

# 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

## 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 Saturday, December 17<sup>th</sup>, 2022 and ends at IST 05:00 p.m. on Monday, January 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 Wednesday, January 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 SUB-DIVISION OF EQUITY SHARES HAVING THE FACE VALUE OF RS. 10/- PER SHARE TO RS. 2/- PER SHARE**

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

**“RESOLVED THAT** pursuant to provisions of Section 61(1)(d) and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate statutory authority(ies), approval of the members of the Company be and is hereby accorded for sub-division of 1 (One) Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten only) each fully paid up into 5 (Five) Equity Shares having a face value of Rs. 2/- (Rupees Two only) each fully paid up on such date as may be fixed by the Board of Directors of the Company for this purpose (hereinafter referred to as **“Record Date”**).

**RESOLVED FURTHER THAT** pursuant to the sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of 1(One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each shall stand sub-divided into 5 (Five) Equity Shares having a face value of Rs. 2/- (Rupees Two only) each existing on the Record Date and shall rank

pari-passu in all respects with each other and carry the same rights as to the existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each of the Company.

**RESOLVED FURTHER THAT** upon the sub-division of the Equity Shares as aforesaid, the Share Certificates in respect of the existing Equity Shares of face value of Rs. 10/- held in physical form, if any shall be deemed to have been automatically cancelled and be of no effect from the record date and thereon the Company may without requiring the surrender of the existing share certificates credit the new Equity Shares or issue new Equity Share Certificates, as the case may be, in accordance with the applicable provisions of the SEBI Regulations within the period prescribed and that in case of Equity Shares held in Dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

**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: ALTERATION OF CLAUSE V I.E. CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION CONSEQUENT UPON SUB-DIVISION OF EQUITY SHARES OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, and rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approval(s)/consent(s) as may be required from the concerned Statutory/Regulatory Authority(ies), the approval of the members of the Company be and is hereby accorded to substitute the existing ‘Clause V’ of the Memorandum of Association of the Company relating to Capital by substituting with the following:

***“V. The Authorised Share Capital of the Company is Rs. 11,51,00,000/- (Rupees Eleven Crores and Fifty-One lakhs only) divided into 57550000 (Five Crores Seventy-Five Lakhs and Fifty Thousand only) Equity Shares having face value of Rs.2/- (Rupees Two).”***

**RESOLVED FURTHER THAT** for the purpose of the giving effect to this resolution, the Board of Directors of the Company 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 do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

**ITEM NO. 3: APPOINTMENT OF MR. SUNIL KUMAR MALIK (DIN:00143453) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder, and Regulation 17 and other applicable regulations & provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sunil Kumar Malik (DIN: 00143453), who was appointed as an Additional Director in the capacity of Non-Executive & Non-Independent by the Board of Directors of the Company with effect from December 12<sup>th</sup>, 2022 and pursuant to Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a board member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non Independent Director of the company liable to retire by rotation under the provisions of the Articles of Association of the Company.”

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

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

**Date: 12.12.2022  
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., December 09<sup>th</sup>, 2022 ("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, December 09<sup>th</sup>, 2022 i.e., "the cut-off date".

e) The e-voting shall commence on ***Saturday, December 17<sup>th</sup>, 2022 at 9:00 a.m. IST*** and end on ***Monday, January 16<sup>th</sup>, 2023 at 5:00 p.m. IST***.

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., Monday, January 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 18.01.2023. 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 Saturday, December 17<sup>th</sup>, 2022 at 09:00 a.m. and ends on Monday, January 16<sup>th</sup>, 2023 at 05:00 p.m. 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., December 09<sup>th</sup>, 2022, 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.

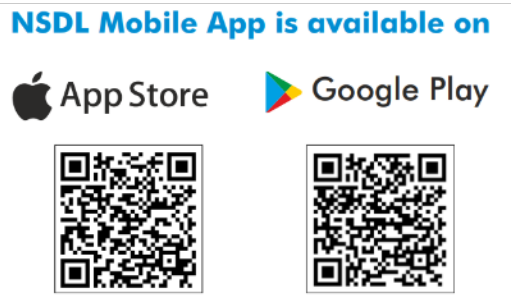
Login method for Individual shareholders holding securities in demat mode is given below:

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.



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.**

<b>Login type</b>	<b>Helpdesk details</b>
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:

<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 & 2**

The Equity Shares of your Company are listed and traded on BSE Ltd. With a view to enhance the liquidity of the Company's equity shares and to encourage the participation of small investors by making equity shares of the Company more affordable to invest in the equity shares of the Company, the Board of Directors at its meeting held on Monday 12<sup>th</sup> December, 2022 has considered and recommended the sub-division of 1 (One) Equity Share of the Company of the face value of Rs.10/- (Rupees Ten Only) each into 5 (Five) Equity Shares of the Company of face value of Rs. 2/- (Rupees Two only) each fully paid up subject to approval of the Members and other statutory and regulatory approvals, as applicable.

Presently, the Authorized Share Capital of the Company is Rs. 11,51,00,000/- (Rupees Eleven Crore and Fifty-One Lakh Only) divided into 1,15,10,000 Equity Shares of Rs. 10/- each and the paid-up share capital of the Company is Rs. 10,50,26,210/- divided into 1,05,02,621 Equity Shares of Rs. 10/- each fully paid-up.

The proposed subdivision of equity shares will not result in any change in the amount of Authorized and Paid-up share capital of the Company. The sub-division as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association ("MOA") of the Company as set out in Item No. 2 of the Postal Ballot Notice to reflect the change in face value of each Equity Share of the Company from existing Rs. 10/- (Rupees Ten only) each to proposed Rs. 2/- (Rupees Two only) each.

As per the provision of the Section 13 and 61 of the Companies Act, 2013, any alteration in the Capital clause of MOA of the Company shall be effected only after the approval of the Members by passing an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution set forth in Item no. 1 for the approval of the members as a Special Resolution and Item no. 2 as an Ordinary Resolution.

### **Item No. 3**

Mr. Sunil Kumar Malik (DIN:00143453) was appointed as an Additional Director in the capacity of Non-Executive Non-Independent w.e.f. December 12<sup>th</sup>, 2022 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company.

As per Regulation 17 (1C) of the SEBI LODR, 2015 a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013, in respect of appointment of Mr. Sunil Kumar Malik. Mr. Sunil Kumar Malik, if appointed, shall be liable to retire by rotation under Section 152 of the Companies Act, 2013 and in terms of provisions under the Articles of Association of the Company, on such terms and conditions, as may be determined by the Board from time to time.

Brief profile of Mr. Sunil Kumar Malik is set out in the "Information about Directors seeking appointment/ reappointment as mandated under the SEBI (LODR) Regulation 2015" which is annexed with the notice. The Board of Directors recommends the passing of the proposed Ordinary Resolution as set out in Item No.3 of the Notice, by members of the Company.

Except Mr. Sunil Kumar Malik, being the proposed appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

**ANNEXURE I TO THE POSTAL BALLOT NOTICE**

**Details of Directors seeking appointment pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India**

<b>S. No.</b>	<b>Details of events that need to be provided</b>	<b>Details</b>
1	Name of Director(s) & DIN	Mr. Sunil Kumar Malik (DIN:00143453)
2	Date of Birth and Age	09.05.1971, 51 years
3	Date of Appointment	12.12.2022
4	Qualifications	Graduation from Delhi University and holds Post Graduate Diplomas in Export Management
5	Expertise in specific functional areas and Experience	<p>A first-generation entrepreneur, Mr. Sunil Kumar Malik has nearly 30 years of multi-dimensional experience in the home furnishing, made-ups and export markets. He has also been extensively involved in trading of shares, commodities and currencies and has been a member of several exchanges in India.</p> <p>He has wide expertise in organization transformation, business process &amp; execution architecture, consulting services, marketing and sales reconfiguration and fund raising across various platforms.</p> <p>Mr. Sunil Kumar Malik is a co-founder of Race Eco Chain Ltd. and currently holding a position of Managing Director.</p>
6	Directorship held in Other Companies	Mr. Sunil Kumar Malik is a Managing Director in Race Eco Chain Limited and Director in following companies: -



		Vista Furnishing Limited, Gin Spin Private Limited, Anisha Exim Private Limited, Ever-Style Services Private Limited
7	Membership / Chairmanship of Committees in other Companies	Nil
8	No. of shares held	27,40,000
9	Relationship with other Directors / KMP of the Company	Mr. Sunil Kumar Malik is not related to any Director or Key Managerial Personnel of the Company.
10	No. of Board Meetings held and attended during the year (during tenure)	There was no meeting held since his appointment till the date of this Postal Ballot Notice

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

**Sd/-**

**Isha Agarwal**

**Company Secretary & Compliance Officer**

**Membership No.: A25763**

**Date: 12.12.2022**

**Place: Delhi**