INSOL International, INSOL India, SEBI, Insolvency and Bankruptcy Board of India, Indian Bank Association, ICAI, Institute of Directors, etc. His noteworthy professional achievements include the fact that it is during his tenure - ship as President,

ICSI that the ICSI marked its entry into the Guinness Book of World Records for conducting Largest Taxation Lesson. He also holds to his credit the honour of having held the position of International Secretary at the Company Secretaries International Association (CSIA). He is on the Board of Mayur Uniquoters Limited.

Mr. Shyam Agrawal does not hold any shares of the company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Dr. Shyam Agrawal (DIN: 03516372) being eligible and offers himself for appointment, is proposed to be appointed as an Independent

Director, not liable to retire by rotation, for a term of five (5) consecutive years up to May 28, 2022.

He has given his consent to act as a Director of the Company, along with a certificate stating that he is not disqualified from being appointed as a Director in the Company in terms of Section 164 of the Companies Act, 2013. Further, he has submitted the declaration as required pursuant to Section 149 (7) of the Act, stating that he meets the criteria of independence as provided under sub section (6) of Section 149.

**Brief resume and other details of Shri Sudhir Maheshwari Omprakash:**

Shri Sudhir Maheshwari, aged 45 years, is an Independent Director of Company. He is a member of Institute of Chartered Accountants of India. He has been a partner in M/s. Sudhir Maheshwari and Associates since 1997 till date. His areas of expertise includes Statutory Audit, Bank Audit,

Concurrent Audit, Professional Consultancy, MIS Services, and Project Finance.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Sudhir Omprakash Maheshwari (DIN: 07827789) being eligible and offers himself for appointment, is proposed to be appointed as an Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years up to May 28, 2022.

He has given his consent to act as a Director of the Company, along with a certificate stating that he is not disqualified from being appointed as a Director in the Company in terms of Section 164 of the Companies Act, 2013. Further, he has submitted the declaration as required pursuant to Section 149 (7) of the Act, stating that he meets the criteria of independence as provided under sub section (6) of Section 149.

## ROUTE MAP OF 8<sup>TH</sup> ANNUAL GENERAL MEETING





**Astron Paper & Board Mill Limited**

CIN: U21090GJ2010PLC063428

Reg. Office: D- 702, Ganesh Meridian, Seventh Floor, Opp. High Court, S.G Highway, Ahmedabad- 380 060.

E- mail: cs@astronpaper.com, Website: www.astronpaper.com

Phone No: 079- 40081221, Fax No: 079- 40081220.

**ATTENDANCE SLIP**

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

DP ID / Client ID / Folio No.

No. of shares

Name & address of the Shareholder:

I certify that I am a member / Proxy / Authorized Representative for the members of the Company.

I hereby record my presence at the 8th Annual General Meeting of the Company held at AMA Seminar Hall No. 3 & 5, ATIRA Campus. AMA Complex, Dr. V S Marg, Vastrapur, Ahmedabad- 380 015 on Saturday, 22nd September, 2018 at 11.00 A.M.

\_\_\_\_\_  
Signature of the Shareholder/Proxy

Note: Only Shareholders of the Company or their Proxies will be allowed to attend the Meeting.





**Astron Paper & Board Mill Limited**

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**Form No. MGT-11**

**PROXY FORM**

**(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)**

Name of the member(s) : \_\_\_\_\_  
Registered address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Folio: No. : \_\_\_\_\_  
DP Id. : \_\_\_\_\_  
Client Id. : \_\_\_\_\_

I / We being the Member(s) of Astron Paper & Board Mill Limited, hereby appoint:

1. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ or failing him
2. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ or failing him
3. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_

and whose signature (s) are appended below as my / our proxy to vote (on a poll) for me / us and on my / our behalf at the 8th ANNUAL GENERAL MEETING of the Company to be held at AMA Seminar Hall No. 3 & 5, ATIRA Campus. AMA Complex, Dr. V S Marg, Vastrapur, Ahmedabad- 380 015 on Saturday, 22nd September, 2018 at 11.00 A.M. or at any adjournment thereof in respect of such Ordinary Resolutions as are indicated below:

	<b>Resolutions Item wise</b>	<b>For</b>	<b>Against</b>
	<b>ORDINARY BUSINESS</b>		
1	To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon;		
2	To appoint a Director in place of Shri Ramakant Patel (DIN: 00233423), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.		
	<b>Special Business</b>		
3	Appointment of Dr. Shyam Agrawal (DIN:03516372) as an Independent Director		
4	Appointment of Shri Sudhir Omprakash Maheshwari (DIN: 07827789) as an Independent Director.		
5	Levy of Charges for delivery of any document to member through a particular mode requested by such member.		

Signed this \_\_\_\_\_ day of \_\_\_\_ 2018.

Signature of Shareholder

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Affix Rs. 1/  
-Revenue  
Stamp  
Here

-----  
Signature of 1st Proxy holder

-----  
Signature of 2nd Proxy holder

-----  
Signature of 3rd Proxy holder

**Note:**

1. The proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.
2. Proxy need not be a member of the Company.



