



# ASL INDUSTRIES LIMITED

An ISO/TS 16949 160 14001, BS OHSAS 18001

Manufacturers of :

Pressed Sheet Metal, Forging, Machining,  
Fabrication and Assembled Components.

Works & Office :-

C-54, 55 & 56, Phase IV,

NS 7 & 8 Phase VI,

B-13, B-14P, B-27P & B-28,

Adityapur, Industrial Area,

Gamharia, Jamshedpur - 832 108

Phone : +91-657 3299888, 6571890

Fax : +91-657-2200418

E-mail : [info@aslindustries.in](mailto:info@aslindustries.in)

Website : [www.aslindustries.in](http://www.aslindustries.in)

CIN : U36900WB1992PLC099901

## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013]

Dear Member,

Notice is hereby given to the Members of ASL Industries Limited, pursuant to Section 110 of the Companies Act, 2013 (the "Companies Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to other applicable laws and regulations, for seeking consent/approval of the Members of the Company in respect of the special business as mentioned at Item No.1 through postal ballot.

An explanatory statement pursuant to Section 102 of the Companies Act and other applicable legal provisions, pertaining to the resolution mentioned at Item No.1 setting out the material facts and the reasons thereof, is also appended. The said Resolution and explanatory statement are being sent to you along with a postal ballot form for your consideration.

Members holding shares (whether in demat form or in physical form) may vote either by way of postal ballot or by way of remote e-voting. In case Members wish to exercise their vote by using remote e-voting facility, they are required to follow the instructions as mentioned in this Notice. Members who wish to vote through postal ballot form are requested to read the instructions printed on the Postal Ballot Form.

The Company, in compliance with Rule 22(5) and Rule 20(4) (ix) of the Management Rules, has appointed Ms. Shikha Naredi, (CP No. 16103) Practicing Company Secretary, as the Scrutinizer for the postal ballot process and remote e-voting.

### SPECIAL BUSINESS:

**To sell or otherwise dispose of the whole or substantially the whole of the undertaking of the Company:**

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time and subject to such other approvals as may be applicable and required under various statutes or regulations or any other law for the time being in force, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to sell or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to undertake all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard."

**Notes:**

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses under Item No. 1 is annexed hereto and also forms part of the Notice.
2. A copy of the Notice is also available on the website of the Company at [www.aslindustries.in](http://www.aslindustries.in), the website of Karvy at <https://evoting.karvy.com/>.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members as received from the Registrar & Share Transfer Agents and List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on the cut-off date i.e. Friday, 8<sup>th</sup> March, 2019. The voting rights shall be reckoned in proportion to the paid-up equity share capital held by the Members as on Friday, 8<sup>th</sup> March, 2019 and a person who is not a Member of the Company as on the cut-off date should treat this Notice for information purposes only. The voting rights for the equity shares are one vote per equity share, registered in the name of the Member.
3. The Company has appointed Ms. Shikha Naredi, Practicing Company Secretary, as Scrutinizer for scrutinising the Postal Ballot and remote e-voting process in a fair and transparent manner.
4. Members desiring to exercise their vote through the Postal Ballot Form are requested to read carefully the instructions printed on the Postal Ballot Form.
5. The Members who are voting through the Postal Ballot Form must return the same duly completed in the enclosed postage prepaid self-addressed envelope. An unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) can also be deposited personally at the Registered Office of the Company. The Postal Ballot Forms(s) should reach the Scrutinizer not later than the close of working hours i.e. **5:00 p.m. on Sunday, 14<sup>th</sup> April, 2019** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
7. In compliance with the provisions of Sections 108, 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members, facility to exercise their votes through electronic means and vote on the Resolutions through e-voting services provided by Karvy Fintech Private Limited.
8. Voting through electronic means: The details of the process and manner of e-voting are explained herein below:
  - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. Login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'ASL INDUSTRIES LIMITED'.
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed, click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on all the resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email [shikha.naredi@gmail.com](mailto:shikha.naredi@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com).

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- i. E-Voting Event Number, User ID and Password are provided in the Attendance Slip.
- ii. Please follow all steps from Sl. No. (i) To (xii) above to cast your vote by electronic means.

9. The vote (through physical Postal Ballot Form/e-voting) in this Postal Ballot Process cannot be exercised through proxy.

**10. Kindly note that Members can opt for only one mode of voting i.e. either by Postal Ballot Form or remote e-voting. In case of receipt of vote by both the modes, voting through remote E-Voting shall prevail and voting by Postal Ballot Form shall be treated as invalid.**

11. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy website) or contact [anandan.k@karvy.com](mailto:anandan.k@karvy.com) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040-67162222 /67161591 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

12. The Scrutinizer will submit her report to the Chairman & Managing Director or in his absence to the any other person as may be authorized by the Chairman & Managing Director, after scrutiny of the Postal Ballot Forms and voting by the Members through electronic means and the consolidated results of the voting shall be declared by the Chairman & Managing Director, or in his absence, by any other person authorized by the Chairman & Managing Director in writing, on Tuesday, 16<sup>th</sup> April, 2019, at the Registered Office or Corporate Office. The resolutions will be taken as passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. Sunday, 14<sup>th</sup> April, 2019, "deemed date of passing of the resolution", if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolutions. The result of the voting by Postal Ballot shall also be announced on the website of the Company i.e. [www.aslindustries.in](http://www.aslindustries.in), besides communicating to National Stock Exchange of India Ltd.(NEAPS).

13. All relevant documents referred in the Postal Ballot Notice shall be open for inspection at the Registered Office and Corporate Office of the Company on all working days (except Saturdays, Sundays and public holidays) between 2:00 p.m. to 5:00 p.m. upto the last date of receipt of Postal Ballot Forms as specified in this Notice.

14. In case a Member has not received the Postal Ballot Form or is otherwise desirous of obtaining a printed postal ballot form or a duplicate copy, he/she may send an e-mail to the Company at: [cs@aslindustries.in](mailto:cs@aslindustries.in).

15. Postal Ballot Notice is being sent to the Members in electronic form at the e-mail addresses registered with their Depository Participants or Registrar & Share Transfer Agents. For Members whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed envelope.

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

To sell or otherwise dispose of the whole or substantially the whole of the undertaking of the Company under the provisions of Section 180(1) (a) of the Companies Act, 2013 requires approval of the Shareholders of the Company by way of special resolution.

The Board of Directors of the Company at its meeting held on March 12<sup>th</sup>, 2019 has given its consent for sale of undertaking and now recommends Resolution at Item No. 1 of the Postal Ballot Notice for approval of the Members of the Company as a Special Resolution.

None of the Directors, Promoters and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the Special Resolution as set out at Item No. 1 of this Notice.

By order of the Board of Directors  
For ASL Industries Limited

Sd/-  
Simi Sen  
Company Secretary

Date: 12.03.2019  
Place: Jamshedpur