

## **ASL INDUSTRIES LIMITED**

Minutes of the proceedings of 29<sup>th</sup> Annual General Meeting of the Members of ASL Industries Limited held on Saturday the 19<sup>th</sup> day of September 2020, at 1st Floor, Punwani Chambers, 7B, Kiran Shankar Roy Road, Kolkata- 700001 West Bengal at 11:30 a.m.

### **DIRECTORS PRESENT**

Mr. Ankit Goyal	Chairman and Managing Director
Mrs. Jaysree Goyal	Non-Executive Director
Mr. Ashish Lodha	Independent Director
Mr. Murari Lal Khandelwal	Independent Director

### **IN ATTENDANCE:**

Mrs. Simi Sen ... Company Secretary and Compliance Officer

### **INVITEE**

Ms. Shikha Naredi, (Scrutinizer & Secretarial Auditor) Practicing Company Secretary  
Mr. Abhishhek Agarwal (Partner of M/s. M B A H & CO. Statutory Auditors)

### **MEMBERS PRESENT**

In aggregate, 7 (SEVEN) Members were present.

### **CHAIRMAN**

Mr. Ankit Goyal was present and accordingly took the Chair.

### **QUORUM**

As the requisite quorum was present, the Chairman called the meeting in order.

### **PROCEEDING**

Notice convening the Meeting having been circulated to the members was taken as read, with permission of the Members present.

The Company Secretary informed to the Members present that the Company had provided remote e-voting facility (vote by electronic means) to all the Members to enable them to cast their votes electronically in respect of all the Businesses to be transacted at the 29<sup>th</sup> Annual General Meeting in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and applicable provisions of the Listing Regulations with Stock Exchange. The facility to vote by electronic means was kept open from 16<sup>th</sup> September 2020 at 09:00 a.m. till 18<sup>th</sup> September 2020 at 05:00 p.m. The arrangement had been made for voting at the venue of the meeting for those shareholders who had not casted their vote through remote e-voting.

She further stated that Ms. Shikha Naredi, of M/s. Shikha Naredi & Associates, Practicing Company Secretary and Scrutinizer was present to ensure that the voting process (both remote e-voting and voting at the meeting) was conducted in a fair and transparent manner.

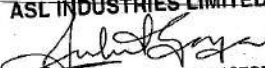
### **1. Annual Accounts and Report for the financial year ended March 31, 2020**

Proposed by Mr. Ankit Goyal  
Seconded by Mrs. Sumedha Goyal

The Chairman then took up the first item on the agenda and with the consent of the members present, the ordinary resolution for Item No. 1 of the Notice pertaining to Adoption of the Standalone Financial Statement of the Company along with Directors Report for the financial year ended March 31, 2020 was as follows:

**“RESOLVED THAT,** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 including the Audited Balance Sheet as at March 31, 2020 and Statement of

Minutes of the 29<sup>th</sup> Annual General meeting

ASL INDUSTRIES LIMITED  
  
DIRECTOR

## **ASL INDUSTRIES LIMITED**

Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon be and the same are hereby approved and adopted."

### **2. To consider and approve the re-appointment of Mr. Dilip Kumar Goyal as a non-executive Director**

Proposed by Mr. Ashish Lodha  
Seconded by Mr. Akshay Goyal

The Chairman requested Mrs. Sini Sen to read the ordinary resolution, set at Item No. 2 of the Notice pertaining to re-appointment of Mr. Dilip Kumar Goyal, as follows:

"RESOLVED THAT, Mr. Dilip Kumar Goyal (DIN: 00033590) who retires by rotation be and is hereby re-appointed as a Non-Executive Director of the Company."

### **3. Appointment of Murari Lal Khandelwal as Independent Director:**

Proposed by Mr. Akshay Goyal  
Seconded by Mrs. Sumedha Goyal

The Chairman laid before the members the detailed profile of Mr. Khandelwal. The following resolution was passed as Ordinary Resolution:

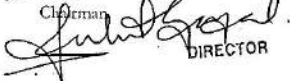
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV to the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, the Articles of Association of the Company and approval and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company, Mr. Murari Lal Khandelwal (DIN: 00434495), be and is hereby appointed as an Independent Director of the Company with effect from 30th June, 2020, AND THAT he shall not be liable to retire by rotation."

### **4. Approval for Related Party Transactions:**

Proposed by Mr. Murari Lal Khandelwal  
Seconded by Mr. Ashish Lodha

"RESOLVED THAT, pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with ASI Enterprises Limited and ASI Motors (Unit of ASI Enterprises Limited), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase of raw materials and job work, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 3 Crore for the financial year 2020-2021, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company."

**ASL INDUSTRIES LIMITED**

Chairman  
  
DIRECTOR

## ASL INDUSTRIES LIMITED

Annexure forming part of the proceeding of the 29<sup>th</sup> Annual General Meeting held on 19<sup>th</sup> September, 2020

On the basis of Scrutinizer's Report, a brief summary of the results of the remote e-voting and voting at the Annual General Meeting held on 19<sup>th</sup> September, 2020 on the all the resolutions set out in the Notice of Annual General Meeting is mentioned hereunder:

### ORDINARY BUSINESS:

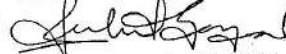
#### Item No.1- Approval of Accounts:

Particulars	Remote e-voting			Voting by Poll		
	No. of Voters	No. of Shares	Percentage % of Vote	No. of Poll Papers	No. of Shares	Percentage % of Vote
Total Vote Received	04	791000	100	07	5508090	100
Less: Invalid Votes	0	0	0	0	0	0
Net Valid Votes	04	791000	100	07	5508090	100
Voting with Assent	04	791000	100	07	5508090	100
Voting with dissent	00	0	0	0	0	0

#### Item No.2- To appoint a Director in place of Dilip Kumar Goyal who retire by rotation and being eligible, offer himself for re-appointment:

Particulars	Remote e-voting			Voting by Poll		
	No. of Voters	No. of Shares	Percentage % of Vote	Numbers of Poll Papers	No. of Shares	Percentage % of Vote
Total Vote Received	04	791000	100	07	5508090	100
Less: Invalid Votes	0	0	0	0	0	0
Net Valid Votes	04	791000	100	07	5508090	100
Voting with Assent	04	791000	100	07	5508090	100
Voting with dissent	00	0	0	0	0	0

ASL INDUSTRIES LIMITED



DIRECTOR

**ASL INDUSTRIES LIMITED**

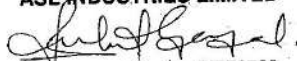
SPECIAL BUSINESS (ORDINARY RESOLUTION)

**Item No.3- To appoint Mr. Murari Lal Khandelwal as Independent Director**

Particulars	Remote e-voting			Voting by Poll		
	No. of Voters	No. of Shares	Percentage % of Vote	Numbers of Poll Papers	No. of Shares	Percentage % of Voting
Total Received Vote	04	791000	100	07	5508090	100
Less: Invalid Votes	0	0	0	0	0	0
Net Valid Votes	04	791000	100	07	5508090	100
Voting Assent with	04	791000	100	07	5508090	100
Voting dissent with	00	0	0	0	0	0

**Item No.4- Approval for Related Party Transactions**

Particulars	Remote e-voting			Voting by Poll		
	No. of Voters	No. of Shares	Percentage % of Vote	Numbers of Poll Papers	No. of Shares	Percentage % of Vote
Total Received Vote	04	791000	100	07	5508090	100
Less: Invalid Votes	0	0	0	0	0	0
Net Valid Votes	04	791000	100	07	5508090	100
Voting Assent with	04	791000	100	07	5508090	100
Voting dissent with	00	0	0	0	0	0

**ASL INDUSTRIES LIMITED**  
**DIRECTOR**

# SHIKHA NAREDI & ASSOCIATES

PRACTICING COMPANY SECRETARY.

Firm Registration No : S2020JH724800

Form No. MGT-13

## SCRUTINIZER'S REPORT ON E-VOTING AND POLL

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20& 21 (2) of  
The Companies (Management and Administration) Rules, 2014

To

The Chairman

29<sup>th</sup> Annual General Meeting of ASL Industries Limited

Held on 19<sup>th</sup> September, 2020 at 11.30 A.M. at 1<sup>st</sup> Floor, Punwani Chambers,  
7B, Kiran Shankar Roy Road, Kolkata- 700001

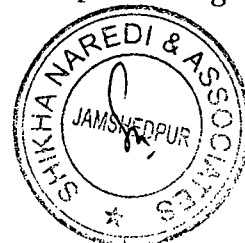
Dear Sir,

I, Shikha Naredi, (Proprietor of M/s. Shikha Naredi & Associates) Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of M/s. ASL Industries Limited ("The Company") for the purpose of remote-e voting and voting by poll taken on the below mentioned resolutions at the 29<sup>th</sup> Annual General Meeting of the Shareholders of ASL Industries Limited held on Saturday, 19<sup>th</sup> day of September, 2020 at 11.30 a.m. at 1st Floor, Punwani Chamber s, 7B, Kiran Shankar Roy Road, Kolkata- 700001, submit my report as under:

The Company have extended facility of remote e-voting to the members of the Company through KFin Technologies Private Limited from 16<sup>th</sup> September, 2020 at 9:00 a.m. to 18<sup>th</sup> September, 2020 at 5:00 p.m.

Further on 19<sup>th</sup> day of September, 2020 at the 29<sup>th</sup> Annual General Meeting, ballot papers were distributed to the members present in persons or by Proxy to enable the Members to vote who could not do remote e-voting.

1. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agent of the Company and authorization/ proxies lodged with the Company.
3. The result of remote e-voting and voting by poll are as under:

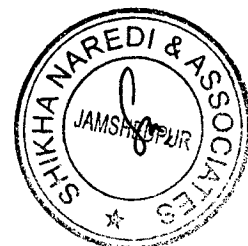


**ORDINARY BUSINESS:****Item No.1- Approval of Accounts:**

Particulars	Remote e-voting			Voting by Poll		
	No. of Voters	No. of Shares	Percentage % of Vote	No. of Poll Papers	No. of Shares	Percentage % of Vote
Total Vote Received	04	791000	100	07	5508090	100
Less: Invalid Votes	0	0	0	0	0	0
Net Valid Votes	04	791000	100	07	5508090	100
Voting with Assent	04	791000	100	07	5508090	100
Voting with dissent	00	0	0	0	0	0

**Item No.2- To re-appoint Dilip Kumar Goyal as Director:**

Particulars	Remote e-voting			Voting by Poll		
	No. of Voters	No. of Shares	Percentage % of Vote	Numbers of Poll Papers	No. of Shares	Percentage % of Vote
Total Vote Received	04	791000	100	07	5508090	100
Less: Invalid Votes	0	0	0	0	0	0
Net Valid Votes	04	791000	100	07	5508090	100
Voting with Assent	04	791000	100	07	5508090	100
Voting with dissent	00	0	0	0	0	0



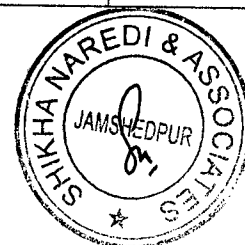
SPECIAL BUSINESS (ORDINARY RESOLUTION)

**Item No.3- To appoint Mr. Murari Lal Khandelwal as Independent Director:**

Particulars	Remote e-voting			Voting by Poll		
	No. of Voters	No. of Shares	Percentage % of Vote	Numbers of Poll Papers	No. of Shares	Percentage % of Voting
Total Vote Received	04	791000	100	07	5508090	100
Less: Invalid Votes	0	0	0	0	0	0
Net Valid Votes	04	791000	100	07	5508090	100
Voting Assent with	04	791000	100	07	5508090	100
Voting dissent with	00	0	0	0	0	0

**Item No.4- Approval for Related Party Transactions:**

Particulars	Remote e-voting			Voting by Poll		
	No. of Voters	No. of Shares	Percentage % of Vote	Numbers of Poll Papers	No. of Shares	Percentage % of Vote
Total Vote Received	04	791000	100	07	5508090	100
Less: Invalid Votes	0	0	0	0	0	0
Net Valid Votes	04	791000	100	07	5508090	100
Voting Assent with	04	791000	100	07	5508090	100
Voting dissent with	00	0	0	0	0	0



Thanking You,  
Yours Faithfully,

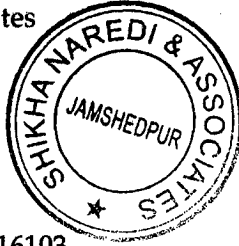
For, Shikha Naredi & Associates

*Shikha Naredi*

Shikha Naredi

Proprietor

Membership No. 43824 CoP: 16103



**UDIN: A043824B000736329**

Date: 19/09/2020

Place: Kolkata



## Online Voting for Shareholders & Members

SHIKHA NAREDI



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### ASL INDUSTRIES LIMITED -SEBI POLLING REPORT

Resolutions		
	Resolution No	Resolution Details
Select	1	Adoption Of Financial Statement 2019-20
Select	2	Re-Appointment Of Director (Dilip Kumar Goyal)
Select	3	Appointment of Murari Lal Khandelwal as Independent Director
Select	4	Approval for Related Party Transactions

[Click here to view report for All Resolution\(s\)](#)

Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
1	Promoter and Promoter Group	6744590	4796590	71.1176	4796590	0	100.0000	0.0000
1	Public-Others	3672500	1502500	40.9122	1502500	0	100.0000	0.0000
	Total	10417090	6299090	60.4688	6299090	0	100	0
2	Promoter and Promoter Group	6744590	4796590	71.1176	4796590	0	100.0000	0.0000
2	Public-Others	3672500	1502500	40.9122	1502500	0	100.0000	0.0000
	Total	10417090	6299090	60.4688	6299090	0	100	0
3	Promoter and Promoter Group	6744590	4796590	71.1176	4796590	0	100.0000	0.0000
3	Public-Others	3672500	1502500	40.9122	1502500	0	100.0000	0.0000
	Total	10417090	6299090	60.4688	6299090	0	100	0
4	Promoter and Promoter Group	6744590	4796590	71.1176	4796590	0	100.0000	0.0000
4	Public-Others	3672500	1502500	40.9122	1502500	0	100.0000	0.0000
	Total	10417090	6299090	60.4688	6299090	0	100	0

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