

February 1, 2020

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

Dear Sir/Madam,

Sub: Notice of Extra Ordinary General Meeting of the Company.

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Extra Ordinary General Meeting of the Shareholders of the Company will be held on Thursday, 27th February, 2020 at 4:00 p.m. at the registered office of the Company to transact the business as mentioned in the notice of the meeting, attached herewith.

Kindly find the same and take on your records.

Thanking you,

Yours faithfully,

For Ashoka Metcast Limited



Authorised Signatory



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 :** U70101GJ2009PLC057642 **T :** 079 26463226

Ashoka Metcast Limited

Regd. Office: 7th Floor, Ashoka Chambers, Mithakhali Six Roads, Mithakhali, Ahmedabad 380 006.
CIN: L70101GJ2009PLC057642

Notice of Extra Ordinary General Meeting of the Equity Shareholders of Ashoka Metcast Limited

Day : Thursday

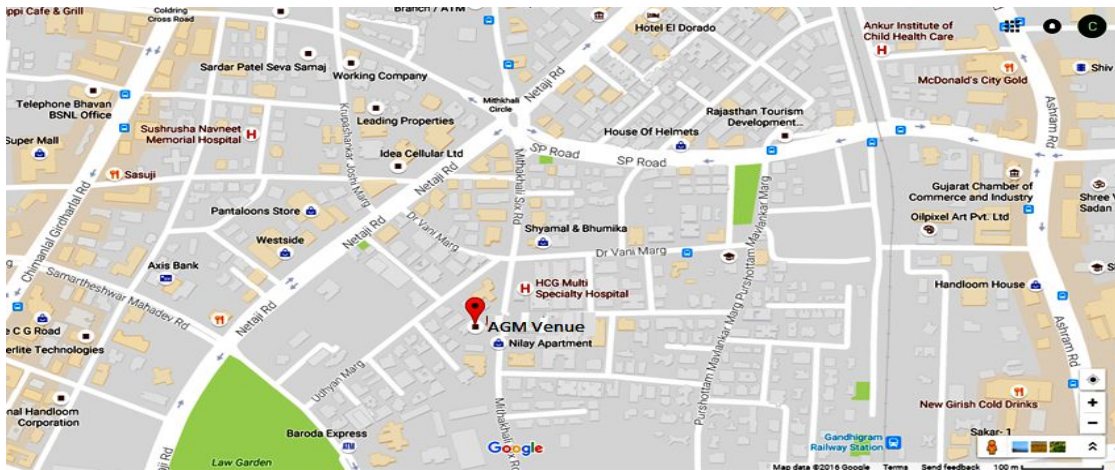
Date : 27th February, 2020

Time : 4:00 p.m.

Venue : 7th Floor, Ashoka Chambers, Mithakhali Six Roads, Mithakhali, Ahmedabad 380 006.

Sr. No.	Contents	Page Nos.
1.	Notice of Extra Ordinary General Meeting of the Equity Shareholders of Ashoka Metcast Limited	1
2.	Explanatory Statement in terms of Section 102 of Companies Act, 2013	2
3.	Attendance Slip	6
4.	Proxy form	6

ROUTE MAP TO THE EOGM VENUE



NOTICE

Notice is hereby given that the **Extra-Ordinary General Meeting** of **ASHOKA MECTAST LIMITED** will be held at the registered office of the Company on Thursday, 27th Day of February, 2020 at 4:00 p.m. to transact following business:

SPECIAL BUSINESS:

- 1. To approve the continuation of directorship, effective September 7, 2019, of Mr. Ashok C. Shah, Non-Executive Director, who has attained the age of 75 years**

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

“RESOLVED THAT in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time, including any statutory modifications or re-enactment thereof), and other applicable provisions if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary in this regard, consent and approval of the Company be and is hereby accorded, as set out in the Explanatory Statement annexed hereto, for the continuation of directorship, effective September 7, 2019, of Mr. Ashok C. Shah, Non-Executive Director, who has attained the age of 75 years, on the existing terms and conditions of his appointment.

RESOLVED FURTHER THAT the any of the Directors of the Company be and is hereby authorised to take such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Place: Ahmedabad
Date: 31st January, 2020

For and on behalf of the Board

Sd/-
Shalin A Shah
Managing Director
DIN: 00297447

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1

Mr. Ashok C. Shah joined the Company as Director on 23rd October, 2017 and is one of the promoter group member of the Company. Mr. Ashok C. Shah holds Engineering and Administrative Degree. He has vast experience of more than 45 years in technical and administrative fields. He has intimate knowledge of Company functioning and also holds technical knowledge of Steel industry. Mr. Ashok C. Shah is the Member of Stakeholders' Relationship committee and Nomination and Remuneration Committee. His wide business experience and expertise has been an asset to the Company.

In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members, by means of a Special Resolution is necessary for the continuation of directorships of Non-Executive Directors, who have attained the age of 75 years.

At its meeting held on January 27, 2020, the Board of Directors approved the continuation of appointment of Mr. Ashok C. Shah, as Non-Executive Director of the Company, effective September 7, 2019, on the existing terms and conditions of his appointment.

Considering the rich experience of Mr. Ashok C. Shah, it would be in the best interest of the Company, to continue to avail his services and guidance by continuing him as Non-Executive Director, effective September 7, 2019.

Mr. Ashok C. Shah holds 5,00,000 fully paid-up equity shares of the face value of Rs. 10/- each in the Company.

Mr. Ashok C. Shah and Mr. Shalin A. Shah are related as Father-Son and are interested in the said Resolution. None of the other Directors/Key Managerial Personnel are interested in or concerned with the said Resolution.

The Board recommends passing of the said Special Resolution.

Place: Ahmedabad
Date: 31st January, 2020

For and on behalf of the Board

Sd/-
Shalin Shah
Managing Director
DIN: 00297447

Annexure to the Notice of Extra-Ordinary General Meeting

Details of Directors seeking Appointment/Reappointment

Name of the Director	Mr. Ashok C. Shah (DIN: 02467830)
Age (Yrs.)	75 years
Date of appointment	23/10/2017
The no. of Meetings of the Board attended till the date of Notice i.e. January 31, 2020	3
Date of birth	07/09/1944
Brief Resume and expertise	Engineering and Administrative Degree. He has vast experience of more than 45 years in technical and administrative fields.
Designation	Non-Executive Director
Chairman/Member of the Committee of the Board of Directors of the Company	Member of Audit Committee and Nomination And Remuneration Committee in Gujarat Natural Resources Limited. Member of Stakeholders' Relationship committee and Nomination And Remuneration Committee in Ashoka Metcast Limited. Member of Stakeholders' Relationship committee in Lesha Industries Limited. Member of Stakeholders' Relationship committee in Ashnisha Industries Limited
No. of Shares held in the Company	5,00,000
Directorship in Other Listed Company	Lesha Industries Limited, Ashnisha Industries Limited and Gujarat Natural Resources Limited
Related to other directors	Mr. Ashok C. Shah and Mr. Shalin A. Shah are related as Father-Son.

Place: Ahmedabad
Date: 31st January, 2020

For and on behalf of the Board

Sd/-
Shalin Shah
Managing Director
DIN: 00297447

NOTES:

1. ANY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided such person shall not act as a proxy for any other person or shareholder.
3. The Proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time of commencement of the meeting.
4. Corporate Members intending to send their authorised representatives to attend the Extra-Ordinary General Meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.

6. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on any working day except Saturdays and holidays up to the date of Extra-Ordinary General Meeting.
7. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the businesses of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking appointment /re-appointment as Director, is also annexed.
8. The Notice of the EOGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
9. **Voting through electronic means:**
Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means. The facility of casting votes using an electronic voting system from a place other than the EOGM venue (‘remote e-voting’) will be provided to the members by Central Depository Services (India) Limited (CDSL).

The Company is providing facility for voting by electronic means and the business may be transacted through such electronic voting. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. The voting rights of Members shall be in the proportion of their shareholding in the Company as on Cut-off Date. The Company has appointed Mr. Chintan Patel, Practicing Company Secretary, Ahmedabad, as the Scrutinizer, to scrutinize the entire voting process including remote e-Voting in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on < February 24, 2020, 9:00 a.m.> and ends on < February 26, 2020, 5:00 p.m.> During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date February 21, 2020, 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.
- (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.
 - a. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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.
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded

Bank Details OR Date of Birth (DOB)	in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
--	--

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Company.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) Shareholders can also use Mobile app - “m-Voting” for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).
- (xviii) **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 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.
 - 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 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) For any further assistance, you may contact Ms. Bhumika Thakkar, Company Secretary and Compliance Officer at Telephone No. (079) 26463226 or at E-mail Id: info@ashokametcast.in or write us at registered office of the Company at 7th Floor, Ashoka Chambers, Opp.HCG Hospital, Mithakhali Six Roads, Mithakhali, Ahmedabad.

ASHOKA METCAST LIMITED

Regd. Office: 7th Floor, Ashoka Chambers, Mithakhali Six Roads, Mithakhali, Ahmedabad 380 006.

CIN: L70101GJ2009PLC057642

ATTENDANCE SLIP

Name of the attending Shareholder/Proxy : _____
Shareholder's Folio No./Client ID : _____
No. of Shares held : _____

I/We hereby record my/our presence at the Extra-Ordinary General Meeting held on Thursday, February 27, 2020 at the Registered Office of the Company at 4:00 p.m.

Signature of the Attending Shareholder/Proxy: _____

- Notes :
1. Share holder/Proxy holder wishing to attend the meeting must bring the attendance slip to the Meeting and hand it over at the entrance duly signed.
 2. Share holder/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting

-----Tear Here-----

ASHOKA METCAST LIMITED

Regd. Office: 7th Floor, Ashoka Chambers, Mithakhali Six Roads, Mithakhali, Ahmedabad 380 006.

CIN: L70101GJ2009PLC057642

PROXY FORM

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

CIN: L70101GJ2009PLC057642

Name of the company: Ashoka Metcast Limited

Registered office: 7th Floor, Ashoka Chambers, Mithakhali Six Roads, Mithakhali, Ahmedabad 380 006

Name of the member (s): _____ Folio No/ Client Id: _____
Registered address: _____ DP ID: _____
_____ E-mail Id: _____

I/We, _____ being the member (s) of shares of the above named Company, hereby appoint

- | | | |
|---------------------------------|---------------------------------|------------------|
| 1. Name: _____ | 2. Name: _____ | 3. Name: _____ |
| Address: _____ | Address: _____ | Address: _____ |
| E-mail Id: _____ | E-mail Id: _____ | E-mail Id: _____ |
| Signature:....., or failing him | Signature:....., or failing him | Signature:..... |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on Thursday, February 27, 2020 at 4:00 p.m. at 7th Floor, Ashoka Chambers, Mithakhali Six Roads, Mithakhali, Ahmedabad 380 006 and at any adjournment thereof in respect of such resolutions as are indicated in the notice.

Signed this ____ Day of ____ 2020
Signature _____
Signature of Proxy Holder(s) _____

Affix
Revenue
Stamp

Notes:

1. Proxy need not be a member.
2. Alterations, if any made in the form of proxy should be initialled;
3. Proxy must be deposited at the Registered Office of Ashoka Metcast Limited not later than 48 hours before the time for holding the meeting.
4. In case of multiple proxies, proxy later in time shall be accepted.
5. A form of appointment naming a proxy and a list of individuals who would be willing to act as Proxies will be made available on receipt of request in writing to the Company.

Through Courier/Regd. Post

To,

If undelivered please return to:

ASHOKA METCAST LIMITED

Regd. Office: 7th Floor, Ashoka Chambers,

Mithakhali Six Roads,

Mithakhali,

Ahmedabad 380 006.