



## NOTICE

**NOTICE** is hereby given that an Extra-Ordinary General Meeting ('EGM') of the Members of ASL Industries Limited will be held on **Saturday, 30<sup>th</sup> day of October, 2021**, at **12:30 P.M.** at its registered office situated at **1<sup>st</sup> Floor, Punwani Chambers, 7B Kiran Shankar Roy Road, Kolkata, West Bengal-700001** to transact the following business:

### **SPECIAL BUSINESS:**

1. To approve the re-appointment of **Mr. Ashish Lodha**, (DIN: 07615970) as an Independent Director of the Company for a second term of five consecutive years and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Schedule IV, Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or reenactment thereof for the time being in force) , and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulation') as amended from time to time, and based the recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Mr. Ashish Lodha** (DIN 07615970), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from 1<sup>st</sup> September, 2021 who meets the criteria of independence and is enrolled with independent director data bank vide registration No. IDDB-DI-202002-012980 be and is hereby re-appointed as an Independent Director of the Company, to hold office for a period of five years with effect from 1<sup>st</sup> September, 2021 up to 30<sup>th</sup> August, 2026."

**"RESOLVED FURTHER THAT**, the Company Secretary of the Company, be and are hereby authorized to take this agenda to the Board of Directors and the Shareholders for seeking their approval and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By order of the Board  
for, ASL Industries Limited

SD/-  
Ankit Goyal  
Managing Director and CFO

Date: October 06, 2021  
Place: Jamshedpur



## Notes:

An Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Business under Item No. 1 is annexed hereto.

1. A member entitled to attend and vote at the EGM is entitled to appoint a proxy/ proxies to attend and vote instead of himself/ herself. such a proxy / proxies need not be a member of the company. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company.
2. Corporate members intending to send their authorised representatives to attend the EGM are requested to send certified copy of Board Resolution of the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the Proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the EGM. A Proxy form is attached herewith.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting, a member entitled to be inspecting the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members/Proxies/authorized representative should bring the duly filled Attendance Slip enclosed herewith to attend the EGM.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the EGM.
7. The Register of members and share transfer books shall be closed from **22<sup>nd</sup> Day of October, 2021 to 30<sup>th</sup> Day of October 2021** (both days inclusive) for the purpose of EGM.
8. Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents- M/s. KFIN Technologies Private Limited (Formerly known as Karvy Fintech Private Limited), Selenium Tower-B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032.
9. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the EGM.
10. Members who have not registered their phone number and email address so far are requested to register their email ids for receiving all correspondence from the Company electronically.
11. Members are requested to note that trading in securities of the Company are compulsorily in dematerialized form only. Hence members who are yet to dematerialize their shares are advised to do so.
12. Members may also note that the Notice of the EGM will also be available on the Company's website <http://www.aslindustries.in> for their download.
13. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Agreement SEBI (Listing



Obligations and Disclosure Requirements) Regulations, 2015 the Company has provided a facility to the members to exercise their votes electronically through the remote electronic voting services, facility arranged by **KFin Technologies Private Limited** (Formerly known as Karvy Fintech Private Limited).





14. Voting at EGM: The Company will make necessary arrangements with regard to voting at the Venue. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
15. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the EGM. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the EGM shall be treated as invalid.
16. The remote e-voting period commences on **27<sup>th</sup> October, 2021 (09:00 a.m.) and ends on 29<sup>th</sup> October, 2021 (5:00 p.m.)**, during this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **22<sup>nd</sup> October, 2021** may cast their vote by remote e-voting. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
17. **M/s. Shikha Naredi & Associates**, represented by **CS Shikha Naredi**, Practicing Company Secretary (Membership No.43824 C.P. No. 16103) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer will submit, not later than 2 days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by her in writing, which shall countersign the same and declare the result of the voting forthwith.
18. The result of the e-voting along with the scrutinizer's report shall be declared by the Chairman and will be placed in the Company's website and in the website of KFINTECH, within two (2) days of passing of the resolution the EGM of the Company. The results will also be communicated to the Stock Exchange where the shares of the Company are listed.

#### **Instruction for e-voting:**

1. The process and manner for remote e-voting and joining and voting at the EGM are explained below:
  - Step 1 : Access to Depositories (CDSL and NSDL) e-voting system in case of individual Members holding shares in demat mode.
  - Step 2 : Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

Details on Step 1 are mentioned below:

**D) Login for remote e-voting for Individual Members holding equity shares in demat mode.**

Type of Member	Login Method
<p><u>Individual Members holding securities in demat mode with NSDL</u></p>	<p><b>Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-services website of NSDL <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile.</li> <li>2. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.</li> <li>3. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</li> <li>4. Click on company name i.e. ‘ASL Industries Limited or e-voting service provider i.e. KFin.</li> <li>5. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period and voting during the EGM.</li> </ol> <p><b>Those not registered under IDeAS:</b></p> <ol style="list-style-type: none"> <li>1. Visit <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> for registering.</li> <li>2. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-voting website of NSDL <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a>.</li> <li>4. 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.</li> <li>5. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</li> <li>6. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>7. Click on company name i.e. ASL Industries Limited or e-voting service provider name i.e. KFin after which the Member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period and voting during the EGM.</li> <li>8. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>

<p><u>Individual Members holding securities in demat mode with CDSL</u></p>	<p><b>1. Existing user who have opted for Electronic Access to Securities Information (“Easi / Easiest”) facility:</b></p> <ol style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Click on New System Myeasi.</li> <li>iii. Login to Myeasi option under quick login.</li> <li>iv. Login with the registered user ID and password.</li> <li>v. Members will be able to view the e-voting Menu.</li> <li>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</li> </ol> <p><b>2. User not registered for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> for registering.</li> <li>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ol> <p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>i. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Provide demat Account Number and PAN</li> <li>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘ASL Industries Limited’ or select KFin.</li> <li>v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</li> </ol>
<p><u>Individual Members login through their demat accounts / Website of Depository Participant</u></p>	<ol style="list-style-type: none"> <li>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</li> <li>ii. Once logged-in, Members will be able to view e-voting option.</li> <li>iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>iv. Click on options available against ASL Industries Limited or KFin.</li> <li>v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.</li> </ol>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:**

Login type	Helpdesk details
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Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

**II) Login method for e-voting for Members other than Individual’s Members holding shares in demat mode and Members holding securities in physical mode.**

- (A) Members whose email IDs are registered with the Company / Depository Participants(s), will receive an email from KFin which will include details of e-voting Event Number (EVEN), USER ID and password.

They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.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) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of 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 the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.
- v. Members would need to login again with the new credentials.
- vi. On successful login, the system will prompt the Member to select the “EVEN” i.e., ‘ASL Industries Limited - EGM’ and click on “Submit”.
- 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, a Member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A Member may also choose the option ABSTAIN. If a 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 account.
- ix. Voting has to be done for each item of the notice separately. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.
- x. A Member may then cast their 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 a Member has voted on the resolution (s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of EGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address, thereby not being in receipt of the Notice of EGM and e-voting instructions, may temporarily get their email address and mobile number submitted with KFin, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
  - ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Notice of EGM and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - iii. Alternatively, Members may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of EGM and the e-voting instructions.
  - iv. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

**Other Instructions:**

- I. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date (22<sup>nd</sup> October, 2021) only shall be entitled to avail the facility of remote e-voting.
- II. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 22<sup>nd</sup> October, 2021.
- III. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of EGM and holding shares as of the cut-off date i.e. 22<sup>nd</sup> October, 2021 may obtain the User ID and Password in the manner as mentioned below:
  - a. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD<space>E-voting Event Number + Folio No. or DP ID Client ID to +91 9212993399  
  
Example for NSDL: MYEPWD<SPACE> IN12345612345678  
Example for CDSL: MYEPWD<SPACE> 1402345612345678  
Example for Physical: MYEPWD<SPACE> XXX1234567890
  - b. If email ID of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click ‘Forgot password’ and enter Folio No. or DP ID Client ID and PAN to generate a password.





- c. Members may call KFin toll free number 1800 309 4001.
- d. Members may send an email request to: [evoting@kfintech.com](mailto:evoting@kfintech.com). If the Member is already registered with the KFin e-voting platform then such Member can use his / her existing User ID and password for casting the vote through remote e-voting.

**By order of the Board**  
for, ASL Industries Limited

SD/-  
Ankit Goyal  
Managing Director and CFO

Date: October 06, 2021

Place: Jamshedpur

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

#### **ITEM NO.1:**

Mr. Ashish Lodha was appointed as an Independent Director of the company for a period of five years (from 01-09-2016 to 30-08-2021) “first term” as per the provisions of the Companies Act, 2013.

The Nomination & Remuneration Committee after taking into account the performance evaluation, recommended to the Board that continued association as an Independent Director would be in the interest of the Company and hence the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Mr. Ashish Lodha as an Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from 1<sup>st</sup> September, 2021 and not liable to retire by rotation.

The said resolution for re-appointment of Mr. Ashish Lodha was passed by the Board of Directors in its meeting held on 24<sup>th</sup> August, 2021 and proposed for shareholders’ approval at the 30<sup>th</sup> Annual General Meeting (30<sup>th</sup> AGM) of the Company held on 25<sup>th</sup> September, 2021.

However, it may be noted that the proposed resolution was not passed due to some clerical error and was not taken on record while calculating the combined voting result of the 30<sup>th</sup> AGM.

Therefore, the Board approaches the shareholders again to pass the said resolution as a special resolution for re-appointment of Mr. Ashish Lodha as an independent Director of the Company.

Except, Mr. Ashish Lodha, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at Item No. 1 of the Notice.

The details of in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is as under.

Name of the Director	Mr. Ashish Lodha
Director Identification Number (DIN)	07615970
Date of Birth	7 <sup>th</sup> June, 1959



Date of appointment	1 <sup>st</sup> September, 2016
Qualification	Graduation, LLB
List of Membership/ Chairmanship of the Committees of other Board as on 30 <sup>th</sup> September, 2021	Member and Chairman of Audit Committee of ASL Enterprises Limited  and Member and Chairman of Nomination and Remuneration Committee of ASL Enterprises Limited
Shareholding in ASL Industries Limited	NIL
Relationship between directors inter-se	NONE
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	ASL ENTERPRISES LIMITED (Independent Director)

By order of the Board  
for, ASL Industries Limited

SD/-  
Ankit Goyal  
Managing Director and CFO

Date: October 06, 2021

Place: Jamshedpur



**FORM NO. MGT-11**  
**Proxy Form**

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

Name of the member(s):

Registered Address:

E-mail id:

Folio No. /Client id:

DP ID:

I/We .....of  
..... being the member(s) of ASL Industries Limited hereby  
appoint.....of .....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  
convened on **Saturday, 30<sup>th</sup> October, 2021 at 12:30 P.M. at 1<sup>st</sup> Floor, 7B Punwani Chambers, Kiran Shankar Roy Road  
Kolkata West Bengal- 700001** and at any adjournment thereof in respect of such resolution as is indicated below:

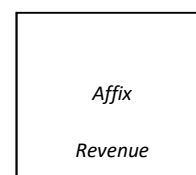
Resolution No.	Particulars	For	Against
	Special Business		
01.	Re-appointment of Mr. Ashish Lodha as Independent Director of the Company.		

Signed on this ..... day of.....2021.

Signature of Proxy holder(s).....

Signature of member: .....

Note: This form of proxy in order to be effective should  
Be duly completed and deposited at the Registered Office  
Of the Company, not less than 48 hours before the  
Commencement of the Meeting



Affix

Revenue