

# Akashdeep Metal Industries Limited

CIN: L28998DL1983PLC017150

**Registered Office:**  
14, Dayanand Vihar, Backside Ground Floor  
Vikas Marg Extn, Delhi-110092  
Tel: +91-11-43011038  
Email: info.akashdeep14@gmail.com  
Website: www.akashdeepmetal.in

January 16<sup>th</sup>, 2023

To,  
**Department of Corporate Services**  
**BSE Limited**  
P J Towers, Dalal Street,  
Fort, Mumbai -400001

Scrip Code: 538778

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, please find enclosed the Postal Ballot Notice together with the Explanatory Statement, seeking approval of the members of the Company.

In compliance with the provisions of MCA Circulars, this Postal Ballot Notice is being sent by email to all the Members, whose name appears in the Register of Members/List of Beneficial Owners maintained by the Depositories as on cut-off date i.e., Friday, 13<sup>th</sup> January, 2023 for seeking approval of members of the company.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide remote e-voting facility to its members. The remote e-voting shall commence from Wednesday, January 18<sup>th</sup>, 2023 at 9:00 a.m. (IST) and end on Thursday, February 16<sup>th</sup>, 2023 at 5:00 p.m. (IST).

We request you to take the same on your records.

**For AKASHDEEP METAL INDUSTRIES LIMITED**

ISHA  
AGAR  
WAL

Digitally  
signed by ISHA  
AGARWAL  
Date:  
2023.01.16  
13:28:25  
+05'30'

**Isha Agarwal**

**M.No.-A25763**

**Company Secretary & Compliance Officer**

**Enc: a/a**

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## POSTAL BALLOT NOTICE

**[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ('the Act'), alongwith with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 and 3/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") (including any statutory modification, amendment or re-enactment thereof for the time being in force), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Act, rules, circulars and notifications issued thereunder and pursuant to the other applicable laws and regulations, that the resolutions appended herewith are proposed to be passed by the Members of the Company by means of postal ballot only by voting through electronic means (remote e-voting).

The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions of the Act read with the applicable Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

Due to difficulty in dispatch of the Notice along with the Explanatory Statement and Postal Ballot Form by post or courier, on account of threat posed by COVID- 19 pandemic situation and as permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. In compliance with Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolutions through remote e-voting facility only. Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company has appointed M/s Kumar Sanjay & Co., Company Secretaries, having PRN.2639, as the Scrutinizer for conducting the Postal Ballot process (through remote e-voting) in a fair and transparent manner.

The Members are requested to carefully read the instructions printed in this Notice and follow the same for voting. Please note that the option to send physical Postal Ballot Form has been dispensed with in view of MCA Circulars.

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with the Rule 20 and 22 of the said Rules and Regulation 44 of the Listing Regulations, the Company is providing e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of NSDL to enable the Members to cast their votes electronically.

The remote e-voting period commences from IST 09:00 a.m. on Wednesday, January 18<sup>th</sup>, 2023 and ends at IST 05:00 p.m. on Thursday, February 16<sup>th</sup>, 2023. The Scrutinizer will submit its report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before IST 05:00 p.m. on Saturday, February 18<sup>th</sup>, 2023. The said results along with the Scrutinizer's Report will be displayed at BSE Limited, where the equity shares of the Company are listed.

Additionally, the results will also be uploaded on the Company's website [www.akashdeepmetal.in](http://www.akashdeepmetal.in) and on the website of NSDL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

### **SPECIAL BUSINESS**

#### **ITEM NO.1 TO CONSIDER THE NAME CHANGE 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 4,5, 13,14 and 15 of the Companies Act 2013 (“Act”) and rules made thereunder and other applicable provisions, if any, of the Act, including any statutory modification or re-enactment thereof for the time being in force, Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015, the Memorandum of Association and Articles of Association of the Company and subject to the approval, consent, sanction and permission of the Central government, Ministry of Corporate Affairs, Stock Exchange, and any other appropriate Regulatory and Statutory Authorities, as may be necessary, consent of the Members of the company be and is hereby accorded for change of name of the Company from **“Akashdeep Metal Industries Limited” to “Kalyan Capitals Limited”**.

**RESOLVED FURTHER THAT** upon issuance of the fresh Certificate of Incorporation by the Registrar of Companies consequent upon change of Name, the Memorandum of Association and the Articles of Association, and other relevant documents shall stand altered as below:

Clause I (Name Change) of Memorandum of Association of the Company and wherever appearing in the Articles of Association and other relevant documents, papers and places as

applicable, the name “**Akashdeep Metal Industries Limited**” will be substituted with the new name “**Kalyan Capitals Limited**”.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized, to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute deeds, applications, documents, papers and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to above resolution.”

**ITEM NO. 2: ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013**

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 4 and Section 13 along with such other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or reenactment(s) thereof, for the time being in force), read with the Companies (Incorporation) Rules, 2014 and in accordance with the Table A of the Schedule I of the Act, the new set of Memorandum of Association which are in line with the Companies Act, 2013 be and are hereby approved and adopted in substitution of the existing Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** any director of the Company be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, desirable or expedient to give effect to the aforesaid resolution.”

**ITEM NO. 3: ADOPTION OF NEW SET OF ARTICLE OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013**

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 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and read with rules made there under consent of the members be and are hereby accorded to adopt new set of Articles of Association in place of existing Articles of Association of the Company in accordance with the Table F of the Schedule I of the Act, 2013.

**RESOLVED FURTHER THAT** any director of the Company be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, desirable or expedient to give effect to the aforesaid resolution.”

**For and on behalf of the Board of Directors  
Akashdeep Metal Industries Limited**

**Sd/-  
Isha Agarwal  
Company Secretary & Compliance Officer  
Membership No.: A25763**

**Date: 11.01.2023**

**Place: Delhi**

**Notes:**

a) The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, stating all material facts and reasons for the proposed resolution(s) set out above is annexed hereto and forms part of this Postal Ballot Notice ("Notice").

b) The Postal Ballot is being conducted in compliance with all applicable provisions of the Act and rules made there under read with Circulars issued by the Ministry of Corporate Affairs ("MCA").

c) On account of the threat posed by COVID-19 and in line with the MCA circular and SEBI relaxations in this regard, the Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ Depository Participant and expresses its inability to dispatch the physical copy of Notice along with Postal Ballot Form and pre-paid business envelope to the Members. Accordingly, Members can vote only through the remote e-voting process.

d) A person whose name is recorded in the Register of Members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e., January 13<sup>th</sup>, 2023 ("Cut Off date") only shall be entitled to avail the facility of e-voting.

c) In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the MCA Circulars, the Company is pleased to offer remote e-Voting facility to its shareholders to vote on the resolution. For this purpose, the Company has entered into an agreement with NSDL (National Securities Depository Limited) for facilitating remote e-voting to enable the Shareholders to cast their votes electronically.

d) Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on Friday, January 13<sup>th</sup>, 2023 i.e., "the cut-off date".

e) The e-voting shall commence on 09:00 a.m. on Wednesday, January 18<sup>th</sup>, 2023 and ends at IST 05:00 p.m. on Thursday, February 16<sup>th</sup>, 2023.

f) Once the vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.

g) Mr. Sanjay Kumar of M/s Kumar Sanjay & Co., Company Secretaries, having PRN.2639 has been appointed as Scrutinizer for conducting the Postal Ballot in accordance with the law in a fair and transparent manner.

h) Members may note that this Postal Ballot Notice will also be available on the website of the Company viz., [www.akashdeepmetal.in](http://www.akashdeepmetal.in) and on the website of National Securities Depositories Limited (NSDL): [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be available on the websites of the Stock Exchange at [www.bseindia.com](http://www.bseindia.com).

i) All documents referred to in this Notice will be available for inspection electronically until the last date of e-Voting i.e., Thursday, February 16<sup>th</sup>, 2023. Shareholders seeking to inspect such documents can send an email to [info.akashdeep14@gmail.com](mailto:info.akashdeep14@gmail.com).

j) In support of the “Green Initiative” members of the Company are requested to register their e-mail I’d with Company by making a specific request quoting their Folio No. /Client ID & DP ID to the Company or to Registrar and Transfer Agent (RTA).

k) Members are requested to kindly mention their DP ID and Client Id number in all their correspondence with the Company’s Registrar in order to reply to their queries promptly.

l) The Scrutinizer will submit his report to the Chairman or any person duly authorised by him. The Chairman will, or in his absence, any Director duly authorised by the Chairman, will announce the results of Voting by Postal Ballot on or before 18.02.2023. The last date specified by the Company for e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority. The Scrutinizer’s decision on the validity of the votes cast through Postal Ballot shall be final. The Results along with Scrutinizer’s Report of the Postal Ballot will be displayed at the Registered Office, placed on the Website of the Company i.e., [www.akashdeepmetal.in](http://www.akashdeepmetal.in) and on the website of NSDL i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall simultaneously be intimated to the Stock Exchange on which the shares of the Company are listed.

m) Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.

n) Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means are as under:

<b>Company</b> Mrs. Isha Agarwal Company Secretary & Compliance Officer Tel: +91-11-43011038 E- mail: <a href="mailto:info.akashdeep14@gmail.com">info.akashdeep14@gmail.com</a>	<b>Registrar and Share Transfer Agent</b> Indus Portfolio Private Limited Tel: +91 -11-47671200 E-mail id: <a href="mailto:ippl@indusinvest.com">ippl@indusinvest.com</a>
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**The instructions of Shareholders for Remote E-Voting of Postal Ballot Process are as under:**

The remote e-voting period begins on Wednesday, January 18<sup>th</sup>, 2022 and ends at IST 05:00 p.m. on Thursday, February 16<sup>th</sup>, 2023. The remote e-voting module shall be disabled by

NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e., January 13<sup>th</sup>, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Record Date.

**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: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.  If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> . Select



“Register Online for IDeAS Portal” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.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 i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

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 Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
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

	<p>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. 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.</p> <ol style="list-style-type: none"> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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., NSDL and CDSL.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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: <https://www.evoting.nsdl.com/> 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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 <https://eservices.nsdl.com/> 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. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 [kscoffcstaff@gmail.com](mailto:kscoffcstaff@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) 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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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.akashdeep14@gmail.com](mailto:info.akashdeep14@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [info.akashdeep14@gmail.com](mailto:info.akashdeep14@gmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **EXPLANATORY STATEMENT**

*(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)*

### **Item No. 1**

At the Board meeting held on 12<sup>th</sup> day of December, 2022, the Board of Directors of the Company had approved the proposal for change of name of the Company from “**Akashdeep Metal Industries Limited**” to “**Kalyan Capitals Limited**”, subject to the approval of Central Government, the Members of the company and other relevant statutory and Regulatory authorities.

The Registrar of Companies has approved the availability of the desired name i.e., “**Kalyan Capitals Limited**”, vide their approval letter dated January 05<sup>th</sup>, 2023. The provisions of the Companies Act, 2013 and rules made thereunder requires the Company to obtain approval of Members by a Special Resolution for effecting change in the Company name and consequential alteration in the Memorandum and the Articles of Association.

The proposed change of name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders and would be subject to approval of Ministry of Corporate Affairs.

Pursuant to Regulation 45 of the SEI3I (listing Obligations and Disclosure Requirements) Regulations, 2015 the Certificate from the Practicing Chartered Accountant stating compliance with conditions provided in Sub-regulation (1) has been attached as annexure to the Notice for the reference to the members.

The Board recommends the Special Resolution as set out at Item No. 1 of this Notice, for the approval of the Members.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 1 of the Notice except to the extent of their shareholding in the Company, if any.

### **Item No. 2 & 3**

The existing Memorandum of Association and Articles of Association of the Company, based on the Companies Act, 1956 are no longer in conformity with the 2013 Act. With the coming into force of 2013 Act, several regulations of AOA & MOA require alteration/deletion. Given this position, it is considered expedient to adopt a new set of Articles of Association and Memorandum of Association (primarily based on Table F & Table A set out under Schedule I to the Companies Act, 2013) in place of existing MOA & AOA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

As per the provisions of Section 13 & 14 of the Companies Act, 2013, a special resolution has to

be passed by the members of the Company for adoption of amended and restated MOA & AOA of the Company.

The Board recommends the Special Resolution as set out at Item No.2 &3 of this Notice, for the approval of the Members.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 2 & 3 of the Notice except to the extent of their shareholding in the Company, if any.





**T.K GUPTA & ASSOCIATES**

CHARTERED ACCOUNTANTS

4228/1 ANSARI ROAD, DARYA GANI,

NEW DELHI - 110002

Tel. : +91(011)- 45674006, 23264006,

43540898, 23269898

Website : [www.tkguptoassociates.com](http://www.tkguptoassociates.com)

E-mail : [tkga@tkguptoassociates.com](mailto:tkga@tkguptoassociates.com)

**Certificate No. TKG/MISC/201/2022-23**

**Practitioner's Report for SEBI**

To,

BSE Limited,

Phiroze Jeejeebhoy Towers

25th Floor, Dalal Street,

Mumbai-400001

Scrip Code: 538778

**Independent Practitioner's Report on the Statement of Regulation 45 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the Financial Year 2022-23.**

1. This report is issued in accordance with the terms of our engagement letter dated 11/01/2022.

➤ **Management's Responsibility for the Statement**

2. The preparation of the Statement **Annexure -A** is the responsibility of the Management of **AKASHDEEP METAL INDUSTRIES LIMITED** including the preparation and maintenance of all accounting and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

➤ **Practitioner's Responsibility**

3. We conducted our reference to our application for BSE In-Principle Approval for the name change of the Company from "Akashdeep Metal Industries Limited" to "Kalyan Capitals Limited" and with reference to the Regulation 45 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015. It is our responsibility to provide a reasonable assurance whether the company had complied with the following conditions as mentioned in Sub-Regulation (1) of Regulation 45 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015.

1. The Company has not Change the Name of the Company in Last 1 Year.





2. At least 50% of the total revenue in the preceding 1-year period has been accounted for by the new activity suggested by the new name
3. The amount invested in the new activity/project is at least 50% of the assets of the Company.
  
4. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

➤ **Opinion**

5. Based on our examination, as above, we are of the opinion that:
  1. The Company has not Change the Name of the Company in Last 1 Year.
  2. At least 50% of the total revenue in the preceding 1-year period has been accounted for by the new activity suggested by the new name
  3. The amount invested in the new activity/project is at least 50% of the assets of the Company.

**For T.K. Gupta & Associates**  
**Chartered Accountants**

FRN. :011604N



**CA KRITI BINDAL**  
**(PARTNER)**

**Place: New Delhi**

**Date: 11/01/2023**

**M. No. 516627**

**UDIN: 23516627BGXSJA8132**