



ADITYA ISPAT LIMITED

Regd. Office & Works : Plot No. 20, Phase V, IDA, Jeedimetla, Hyderabad - 500 055.

Website : www.adityaispat.com e-mail : info@adityaispat.com

Udyam : TS-20-0001177 CIN : L27109TG1990PLC012099

05.09.2023

To
The Secretary
Dept. of Corporate Services
The Bombay Stock Exchange Ltd
P.J.Towers. Dalal Street
MUMBAI – 400 001

Ref : Scrip Code 513513

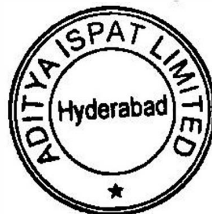
Sub : Notice of 32nd Annual General Meeting

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015, please find attached notice of 32nd Annual General Meeting of the Company to be held on Friday 29th September, 2023.

Kindly take the same on your record

Thanking you
Yours faithfully
For ADITYA ISPAT LIMITED



S.B.CHACHAN
MANAGING DIRECTOR
DIN: 00080463



ADITYA ISPAT LIMITED

CIN NO. L27109TG1990PLC012099

Registered Office: Plot No. 20, Phase V, IDA, Jeedimetla, Hyderabad - 500 055, India

Website : www.adityaispat.com | Email: info@adityaispat.com |

Phone:+914023773675, Fax: +914023746169

NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting of the Shareholders of the Company will be held at Rajasthani Graduates Association, Snatak Bhavan, 5-4-790/1, 1st Floor, Abids, Hyderabad - 500 001 on Friday, 29th September, 2023 at 10.00 A.M. to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2023, together with the Reports of the Board of Directors and Auditors thereon**

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

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted."

- To appoint a director in place of Smt Usha Chachan (DIN: 02304178), who retires by rotation, and being eligible, offers herself for re-appointment.**

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Smt Usha Chachan (DIN: 02304178), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

- Re-appointment of Mr. Satya Bhagwan Chachan (DIN:00080463) as Managing Director of the Company**

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 160, 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members be and is hereby accorded to re-appoint Mr. Satya Bhagwan Chachan (DIN:00080463) as the Managing Director of the Company to hold office from October 1, 2023 to September 30, 2028 on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting."

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in the financial year, the Company will pay above remuneration by way of Salary including perquisites and allowance as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and / or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution."

4. Appointment of Mr. Kashinath Sahu (DIN:10045330), Additional Director as an Independent Director

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 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 16 (1) (b) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, Mr. Kashinath Sahu (DIN 10045530) who was appointed by the Board of Directors as an Additional Director (Non-Executive, Independent) of the Company with effect from 28th March, 2023 and who holds office upto the date of forthcoming Annual General Meeting of the Company in terms of Section 161 (1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a first term of 5 (five) consecutive years on the Board of the Company w.e.f 28th March, 2023."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kashinath Sahu be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to the extent permitted by law, all or any of the powers herein conferred to any committee of Directors or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company in order to give effect to this resolution."

5. Appointment of Mrs. Sushila Kabra (DIN: 01432698) as a Non-Executive - Non-Independent Director (Women Director) of the Company.

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

"RESOLVED THAT Mrs Sushila Kabra (DIN: 01432698) who was appointed by the Board of Directors as an Additional Director with effect from 14th August, 2023 and who holds office up to the date of the forthcoming, Annual General Meeting of the Company in terms of Section 161 (1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Woman Director of the Company whose office shall be liable to retirement by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution."

By order of the Board

Sd/-

(S B Chachan)

Chairman and Managing Director
(DIN : 00080463)

Place: Hyderabad
Dated : 02.09.2023

Notes:

1. A member entitled to attend and vote at the Meeting may appoint a proxy to attend and, to vote instead of himself/herself. A Proxy need not be a member of the Company. Proxies, in order to be effective, must be deposited with the Company not less than forty-eight hours before the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be accompanied by appropriate resolution/authority as applicable, issued on behalf of the nominating organization.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate shares not more than 10 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 and such person shall not act as a proxy for any other person or shareholder.
2. In accordance with the Companies Act, 2013 read with the Rules, the Notice of the AGM along with the Annual Report for 2022-2023 are 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.
3. The explanatory statement under section 102 of the Act, are annexed as Annexure to the Notice.
4. The business set out in the Notice will be transacted through remote electronic voting system and the Company is providing facility for voting by remote electronic means. Instructions and other information relating to the E-voting are given in the Notice under Note No. 18. Members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through ballot papers.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2023 to 29th September, 2023 (both days inclusive) for the purpose of AGM.
6. Information regarding particulars of Directors seeking appointment/re-appointment requiring disclosure in terms of Regulations 26(4) and 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations]; Secretarial Standards on General meetings issued by the Institute of Company Secretaries of India [SS-2].
7. Members holding shares in dematerialized form should intimate to the concerned Depository Participant(s), the necessary bank account details. Members holding shares in physical form may intimate the Registrar and Share Transfer Agents, the necessary bank details for ECS credit directly to their bank accounts wherever ECS facility is available or for printing of their bank account details on the dividend warrants to prevent possibilities of fraud in encashing the warrants. In case of any change in the bank particulars, the change should be intimated to the Depository Participant(s), (in case of dematerialized shares) and the Registrar and Share Transfer Agents (in case of physical shares), immediately so that the changed particulars may be used for dividend payment.
8. The Securities & Exchange Board of India (SEBI), has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
9. To support the 'Green Initiative', the Members are requested to register their email addresses with the Company or Registrar and Share Transfer Agents of the Company to invgreivance@adityaispat.com or xlfield@gmail.com or with the Depositories for receiving all communication, including Annual Report, Notices and Documents through e-mail instead of physical copy.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Company's Registrar and Share Transfer Agent –XL Softech Systems Limited for the same.
11. The Notice of AGM, Annual Report, Attendance Slip and Proxy Form are being sent in electronic mode to the Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members

have registered their request for a hard copy of the same. Physical copies of the said documents are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

12. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, XL Softech Systems Limited, immediately of: a) Change of 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 and address of the bank with pin code number, if not furnished earlier.
13. The Notice of the Meeting will also be available on the Company's website <http://www.adityaispat.com> and the website of CDSL at <http://www.evotingindia.co.in>. The Route Map to the venue of the Meeting is also annexed for the convenience of the Members.
14. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
15. 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.
16. As per the provisions of Section 72 of the Companies Act 2013, facility for making nomination is now available to INDIVIDUALS holding shares in the company. Member holding shares in the physical form may obtain the Nomination Form from the Company or its RTA or can download the form from the Company's website viz. www.adityaispat.com. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
17. All documents referred to the accompanying Notice and Explanatory Statement shall be open for Inspection at the Registered Office of the Company during 10.00 am to 12.00 pm on all working Days except Saturdays, up to date of Annual General Meeting of the Company.

18. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies Act, 2013, the Company is pleased to provide members' facility to exercise their right to vote at 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).

- I. The instructions for members for Remote e-voting electronically are as under:-

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 26th September, 2023 (9.00 A.M. IST) and ends on 28th September, 2023 (5.00P.M IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

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

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) 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: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@adityaispat.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 info@adityaispat.com/xlfield@gmail.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

- II. You can update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(S).
- III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of 22nd September 2023.
- IV. Poll Process at AGM
The voting on the agenda items shall be done by e-voting as well as by Poll. Those who do not exercise the option of e-voting shall be entitled to participate and vote at the Poll to be conducted at the venue of the AGM on the date of the meeting. Ballot forms will be issued immediately after an announcement in this regard by the Chairman of the Meeting. The number of votes will be equivalent to the number of shares held by them as on cut-off date of 22nd September 2023.
- V. Mr. Manjeet Bucha (ICSI Membership No. FCS8305 CP No. 4589) a practicing Company Secretary , has been Appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer shall, immediately after the conclusion of voting at the AGM ,first count the vote at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least 2(two) witness not in the employment of the Company and make not later than 48 hours of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- VII. The Chairman or a person authorized by him in writing shall declare the result of voting forthwith.
- VIII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.adityaispat.com and on the website of CDSL within 48 hours of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

Appeal to Shareholders :

1. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details with XL SOFTECH SYSTEM LTD
SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company.
2.
 - a) **Email Registration:** The members are requested to register their email ids to obtain faster, accurate and complete communications from the Company.
 - b) **Demat Holding:** Holding of securities in demat form instead of physical form, eliminates bad delivery, saves stamp duty on transfers, ensures faster settlement, eases portfolio management and provides 'on-line' access through internet.
 - c) Members with multiple folios in physical mode with the identical names / joint holding are requested to consolidate into a single folio.

ANNEXURE TO THE NOTICE

Explanatory Statement under section 102 of the Companies Act, 2013 and additional information as required under the SEBI Listing Regulations and circulars issued thereunder

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 (the Act)

Item No 3

Re-appointment of Mr. Satya Bhagwan Chachan (DIN:00080463) as Managing Director of the Company

The Board of Directors at their meeting held on 2nd September 2023 on the recommendation of Nomination and Remuneration Committee has appointed Mr. Satya Bhagwan Chachan as the Managing Director of the Company for a further period of 5 years with effect from October 1st 2023 till September 30th 2028 subject to the Approval of the Shareholders. Under the provision of Section 196(2) of the Companies Act, 2013 a Managing Director can be appointed for a maximum term of five years at a time. The terms and conditions of his remuneration will be as under:-

Proposed Remuneration

- (a) **Basic Salary** : In the range of Rs. 1,50,000 – Rs. 3,00,000 per month
- (b) **Commission/Performance bonus**: Not exceeding 5% of the Net Profits of the relevant previous year calculated under the provisions of Companies Act, 2013 (payable at such intervals as may be decided by the Board / Committee.)
- (c) **Perquisites**: In addition to salary and incentives payable, Mr. Satya Bhagwan Chachan shall also be entitled to following perquisites:
 - i. Medical reimbursement
 - ii. Leave travel concession for self and family
 - iii. Club fees
 - iv. Medical and personal accident insurance in accordance with the rules of the Company or as may be agreed to by the Board of Directors or Committee thereof.

Explanation:

- i) Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost to the Company.
- ii) For the purpose of perquisites stated hereinabove, "family" means the spouse, depended children and dependent parents of the appointee.

Provident Fund and Superannuation Fund or Annuity Fund.

Mr. Satya Bhagwan Chachan will also be entitled to the following as per rules of the Company or as approved by the Board of Directors.

- i Contribution to Provident Fund and Annuity Fund and to the extend these, either singly or put together are not taxable under the Income Tax Act, 1961.
- ii Gratuity payable as per rules of the Company.
- iii Encashment of leave as per rule of the Company.

Other Benefits

- i. The Company shall provide him with car or cash in lieu thereof, expenses relating to fuel, maintenance and driver will be reimbursed on actual as per Company Policy. Further the Company also provide telephones and other communication facility (for official business)

- ii. Such other benefits as may be decided by the Board or its Committee from time to time.
- iii. Mediclaim hospitalization, Credit Card and Professional Body Membership Fees as per Rules of the Company.

The amount of perquisites payable to Mr. Satya Bhagwan Chachan may be decided / varied by the Board of Directors or its Committee, from time to time as it may deem fit in its absolute discretion; provided that the total remuneration consisting of Salary, Perquisites and other benefits paid to Mr. Satya Bhagwan Chachan shall not exceed the limit stipulated in the Act.

Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Satya Bhagwan Chachan, the Company has no profits, or the profits are inadequate, the Company will pay remuneration by way of salary and perquisites as decided by the Board or any Committee within thereof from time to time as minimum remuneration, with the approval of the Central Government, if necessary.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, re-appointment of Mr. Satya Bhagwan Chachan, as the Managing Director requires approval of the members by way of ordinary resolution.

Mr. Satya Bhagwan Chachan is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent for the re-appointment. Mr. Satya Bhagwan Chachan is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. The terms are set out in the Resolution and explanatory statement may be treated as an abstract of the terms of re-appointment pursuant to Section 196 of the Act.

Mr. Satya Bhagwan Chachan has been associated with the Company since its inception and has over 43 years of experience in managing and or looking after industries. He has been instrumental in leading the growth of the Company. His continued association would be of immense benefit to the Company.

Except Mr. Satya Bhagwan Chachan and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3. The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 3 of the Notice for the approval of the members.

Item No. 4

Appointment of Mr. Kashinath Sahu (DIN:10045330), Additional Director as an Independent Director

In the opinion of the Board, Mr. Kashinath Sahu fulfills the conditions specified in the Companies Act, 2013 and Rules made there under for his appointment as an Independent Director and is Independent of the management.

Copy of the draft letter for appointment of Mr. Kashinath Sahu as a Non-Executive-Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company on any working day excluding Saturdays during the hours of 10.00 a.m and 12.00 p.m.

The Board considers that the continued association Mr. Kashinath Sahu, would be of immense benefit to the Company and it is desirable to continue to avail of his services as a Non-executive-Independent Director and recommends the Resolution for approval of Shareholders of the Company.

Mr. Kashinath Sahu, aged about 55 years is a qualified Company Secretary and has 30 years of experience in the field of Secretarial and Legal matters and he is well versed with Statutory Compliance under SEBI Regulations, Company Law and related Acts. Shri Kashinath Sahu is a fellow member of The Institute of Company Secretaries of India and is also a Commerce Graduate and Law Graduate.

Except Mr. Kashinath Sahu, being the appointee, none of the Directors and Key Managerial Personnel of the Company and thier relatives are concerned or interested , financially or otherwise, in the particular of the resolution set out at Item No. 4.

The Explanatory Statement may also be regarded as a disclosure under Securities and Exchange Board of india (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchange.

Item No. 5 : Appointment of Mrs. Sushila Kabra (DIN: 01432698) as a Non-Executive - Non-Independent Director (Women Director) of the Company.

The Board at its meeting held on 14th August 2023 appointed Mrs Sushila Kabra as an Non-Executive-Non-independent Director with effect from 14th August, 2023.

Mrs Sushila Kabra is aged about 71 years is a Graduate in Arts. She has vast experience in running Small Scale Industries. She has been actively advising a small scale industry since last 20 years.

In terms of the provisions of Section 161 (1) of the Act Mrs Sushila Kabra would hold office up to the date of ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mrs Sushila Kabra for the office of Woman Director of the Company.

Keeping in view the experience and expertise of Mrs Sushila Kabra, the Board considers it desirable that the Company should receive the benefit of her valuable experience and advice and accordingly recommends the resolution at Item No. 5 for approval by the members.

Mrs Sushila Kabra, is interested and concerned in the Resolution mentioned at Item No. 5 of the Notice. Other than Mrs Sushila Kabra, no other director or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

Place: Hyderabad
Dated : 02.09.2023

By order of the Board
Sd/-
(S B Chachan)
Chairman and Managing Director
(DIN : 00080463)

ANNEXURE TO THE NOTICE

Details of the Directors seeking appointment / re-appointment in the ensuing Annual General Meeting.(In pursuance of Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings

Name of the Director	Sri. S.B.Chachan (DIN : 00080463)	Smt Usha Chachan (DIN : 02304178)
Date of Birth	01/11/1954	11/04/1961
Date of Appointment	18/12/1990	26/08/2014
Expertise in Specific Functional areas	Mr. Satya Bhagwan Chachan has been associated with the Company since its inception as promoter and has over 38 years of experience in managing and or looking after industries. He has been instrumental in leading the growth of the Company. His continued association would be of immense benefit to the Company.	Business experience in small scale industries for a period of more than 30 years.
Qualifications	FCA,M.Com, LLB	Matriculate
Board Meeting, Attendance and Remuneration	Has attended 9 out of 9 Board Meeting and Director's remuneration of Rs. 13.5 Lakhs was paid to him	Has attended 9 out of 9 Board Meeting and no remuneration or sitting fees was paid to her
Directorship held in other Indian Companies	Jai Bajji Ispat Private Ltd	Jai Bajji Ispat Private Ltd
Membership / Chairmanship of Committees of other public companies (includes only Audit Committees and Shareholders/Investors Greivance Committee	Nil	Nil
Disclosure of Relationship inter se between Directors, Manager and other Key Managerial Personnel	Mrs. Usha Chachan (Spouse)	She is the spouse of the Managing Director of the Company
Shareholding in the Company	244100 shares	232100 Shares

Details of the Directors seeking appointment / re-appointment in the ensuing Annual General Meeting.(In pursuance of Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings

Name of the Director	Sri. Kashinath Sahu (DIN : 10045330)	Smt Sushila Kabra (DIN : 01432698)
Date of Birth	03.06.1968	14.09.1952
Date of Appointment	28/03/2023	14/08/2023
Expertise in Specific Functional areas	Shri Kashinath Sahu is a qualified Company Secretary and has 30 years of experience in the field of Secretarial and Legal matters and he is well versed with Statutory Compliance under SEBI Regulations, Company Law and related Acts.	Business experience in small scale industries for a period of more than 30 years.
Qualifications	Graduate in Commerce, Law and a Fellow Member of the Institute of Company Secretaries of India	Graduate in Arts
Board Meeting, Attendance and Remuneration	N.A	N.A
Directorship held in other Indian Companies	N.A	N.A
Membership / Chairmanship of Committees of other public companies (includes only Audit Committees and Shareholders/Investors Greivance Committee	Nil	Nil
Disclosure of Relationship inter se between Directors, Manager and other Key Managerial Personnel	He is not related to any Directors, managers and other key managerial personnel	She is not related to any Directors, managers and other key managerial personnel
Shareholding in the Company	NIL	NIL