

September 7, 2021

To, Department of Corporate Services BSE Limited P.J. Towers, Dalal Street, Mumbai-400001.

Dear Sir/Madam,

Sub: Notice of Annual General Meeting of the Company.

This is with reference to the above captioned subject line and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of Annual General Meeting to be held on Thursday, 30<sup>th</sup> September, 2021 at 3:30 p.m. through Video Conferencing (VC)/other Audio-Visual Means (OAVM).

Kindly find the same and take on your records.

Thanking you,

Yours faithfully,

For Ashoka Metcast Limited

Johole col

Ashok C. Shah Director

DIN: 02467830

Encl: As above

Ashoka Metcast Limited

Reg. Office: 7th Floor, Ashoka Chambers, Opp. HCG Hospital, Mithakhali Six Roads,

Mithakhali Ahmedabad 380006. Website: www.ashokametcast.in

Email: info@ashokametcast.in CIN: L 70101GJ2009PLC057642 T: 079 26463226

### **NOTICE**

Notice is hereby given that **12<sup>th</sup> Annual General Meeting** of **Ashoka Metcast Limited** will be held on Thursday, 30<sup>th</sup> Day of September, 2021 at 3:30 p.m. through Video Conferencing (VC)/other Audio-Visual Means (OAVM) to transact the following Business:

#### **ORDINARY BUSINESS:**

- To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2021 including audited Balance Sheet as at 31<sup>st</sup> March, 2021 and Statement of Profit and Loss and the cash flow statement for the year ended on that date and the Reports of the Directors and the Auditors thereon.
- 2. To re appoint Mr. Ashok C. Shah (DIN: 02467830), who is liable to retire by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

### 3. Approval of Related Party Transaction.

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

"RESOLVED THAT, pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules thereto, and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such amendments as may be made therein, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into transactions as detailed hereunder with following Related Parties as defined under the Act for purchase/sale of goods, services and/or any other business activities during the financial year 2022-23.

Name of related party	Maximum Amount of	Type of transaction
	transaction/s for Financial	
	year 2022-23	
Rhetan Rolling Mills Private	100 crores	Purchase/sale of goods, services
Limited		and/or any other business activities
Lesha Industries Limited	100 crores	Purchase/sale of goods, services
		and/or any other business activities
Ashnisha Industries Limited	100 crores	Purchase/sale of goods, services
		and/or any other business activities
Gujarat Natural Resources	100 crore	Purchase/sale of goods, services
Limited		and/or any other business activities

<sup>&</sup>quot;RESOLVED FURTHER that Mr. Shalin Ashok Shah, Managing Director and Mr. Ashok C. Shah, Director of the Company be and is hereby authorised to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this resolution."

# 4. To issue and allot 1,42,86,000 fully convertible warrants on preferential basis to promoter/promoter group/non-promoters.

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

"RESOLVED THAT pursuant to the Section 42 and 62 and all other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("ICDR Regulations"), and any other

Rules/ Regulations & Guidelines, if any, prescribed by the Securities and Exchange Board of India, Stock Exchanges and/or any other statutory or regulatory authority whether in India or abroad, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011and any amendment thereof and subject to the approval(s) consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (herein after referred to as 'the Board'), the consent and approval of the members of the Company be and is hereby granted to the Board to offer, issue and allot on a preferential basis 1,42,86,000 convertible warrants of face value of Rs. 10/- each at a price of Rs. 10/- per Warrant at cash aggregating to Rs. 14,28,60,000/- and that each convertible warrant be converted in one or more tranches into one equity share of the Company of face value of Rs. 10/- each at a price of Rs. 10/- per share, on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment to the below mentioned Proposed Allottees and in terms of Securities And Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018:

Sr.	Name of Proposed Allottees	Category	No. of Convertible Warrants
No.		(Promoter/Promoter	
		Group/Non-Promoter)	
1.	Shalin Ashok Shah	Promoter	36,90,000
2.	Payal Shalin Shah	Promoter group	12,06,000
3.	Leena Ashok Shah	Promoter group	19,02,000
4.	Ashok Chinubhai Shah	Promoter group	19,02,000
5.	Mita Harshul Shah	Non-Promoter	7,50,000
6.	Akhil H. Shah	Non-Promoter	7,50,000
7.	Shivaansh Estates Private Limited	Non-Promoter	14,88,000
8.	Tapan Sureshsinhji Desai	Non-Promoter	8,10,000
9.	Tiw Systems Private Limited	Non-Promoter	9,96,000
10	Aalps Commodities LLP	Non-Promoter	7,92,000
	Total		1,42,86,000

**RESOLVED FURTHER THAT,** the issue of convertible warrants, as above shall be subject to the following terms and conditions;

- An amount equivalent to 25 percent of the issue price of the Warrants shall be payable at the time of subscription of Warrants.
- ii. Upon exercise of the right to subscribe for Equity Shares, the warrant holders shall be liable to make the payment of balance sum, being 75 percent of the issue price, towards subscription to each Equity Share, as may be applied. The amount paid against Warrants shall be adjusted / set off against the issue price of the resultant Equity Shares.
- iii. As per Regulation 167(1) and (2) of the ICDR Regulations, the Convertible Warrants issued on preferential allotment basis to Promoter, Promoter Group and Non-Promoter shall be locked in for a period of 1 year from the date of allotment of such warrants.
- iv. The holder of Warrants will be entitled to apply for and be allotted, in one or more tranches, 1 (one) Equity Share of face value of Rs. 10/- each at a price of Rs. 10/- per share of the Company per warrant at any time before eighteen months from the date of allotment.
- v. In the event of entitlement attached to Warrants to subscribe for Equity Shares is not exercised within the period as mentioned above, the same shall lapse and the amount paid on the Warrants shall stand forfeited.
- vi. Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot one Equity Share per warrant by appropriating Rs. 10/- towards Equity Share Capital.

- vii. The warrant holders shall also be entitled to any future issue of bonus / rights, if any, of Equity Shares or warrants convertible into Equity Shares or such other securities by the Company, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the warrant holders.
- viii. The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company.
- ix. The Equity Shares to be issued and allotted by the Company on exercise of the entitlement attached to Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company and be listed on stock exchanges where the Equity Shares of the Company are listed.

**RESOLVED FURTHER THAT,** in accordance with the provisions of ICDR Regulations, the "Relevant Date" for the preferential issue, for the purpose of determining the price of Convertible Warrants to be issued in terms hereof and resultant equity shares to be issued and allotted by the Company on exercise of the entitlement attached to Warrants shall be August 31, 2021, being the date 30 days prior to the date of this Annual General Meeting scheduled to be held on September 30, 2021.

**RESOLVED FURTHER THAT,** pursuant to the provisions of the Companies Act, 2013, the names of the proposed allottees be recorded for the issue of invitation to subscribe to the Convertible Warrants and a private placement offer letter in Form No.PAS-4 together with an application form be issued to the proposed allottees inviting them to subscribe to the Convertible Warrants, as per the draft tabled at the Meeting and duly initialled by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Convertible Warrants.

**RESOLVED FURTHER THAT** the monies received by the Company from the allottees for application of the Convertible Warrants pursuant to this private placement shall be kept by the Company in a separate bank account.

**RESOLVED FURTHER THAT,** Convertible Warrants shall be issued and allotted by the Company to the above mentioned proposed allottees, in dematerialized form within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Convertible Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT,** the Convertible Warrants to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT,** the Equity Shares to be issued and allotted in the manner aforesaid on conversion of Convertible Warrants shall rank pari-passu with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT,** for the purpose of giving effect to this resolution, the board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Warrants/Equity Shares, issuing certificates/clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants/Equity Shares and utilization of proceeds of the Warrants/Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.

**RESOLVED FURTHER THAT,** the Board be and is hereby authorized to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to the aforesaid

resolution and delegate all or any of the powers herein conferred by above resolution to any Director or to any Committee of Directors or any other executive(s)/officer(s) of the Company or any other person."

For and on behalf of the Board

Place: Ahmedabad Date: August 24, 2021

Sd/-Ashok C. Shah Director DIN:02467830

# Annexure to the Notice of Annual General Meeting Details of Directors seeking Reappointment in Annual General Meeting

Name of the Director	Mr. Ashok C. Shah(DIN: 02467830)
Age (Yrs.)	77 years
Date of Birth	07/09/1944
Date of first appointment on the Board	23/10/2017
No. of Meetings of the Board attended	Six
during the year	
Brief Resume and expertise	Engineering and Administrative Degree. He has vast experience of more than 40 years in technical and administrative fields.
Designation	Director
Chairman/Member of the Committee of	Member of Stakeholders' Relationship committee and
the Board of Directors of the Company	NominationAnd Remuneration Committeein Ashoka Metcast
	Limited.
	Member of Audit Committee and Nomination And
	Remuneration Committee in Gujarat Natural Resources Limited.
	Member of Stakeholders' Relationship committee in Lesha
	Industries Limited.
	Member ofStakeholders' Relationship committee in Ashnisha
	Industries Limited
No. of Shares held in the Company	5,00,000
Directorship in Other Listed Company	Gujarat Natural Resources Limited
	Lesha Industries Limited
	Ashnisha Industries Limited
Related to other directors	Mr. Ashok C. Shah and Mr. Shalin A. Shah are related as Father-
	Son. No other directors are related inter se.

For and on behalf of the Board

Place: Ahmedabad Date: August 24, 2021

Sd/-Ashok C. Shah Director DIN:02467830

### Explanatory Statement as required under Section 102 of the Companies Act, 2013.

# Item No. 3

### Approval of Related Party Transaction.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on August 24, 2021 has approved a proposal for entering into following related party transactions:

2021 has approved a proposal for entering into follow	, ,
Name of Related Party	Rhetan Rolling Mills Private Limited
	2. Lesha Industries Limited and
	3. Ashnisha Industries Limited
	4. Gujarat Natural Resources Limited
Name of Related Director or KMP	Mr. Ashok C. Shah, Mr. Shalin A. Shah, and Ms. Payal
	Pandya
Nature of relationship	Mr. Shalin A. Shah, Managing Director of the Company is
	also Managing Director of Gujarat Natural Resources
	Limited and is Director of Ashnisha Industries Limited,
	Rhetan Rolling Mills Private Limited and Lesha Industries
	Limited.
	Mr. Ashok C. Shah, Director of the Company is Managing
	Director of Ashnisha Industries Limited and Lesha
	Industries Limited and is Director of Rhetan Rolling Mills
	Private Limited and Gujarat Natural Resources Limited.
	Ms. Payal P. Pandya Independent Director of the
	Company is Independent Director in Lesha Industries
	Limited and Gujarat Natural Resources Limited.
Material terms, monetary value and particulars of	The transaction between the parties will be in the nature
the contract or arrangement;	of purchase/sale of goods, services and/or any other
	business activities. The amount of the transactions shall
	be as stated in the resolution and the same has to be
	paid as per the terms agreed by both the parties.
The Manner of determining the pricing and other	The pricing is commensurate with the market value of
commercial terms, both included as part of	the goods and shall be at arm's length.
contract and not considered as part of the contract	
Any other information relevant or important for	N.A.
the members to take a decision on the proposed	
resolution	

The transaction is Related Party Transaction and in terms of Section 188 of the Companies Act, 2013 and regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable rules there under prior approval of the Shareholders by way of Special Resolution is required.

Accordingly, your directors recommend the resolution at Item No. 3for approval as Special resolution as set out in the notice of the meeting.

Except Mr. Shalin A. Shah, Managing Director and Mr. Ashok C. Shah and Ms. Payal Pandya Directors of the Company; Mrs. Leena A. Shah, Mrs. Payal S. Shah Relative of Director; Shalin A. Shah HUF, Lesha Ventures Private Limited and Ashnisha Industries Limited, Companies in which Director of the Company are Director/Member, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs are concerned or interested in the Resolution.

### **ITEM NO. 4 OF THE NOTICE**

# ISSUE AND ALLOT 1,42,86,000 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO PROMOTERS/PROMOTER GROUP/NON-PROMOTERS.

It is proposed to issue 1,42,86,000convertible warrants of Rs. 10/- each to be converted into 1,42,86,000equity shares of Rs. 10/- each to below mentioned strategic investors:

Sr. No.	Name of Proposed Allottees	Category (Promoter/Promoter Group/Non-Promoter)	No. of Convertible Warrants
1.	Shalin Ashok Shah	Promoter	36,90,000
2.	Payal Shalin Shah	Promoter group	12,06,000
3.	Leena Ashok Shah	Promoter group	19,02,000
4.	Ashok Chinubhai Shah	Promoter group	19,02,000
5.	MitaHarshul Shah	Non-Promoter	7,50,000
6.	Akhil H. Shah	Non-Promoter	7,50,000
7.	Shivaansh Estates Private Limited	Non-Promoter	14,88,000
8.	Tapan Sureshsinhji Desai	Non-Promoter	8,10,000
9.	Tiw Systems Private Limited	Non-Promoter	9,96,000
10	Aalps Commodities LLP	Non-Promoter	7,92,000
	Total		1,42,86,000

The Company has proposed to seek authorization of the Members of the Company in favour of the Board of Directors ("Board" which expression for the purposes of this resolution shall include any committee of Directors constituted by Board), as may be decided by the Board from time to time, without the need of any further approval from the Members, to enhance its equity base by way of a Preferential Issue, in accordance with the provisions of the Companies Act, 2013, the ICDR Regulations, SEBI (Substantial Acquisition of Shares and Takeovers) 2011and the other applicable provisions of law, as amended from time to time, as set out in the special resolution at Item No. 4 of the accompanying Notice.

The aggregate value of present preferential allotment under consideration will be Rs. 14,28,60,000/- to be received in cash.

The equity shares of Company are listed on BSE Limited and are frequently traded in accordance with the ICDR Regulations. In terms of the applicable provisions of ICDR Regulations the price at which convertible warrants shall be allotted shall not be less than higher of the following:

- (a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty Six (26) weeks preceding the Relevant Date; i.e. Rs. 3.94/- per warrant or
- (b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date i.e. Rs. 4.45/- per warrant

The higher minimum issue price arrived at after calculating in the aforesaid manner has been considered as minimum issue price for the issue of Equity Shares.

The issue and allotment of the Convertible Warrant to the proposed allottees, conversion of warrants into equity shares, as well as Listing of those shares, will be in accordance with applicable laws including without limitation the ICDR Regulations, and any other Rules/Regulations/Guidelines, if any, prescribed by the Securities and Exchange Board of India, Stock Exchanges and/or any other statutory/regulatory authority whether in India or abroad, the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with the Stock Exchanges; and

On subscription and/or exercise of entitlement attached to Warrant(s) to subscribe for Equity Share(s), the allottees will have rights accruing to it *pro rata* to its shareholding;

On conversion of warrant into equity shares, the proposed allottee will comply with the respective obligations as would attract in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The other disclosures in accordance with the Companies Act, 2013, the ICDR Regulations and the other applicable provisions of law, in relation to the Special Resolution set out in the accompanying Notice are as follows:

### 1. The objects of the Preferential Issue:

The Company proposes to make preferential issue of Convertible Warrants for consideration to be received in cash for below mentioned objects:

- i. To augment long term resources of the Company for current and future expansion,
- ii. Funding Working capital requirements, and;
- iii. Funding expenditure for General corporate purposes.

# 2. The total number of convertible warrants to be issued:

The Company proposes to issue 1,42,86,000Convertible Warrants of face value Rs. 10/- each at a price of Rs. 10/- per Warrant, to be converted into 1,42,86,000equity shares of Rs. 10/- each..

# 3. The price at which the allotment is proposed:

The issue price is Rs.10/- per warrant provided that the minimum price of warrantsand resultant equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the ICDR Regulations.

The equity shares of Company are listed on BSE Limited and are frequently traded in accordance with the ICDR Regulations. In terms of the applicable provisions of ICDR Regulations the price at which convertible warrants shall be allotted shall not be less than higher of the following:

- (a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty Six (26) weeks preceding the Relevant Date; i.e. Rs. 3.94/- per warrant or
- (b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date i.e. Rs. 4.45/per warrant.

Valuation Report in this regard is availed from Keyur J. Shah, Registered Valuer.

The pricing of the convertible warrants and resultant equity shares to be allotted on preferential basis is Rs. 10/- per warrant which is not lower than the floor price determined in the manner set out above.

# 4. Relevant date with reference to which the price has been arrived at:

In accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of Warrants to be issued in terms hereof and resultant equity shares to be issued and allotted by the Company on exercise of the entitlement attached to Warrants shall be August 31, 2021, being the date 30 days prior to the date of this Annual General Meeting scheduled to be held on September 30, 2021.

# 5. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to Promoter, Promoter Group of the Company and also toNon-Promoters.

# 6. Intention/proposal of the promoters or directors or key managerial/management personnel of the Company to subscribe to the offer:

The details of allotment to be made to promoters/promoter group or directors or key managerial/management personnel of the Company are mentioned below:

Sr. No.	Name of Proposed Allottees	Category (Promoter/Promoter Group)	No. of Convertible Warrants
1.	Shalin Ashok Shah	Promoter	36,90,000
2.	Payal Shalin Shah	Promoter group	12,06,000

3.	Leena Ashok Shah	Promoter group	19,02,000
4.	Ashok Chinubhai Shah	Promoter group	19,02,000
	Total		87,00,000

None of the other promoters/promoter group, directors or key managerial/management personnel of the Company intends to subscribe to the offer.

- 7. The proposed time within which the Preferential Issue/allotment shall be completed:
  - The allotment of Convertible Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority/body, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.
- 8. The names of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Convertible Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:

Sr.	Names of the Proposed	Ultimate Beneficial		Shareh	olding		
No.	Allottees/Category	Owners	Allotment of entire W		entire Wa	onversion of Varrants into ty shares	
			No. of	% of	No. of	% of	
			Shares	Holding	Shares	Holding	
1.	Shalin Ashok Shah	<ul><li>Shalin Ashok Shah</li></ul>	18,55,000	17.32%	55,45,000	22.18%	
2.	Payal Shalin Shah	<ul><li>Payal Shalin Shah</li></ul>	100	0.00%	12,06,100	4.83%	
3.	Leena Ashok Shah	<ul><li>Leena Ashok Shah</li></ul>	5,59,700	5.23%	24,61,700	9.85%	
4.	Ashok Chinubhai Shah	<ul><li>Ashok Chinubhai</li><li>Shah</li></ul>	5,00,000	4.67%	24,02,000	9.61%	
5.	Mita Harshul Shah	<ul><li>Mita Harshul Shah</li></ul>	0	0.00%	7,50,000	3.00%	
6.	Akhil H. Shah	<ul><li>Akhil H. Shah</li></ul>	0	0.00%	7,50,000	3.00%	
7.	Shivaansh Estates Private Limited	<ul><li>Mita Harshul Shah</li><li>Harshul Kumarpal Shah</li></ul>	1,62,000	1.51%	16,50,000	6.60%	
8.	Tapan Sureshsinhji Desai	<ul><li>Tapan Sureshsinhji Desai</li></ul>	0	0.00%	8,10,000	3.24%	
9.	Tiw Systems Private Limited	<ul><li>Jayshree A. Mehta</li><li>Malav A. Mehta</li></ul>	0	0.00%	9,96,000	3.98%	
10	Aalps Commodities LLP	<ul><li>Rakesh B. Lahoti</li><li>Rupa R. Nuwal</li></ul>	0	0.00%	7,92,000	3.17%	

There will be no change in the control and composition of the management and Board of Directors of the Company consequent to the said Preferential Issue of convertible warrants to be converted into equity shares.

- 9. 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:
  - Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the year.
- 10. Valuation report of the registered valuer in case of allotment to be made for consideration other than cash:
  Not Applicable

# 11. The pre issue and post issue shareholding pattern of the Company:

The shareholding pattern of the Company pre and post preferential allotment is given below:

Sr. No.	Category	No. of PAN Shareh older		Pre Allotment/ Upon Allotment of convertible warrants but prior to conversion of Warrants		No. of Shareh older	After conversion of entire Warrants into equity shares	
				No. of Shares	% of Holding		No. of Shares	% of Holding
(A)	Promoters & Promoter Group							
(1)	Indian							
	Individual/HUF							
	Shalin Ashok Shah	1	AEQPS9910M	18,55,000	17.32	1	55,45,000	22.18
	Shalin A Shah HUF	1	AATHS7114N	17,95,000	16.76	1	17,95,000	7.18
	Payal Shalin Shah	1	AAAPN9171D	100	0.00	1	12,06,100	4.83
	Ashok Chinubhai Shah	1	AFGPS2827G	5,00,000	4.67	1	24,02,000	9.61
	Leena Ashok Shah	1	AFGPS2826H	5,59,700	5.23	1	24,61,700	9.85
	Sub Total (A)(1)	5		47,09,800	43.98	5	1,34,09,800	53.65
(2)	Bodies corporate							
	Ashnisha Industries Limited	1	AAJCA1606Q	100	0.00	1	100	0.00
	Lesha Ventures Private Limited (Formerly Lesha Agro Foods Private Limited)	1	AACCL1961A	100	0.00	1	100	0.00
	Sub Total (A)(2)	2		200	0.00	2	200	0.00
	Sub Total (A)	7		47,10,000	43.98	7	1,34,10,000	53.65
(B)	Public Holding							
1	Institutions							
	Mutual Funds / UTI							
	Financial Institution/Bank							
	Foreign Institutional Investor							
	Sub Total B (1)	0		0	0	0	0	0
2	Non Institutions							
	Bodies corporate	6		3,36,000	3.14	7	28,20,000	11.28
	More than 1 % of shareholding							
	Nopea Capital Services Private Limited	1	AADCN5382J	1,38,000	1.29	1	1,38,000	0.55
	Shivaansh Estates Private Limited	1	AANCS2485B	1,62,000	1.51	1	16,50,000	6.60

TIW Systems Pvt. Ltd.	1	AACCT8303L	0	0	1	9,96,000	3.98
Individual							
Individual shareholders holding nominal share capital up to Rs. 2 Lakh	458		31,74,000	29.64	458	31,74,000	12.70
Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	31		20,46,000	19.10	34	43,56,000	17.43
More than 1 % of shareholding							
Chandrakant Natubhai	1	ATWPC1048B	300000	2.80	1	300000	
Chauhan	1	AVDDC4 402F	100000	1.01	1	100000	1.20
Chintan Birenbhai Shah	1	AXPPS1402E	108000	1.01	1	108000	0.43
Dhiren Shashikant Bhatt	1	AENPB4207M	156000	1.46	1	156000	0.62
Ishani Rushin Shah	1	AFAPV1227K	132000	1.23	1	132000	0.53
Jayshri S Mehta	1	AOJPM0268F	114000	1.06	1	114000	0.46
Nimish Shah	1	ADCPS7802F	150000	1.40	1	150000	0.60
Rahul Jayantilal Shah	1	ANVPS4557Q	144000	1.34	1	144000	0.58
Srushti Chintan Shah	1	CEWPS4143E	132000	1.23	1	132000	0.53
Mita Harshul Shah	1	AXYPS7073G	0	0	1	7,50,000	3.00
Akhil Harshul Shah	1	HOEPS9608D	0	0	1	7,50,000	3.00
Tapan Sureshsinhji Desai	1	ABMPD0050E	0	0	1	8,10,000	3.24
Non Resident Indian (NRI)	3		18,000	0.17	3	18,000	0.07
HUF	42		4,20,000	3.92	42	4,20,000	1.68
Clearing Members	1		6,000	0.06	1	6,000	0.02
LLP	0		0	0	1	7,92,000	3.17
More than 1 % of shareholding							
AALPS Commodities LLP	0	ABIFA4883C	0	0	1	7,92,000	3.17
Sub Total B (2)	541		60,00,000	56.03	546	1,15,86,000	46.35
Total B=B(1) + B(2)	541		60,00,000	56.03	546	1,15,86,000	46.35
Grand Total (A+B)	548		1,07,10,000	100.00	553	2,49,96,000	100.00

#### 12. Auditors' Certificate:

A copy of certificate from the Statutory Auditors of the Company certifying that the above issue of Convertible Warrants is being made in accordance with the ICDR Regulations, shall be placed before the shareholders of the Company at the Annual General Meeting and will also be open for inspection by the Members.

#### 13. Lock-in:

The Equity Shares allotted on conversion of warrants shall be locked-in for such period asspecified under Regulations 167 and 168 of the SEBIICDR Regulations.

The entire pre-Preferential Issue shareholding of allottees wherever applicable shall be locked-in up to a period of 6 months from the date of allotment of such convertible warrants

- **14.** As the Equity Shares have been listed for a periodof more than twenty-six weeks as on the RelevantDate, the provisions of Regulation 164(3) of SEBIICDR Regulations governing re-computation of the price of shares shall not be applicable.
- 15. The issuer is in compliance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors at its meeting held on August 24, 2021 has approved the issue and allotment of Convertible Warrants on preferential basis in the manner stated hereinabove.

The provisions of Section 62 of the Companies Act, 2013 and Regulation 160(b) of the ICDR Regulations, require the Company to seek the approval of the Members by way of Special Resolution, to issue Convertible Warrants on Preferential basis.

Accordingly, your directors recommend the resolution at Item No. 4 for approval as Special resolution as set out in the notice of the meeting.

Except Mr. Shalin Ashok Shah, Managing Director; Mr. Ashok C. Shah, Director; Mrs. Leena Shah and Mrs. Payal Shalin Shah relative of Director; (proposed allottees), Shalin A Shah HUF, Lesha Agro Foods Private Limited, Ashnisha Industries Limited none of the Directors, Key Managerial Personnel (KMPs) of the Company or any relatives of such Director or KMPs are in any way concerned or interested financially or otherwise in the proposed Resolution, except to the extent of their equity holdings in the Company.

# NOTES:

- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
- 2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- 3. 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.

- 4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
- 6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.ashokametcast.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
- 8. To support the 'Green Initiative', Members who have not yet registered/updated their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare Services Private Limited in case the shares are held by them in physical form.
- 9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Bigshare Services Private Limited in case the shares are held by them in physical form.
- 10. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.ashokametcast.in and website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
- 11. The Business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
- 12. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will be closed from 27<sup>th</sup>September, 2021 to 30<sup>th</sup> September, 2021 (both days inclusive).

- 13. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
- 14. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the Electronic form are therefore requested to submit their PAN to their depository Participants with whom they are maintaining their demat accounts. Members holding Physical shares can submit their PAN to the Company/ Bigshare Services Private Limited.
- 15. Since AGM will be held through VC/OAVM, the Route Map is not annexed in the Notice.

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, September 27, 2021 at 9:00 A.M. and ends on Wednesday, September 29, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 24, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 24, 2021.

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

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

### Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> 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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.		
Individual Shareholders holding securities in demat mode with CDSL	<ol> <li>Existing users who have opted for Easi / Easiest, they can login through their 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</li> </ol>		
	are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.  2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your		
	vote.  3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistrat		
	ion  4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="https://www.cdslindia.com">www.cdslindia.com</a> 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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.		
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.		

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

<u>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login</u> through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
  - Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- 4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is  12************ then your user ID is  12***********************************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- 5. Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
     (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from

NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for** those shareholders whose email ids are not registered
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
  - b) <u>Physical User Reset Password?</u>" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

- 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- 3. Now you are ready for e-Voting as the Voting page opens.
- 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cschintanpatel@gmail.com with a copy marked to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3. 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 <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL at <a href="evoting@nsdl.co.in">evoting@nsdl.co.in</a>

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

- 1.In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@ashokametcast.in
- 2.In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@ashokametcast.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- 3. Alternatively shareholder/members may send a request to <a href="evoting@nsdl.co.in">evoting@nsdl.co.in</a> for procuring user id and password for e-voting by providing above mentioned documents.
- 4.<u>In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.</u>

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

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

# INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGHVC/OAVM ARE AS UNDER:

- 1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2. Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5. Shareholders who would like to express their views/have questions may send their questions in advance atleast 10 days before the date of AGM mentioning their name demat account number/folio number, email id, mobile number at compliance@ashokametcast.in. The same will be replied by the company suitably.