# 27th Annual Report 2018-19



**Ashok Alco-Chem Limited** 

# Ashok Alco-Chem Limited

**Board of Directors** 

Mr. Purab Shah (DIN: 07490952)

Executive Director & CEO

Mr. Manoj Ganatra (DIN: 00568914)

Independent Director

Mr. Sunil Shah

Non - Executive Director

(DIN: 03567415)

Mrs. Neeta Shah

(DIN: 07134947)

Non - Executive Director (Resigned w.e.f. May 29, 2019)

Mr. Shekhaar Shetty (DIN: 07824778)

Independent Director

Independent Director

Mrs. Hina Shah (DIN: 08335130)

(Appointed w.e.f. February 12, 2019)

**Chief Financial Officer** 

Mr. Vaize Ahmed Kampli

(appointed w.e.f. August 14, 2018)

Company Secretary & Compliance Officer

Ms. Seema Gangawat

**Auditors** 

R. A. Maru & Associates

Chartered Accountants, Mumbai

**Registered Office** 

104, Venkatesh Chambers, 1st Floor,

GhanshyamTalwatkar Marg, Fort, Mumbai – 400 001.

CIN: L24110MH1992PLC069615 Tel. No.: 022-61446900 / 01

Email: secretarial@ashokalcochem.com Website: http://www.ashokalcochem.com

Plant

Plot No. A-22/2/1, Mahad Industrial Area, Village Kamble, Mahad - 402 301.

Dist: Raigad, Maharashtra.

Registrar & Share Transfer Agent LINK INTIME INDIA PVT. LTD.

C 101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai 400 083

Tel No: +91 22 49186000 Fax: +91 22 49186060

Email: rnt.helpdesk@linkintime.co.in

**Bankers** 

IDBI Bank Ltd.

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# **NOTICE**

**NOTICE** is hereby given that the Twenty Seventh Annual General Meeting of the Members of Ashok Alco-Chem Limited will be held on Saturday, September 28, 2019 at 11.00 a.m. at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Oricon House, 6<sup>th</sup> Floor, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai – 400 001, to transact the following business:

# **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors' thereon.
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Auditors' thereon.
- 2. To declare a dividend of Re. 1/- per equity share for the financial year ended March 31, 2019.
- 3. To appoint a Director in place of Mr. Sunil Shah (DIN:03567415) who retires by rotation and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

# 4. Re-appointment of Mr. Purab Shah (DIN: 07490952) as an Executive Director & CEO

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:** 

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other consents and permissions, as may be required under law, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Purab Shah (DIN: 07490952) as an Executive Director and Chief Executive Officer (hereinafter" Executive Director & CEO") of the Company for further period of one year w.e.f. April 19, 2019 on such terms and conditions, including remuneration, as set out under the agreement executed by and between the Company and Mr. Purab Shah.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Purab Shah, including annual performance increments/incentives, as set out under the aforesaid agreement shall be within the limits as prescribed under Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits during the currency of tenure of Mr. Purab Shah as Executive Director & CEO of the Company, the remuneration be paid to Mr. Purab Shah as per the terms of the agreement shall be minimum remuneration, subject to requisite approval, if any.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regards, as the Board in its absolute discretion may deem necessary or desirable for giving effect to this Resolution."

# 5. Re-appointment of Mr. Manoj Ganatra (DIN: 00568914) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules,

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2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. Manoj Ganatra (DIN: 00568914), who was appointed as an Independent Director at the 22<sup>nd</sup> Annual General Meeting of the Company to hold office upto September 25, 2019, and who is eligible for re-appointment and has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose re-appointment is recommended by the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years commencing from September 26, 2019 upto September 25, 2024, not liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

#### 6. Appointment of Mrs. Hina Shah (DIN:08335130) as an Independent Director

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:** 

"RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Hina Shah (DIN:08335130) who was appointed as an Additional Director (Category -Non - Executive, Independent) of the Company by the Board of Directors effective February 12, 2019 and whose re-appointment is recommended by the Nomination and Remuneration Committee, be and is hereby appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a period of three consecutive years with effect from February 12, 2019.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

# 7. Re-appointment and Payment of Remuneration to Cost Auditors

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:** 

"RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company ratifies the re-appointment of M/s. N. Ritesh & Associates, Cost Accountants (Firm Registration No. R100675), as the Cost Auditors of the Company at the remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and out-of-pocket expenses payable at actual, to conduct the audit of cost records maintained by the Company relating to "Chemical Division" for the financial year 2019-20.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

# 8. Sale, Transfer or Disposal off Manufacturing Undertaking of the Company

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

"RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to other approvals, consents and permissions being obtained from the appropriate statutory/regulatory authorities to the extent applicable and



necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell, transfer, dispose off or otherwise deal with the Chemical Division / Manufacturing Undertaking (whether whole or part) of the Company, including the (i) Plant situated at Plot No. A-22/2/1, Mahad Industrial Area, Village Kamble, Mahad, Dist. Raigad, Maharashtra (Plant), together with all identified movable and immovable assets, *inter alia*, comprises of land & building, plant & machinery, capital work-in-progress, laboratory equipment's, computers and printers, furniture & fixtures, office equipment's, engineering stores spares inventory along with transfer of all licenses in relation to the plant but excluding its brand name and liabilities and (ii) Residential colony situated at plot no BH-34 in the residential zone of Mahad Industrial Area, Mahad, Maharashtra (collectively, (i) and (ii) will be referred to as the "Identified Assets"), by way of asset transfer on 'as is where is basis' to M/s Yellowstone Chemicals Private Limited ("Buyer") for a total consideration of Rs. 18,00,00,000/- (Rupees Eighteen Crores only) plus applicable taxes, and on such terms and conditions stated under the Asset Purchase Agreement dated August 14, 2019 executed by and between the Company and the said Buyer and on such further terms and conditions as may be agreed to by the Board, in its absolute discretion, deem fit and appropriate.

**RESOLVED FURTHER THAT** in the event that the proposed sale does not materialize, the Board be and is hereby authorized to enter into negotiation with any other buyer(s) and sell, transfer, dispose off or otherwise deal with the Identified Assets by way of asset transfer or slump sale as a going concern or on 'as is where is basis' or in any other manner as the Board may deem fit to one or more transferees in single or multiple transactions, for such consideration, and in such manner, and on such other terms and conditions, as the Board may in its absolute discretion deem fit and appropriate in the best interest of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolutions including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale, transfer and disposal off the Undertaking as they may in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors or Key Managerial Personnel of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments."

# 9. Alteration in Object Clause of the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s), consent(s), permissions and sanctions, if any, from the Registrar of Companies, Mumbai, Maharashtra and/or any other appropriate authority(ies), the approval of the Company be and is hereby accorded for effecting the following modifications, additions, deletion or amendments in the existing Memorandum of Association of the Company:-

#### (I) Addition of sub-clause (1A) after the existing sub-clause (1) in the Clause III(A) of the Memorandum of Association:

- (1A) To purchase, buy, sell, lease, acquire, hire, rent, hold or exploit mines, mining lease, mining license, mining rights, mining claims and metaliferrous lands and to explore, search, work, exercise, develop, treat, fine and turn to account ores, all sorts of major and minor minerals and all kinds of minerals, mineral extract, processed minerals, mineral derivatives, subsoil minerals, by products and similar other products and to crush, quarry, smelt, calcine, refine, process, dress, preserve, amalgamate, manufacture, manage, manipulate and prepare for market ore, metal and mineral substances of all kinds and to carry on metallurgical operations in all its branches and to trade, import, export, buy, sell and deal in all kinds of minerals and ores.
- (II) <u>To alter the title of Clause III(B) of the Memorandum of Association to</u>: "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:-"
- (III) To Delete the Clause III(C) i.e. Other Objects containing sub-clause (27) to (38) (both inclusive) of the Memorandum of Association:

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**RESOLVED FURTHER THAT** Mr. Purab Shah, Executive Director & CEO and/or Mr. Sunil Shah, Director and / or Ms. Seema Gangawat, Company Secretary & Compliance Officer of the Company be and is hereby authorized to sign and file necessary Form MGT-14 with the Registrar of Companies, Mumbai, Maharashtra and to submit the altered copy of the Memorandum of Association with the Stock Exchange and any other authority(ies) and to do all such acts, deeds or things as may be deemed necessary to give effect to this resolution."

For and on behalf of the Board

Sd/-Seema Gangawat Company Secretary & Compliance Officer

Place: Mumbai Date: August 14, 2019

#### **Registered Office:**

CIN: L24110MH1992PLC069615 104, Venkatesh Chambers, 1<sup>st</sup> Floor, Ghanshyam Talwatkar Marg, Fort, Mumbai – 400 001.

Tel: 022-61446900/01 Email: secretarial@ashokalcocl

Email: <u>secretarial@ashokalcochem.com</u> Website: <u>www.ashokalcochem.com</u>

#### NOTES:

1) The explanatory statement pursuant to section 102 of the Companies Act, 2013 ("the Act") with respect to aforementioned item nos. 4 to 9 forms part of this Notice.

The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are annexed as "Annexure-1".

2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY (IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Members are requested to note that a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the AGM.

- 3) Corporate Members intending to send their authorized representatives to attend the meeting pursuant to section 113 of the Act, are requested to send to the Company, a certified copy of the relevant board resolution together with the specimen signature(s) of the representative(s) who are authorized to attend and vote on their behalf at the AGM.
- 4) In case of joint holders attending the AGM, 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.
- 5) The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, September 25, 2019 to Saturday, September 28, 2019.



- 6) The dividend, if declared, at the AGM, will be paid on or after Saturday, September 28, 2019:-
  - to those Members holding shares in physical form, whose names appear on the Register of Members of the Company on close of business hours on Saturday, September 21, 2019 ("Record Date");
  - in respect of the shares held in dematerialized form, the dividend will be paid to the Members whose names are furnished by the National Securities Depository Limited and the Central Depository Services (India) Limited as the beneficial owners as at the close of business hours on Saturday, September 21, 2019 ("Record Date").
- 7) The Company will disburse the dividend vide ECS/NECS to those shareholders whose requisite particulars are available and to other shareholders vide dividend warrants. The intimation of dividend payout/dispatch will be sent within the statutory period.
- 8) In accordance with SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 & BSE Circular No LIST/COMP/15/2018-19 dated July 5, 2018, the Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, permanent account number (PAN), bank mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their respective Depository Participants (DP) in case theshares are held by them in Demat form and to the Company's Registrars and Transfer Agents ("RTA") viz. Link Intime India Pvt. Ltd in case the shares are held by them in physical form.

The address of Company's RTA is as follows:

#### M/s. Link Intime India Pvt. Ltd.,

C-101, 247 Park,

L. B. S. Marg, Vikhroli (West),

Mumbai-400 083.

Phone: Tel - 022-49186000 Fax- 022-49186060

E-mail: rnt.helpdesk@linkintime.co.in

- 9) SEBI has mandated the transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) effective from April 1, 2019. Accordingly, requests for physical transfer of securities of listed entities shall not be processed from April 1, 2019 onwards. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialise their holdings.
- 10) Members, Proxies and Authorized Representatives are requested to bring, the attendance slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/Folio No., along with their copy of the Annual Report at the time of attending the meeting. Please note that Annual Report copies shall not be available/distributed at the AGM venue.
- 11) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA Link Intime India Pvt. Ltd, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
- 12) Members desirous of seeking any information with regard to the accounts and operations of the Company, are requested to address their queries to the Company at least seven days in advance of the Meeting so that the information required can be readily available at the Meeting.
- 13) Pursuant to SEBI Circular No. D&CC/FITTC/CIR-15/2002 dated 27.12.2002 all the work related to share registry in terms of both physical and electronic are being done by the Company's RTA M/s. Link Intime India Pvt. Ltd. Therefore, Members are requested to send their communication directly to them in future.

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- 14) Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the registered office of the Company on all working days between 11 a.m. to 4.00 p.m. except Saturday, Sunday and public holidays upto the date of the AGM.
- 15) The Notice of the 27<sup>th</sup> AGM along with the Annual Report 2018-19 are being sent through the electronic mode to Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the Annual Report. For Members, who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may also note that Annual Report for the financial year ended March 31, 2019 including Notice of the 27<sup>th</sup> AGM is also available on the Company's website at <a href="http://www.ashokalcochem.com/InvestorUpdate.html">http://www.ashokalcochem.com/InvestorUpdate.html</a>
- 16) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Company's RTA Link Intime India Pvt. Ltd. in case the shares are held by them in physical form.
- 17) As per the provisions of section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to the Company's RTA M/s. Link Intime India Pvt. Ltd., Members holding shares in electronic form may submit the same to their respective DP.
- 18) Unclaimed Dividend details are available on website http://www.ashokalcochem.com/InvestorUpdate.html
- 19) The route map showing directions to reach the venue of the 27<sup>th</sup> AGM is annexed to this Notice.
- 20) Voting through electronic means:
  - I. In compliance with provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and the provisions of Regulation 44 of SEBI LODR Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited ("NSDL") on all resolutions set forth in this notice, through remote e-voting. The instructions for e-voting are given herein below.
  - II. The facility for voting through ballot paper shall be made available at the venue of the AGM 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.
  - III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - IV. The Board of Directors has appointed M/s. Jay Mehta & Associates, Company Secretaries (Certificate of Practice No. 8694) as the Scrutinizer to scrutinize the remote e-voting process as well as voting at AGM in a fair and transparent manner.
  - V. The details of the process and manner for remote e-voting are explained herein below:

# How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>

Step 2: Cast your vote electronically on NSDL e-Voting system.



# **Details on Step 1 is mentioned below:**

#### How to Log-in to NSDL e-Voting website?

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
  - Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- 4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12************ then your user ID is 12************************************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- 5. Your password details are given below:
- a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address.

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- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

#### **Details on Step 2 is given below:**

# How to cast your vote electronically on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3. Select "EVEN" of company for which you wish to cast your vote.
- 4. Now you are ready for e-Voting as the Voting page opens.
- 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to <a href="mailto:jaymehtaandassociates@gmail.com">jaymehtaandassociates@gmail.com</a> with a copy marked to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a> to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a> or call on toll free no.: 1800-222-990 or send a request at <a href="evoting@nsdl.co.in">evoting@nsdl.co.in</a>

# **Other Instructions**

- i) The remote e-voting period commences on Wednesday, September 25, 2019 (9:00 am) and ends on Friday, September 27, 2019 (5:00 pm). During this period, Members holding shares either in physical form or in dematerialized form, as on Saturday, September 21, 2019, i.e. cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (ii) The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper
- (iii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing user ID and password for casting the vote.