

# Kalyan Capitals Limited

(formerly known as Akashdeep Metal Industries Limited)

CIN: L28998DL1983PLC017150

Corporate Office: 3<sup>rd</sup> Floor,56/33, Site IV

Industrial Area Sahibabad,

Ghaziabad-201010, Uttar Pradesh

Tel: +91-120-4543708

Email: info@kalyancapitals.com

Website: www.kalyancapitals.com

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February 12<sup>th</sup>, 2024

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,

With reference to the Postal Ballot notice dated February 09<sup>th</sup>, 2024 for seeking approval of members for certain agenda items through postal ballot process filed with the exchange today i.e. on, Monday, February 12<sup>th</sup>, 2024:

“Due to clerical error, the cutoff date was mentioned as February 06<sup>th</sup>, Tuesday instead of February 02<sup>nd</sup>, 2024, Friday.”

There are no other corrections to the Postal Ballot notice filed with the Stock Exchange today Monday, February 12<sup>th</sup>, 2024.

We request you to take the same on your records.

**For Kalyan Capitals Limited**

**Isha Agarwal**  
**Company Secretary & Compliance Officer**  
**M.No.-A25763**

**Enc: a/a**

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**Registered Office: Plaza-3, P-204, Second Floor, Central Square,20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006**

# **Kalyan Capitals Limited**

(formerly known as Akashdeep Metal Industries Limited)

CIN: L28998DL1983PLC017150

**Corporate Office:** 3<sup>rd</sup> Floor,56/33,  
Site IV, Industrial Area, Sahibabad,  
Ghaziabad-201010, Uttar Pradesh

Tel: 0120-4543708

Email: [info@kalyancapitals.com](mailto:info@kalyancapitals.com)

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

## **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 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 at its meeting held on 09th February, 2024 has appointed CS Hemant Kumar Sajnani Proprietor of M/s. Hemant Kumar Sajnani & Associates, as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are

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**Registered Office: Plaza-3, P-204, Second Floor, Central Square,20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006**

requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this postal ballot notice (“Postal Ballot Notice”) to cast their vote electronically. The remote e-voting period commences from IST 09:00 a.m. on Tuesday, February 13<sup>th</sup>, 2024 and ends at IST 05:00 p.m. on Wednesday, March 13<sup>th</sup>, 2024 failing which it will be strictly considered that no vote has been received from the shareholder. In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before Friday, March 15<sup>th</sup>, 2024 and communicated to BSE and will also be displayed on the Company's website [www.kalyancapitals.com](http://www.kalyancapitals.com) and on the website of NSDL [www.evoting.nsd.com](http://www.evoting.nsd.com).

**ITEM NO.1: REGULARIZATION OF ADDITIONAL DIRECTOR, MR. KUSHAL GUPTA (DIN: 10414379), AS A MANAGING DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution: -

**RESOLVED THAT** Mr. Kushal Gupta (DIN: 10414379), who was appointed as an Additional Director in the Board Meeting held on 28<sup>th</sup> December, 2023 under section 161 of the Companies Act, 2013, be and is hereby appointed, as a Managing Director on the Board of Directors of the company, for a period of three years w.e.f. December 28<sup>th</sup>, 2023 to December 27<sup>th</sup>, 2026 and the period of whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Kushal Gupta (DIN: 10414379), shall be as under: Salary: Rs. 1,50,000/- per month inclusive of all perquisite and allowances upto a maximum of Rs. 1,50,000/- (Rupees One lacs Fifty Thousand only) as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.

**RESOLVED FURTHER THAT** Board of Director of the Company, be and is hereby authorized to sign and execute the necessary papers, deeds, returns and other documents to be filed with the office of the Registrar of Companies, NCT of Delhi & Haryana and to do any act, deed, thing, matter, connected with the aforesaid matter or any other matter incidental or ancillary thereto.”

**ITEM NO.2: REGULARIZATION OF ADDITIONAL DIRECTOR, MRS. MAMTA GUPTA (DIN:02789086) AS AN INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution: -

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Mamta Gupta(DIN: 02789086), who was appointed as an Additional Independent Director of the company with effect from December 28<sup>th</sup>, 2023, pursuant to Section 161 of the Act and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby, appointed as an Independent Director of the company not liable to retire by rotation to hold office for a term of 5 (five) with effect from December 28<sup>th</sup>, 2023 to December 27<sup>th</sup>, 2028.”

**RESOLVED FURTHER THAT** any director of the Company, be and is hereby authorized to sign and execute the necessary papers, deeds, returns and other documents to be filed with the office of the Register of Companies, NCT of Delhi & Haryana and to do any act, deed, thing, matter, connected with the aforesaid matter or any other matter incidental or ancillary thereto.”

**Sd/-**

**Isha Agarwal**

**Company Secretary & Compliance Officer**

Membership No.: A25763

**Date: 09.02.2024**

**Place: Ghaziabad**

## **Notes:**

1. The Explanatory Statements and reasons for the proposed Special Resolutions pursuant to Section 102 read with Section 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”).
2. The Company has appointed CS Hemant Kumar Sajnani (M. No: FCS 7348 COP: 14214) Proprietor of Hemant Kumar Sajnani & Associates, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members who’s on Friday, February, 02<sup>nd</sup>, 2024 and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.11.
4. As per the MCA Circulars and SEBI relaxations on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
5. In compliance with provisions of Section 108 and Section 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 all the Members of the Company. For this purpose, the Company has entered into an agreement with National Securities and Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at [www.kalyancapitals.com](http://www.kalyancapitals.com), websites of the Stock Exchanges i.e., [www.bseindia.com](http://www.bseindia.com), and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. All the material documents referred to Explanatory Statements, shall be available for inspection through electronic mode until the last date of e-Voting i.e., Wednesday, March 13<sup>th</sup>, 2024, basis the request being sent on [info@kalyancapitals.com](mailto:info@kalyancapitals.com).
8. The Notice is being sent to all the Members, whose names appear in the Register of Members / List of Shareholders as on Friday, February, 02<sup>nd</sup>, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, February, 02<sup>nd</sup>, 2024 being the Cut-Off date fixed for this purpose.
10. The voting period will commence from Tuesday, February 13<sup>th</sup>, 2024 IST at 09:00 a.m. and end on Wednesday, March 13<sup>th</sup>, 2024, IST at 5:00 p.m. The e-voting module shall be disabled by NSDL for voting thereafter.
11. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [info@kalyancapitals.com](mailto:info@kalyancapitals.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport)

in support of the address of the Member. Members holding shares in dematerialised mode are requested to register registering the e-mail address, Members may write to info@kalyancapitals.com.

12. 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 15.03.2024. 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.kalyancapitals.com and on the website of NSDL i.e., www.evoting.nsdl.com and shall simultaneously be intimated to the Stock Exchange on which the shares of the Company are listed.
13. Once the vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
14. Subject to the receipt of requisite votes, the resolutions shall be deemed to be passed on the last date of e-voting i.e., March 13<sup>th</sup>, 2024.
15. 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:

Company Mrs. Isha Agarwal Company Secretary & Compliance Officer Tel: +91-1204543708 E-mail: info@kalyancapitals.com	Registrar and Share Transfer Agent Skyline Financial Services Private Limited Tel: +91 -11-26812682 E-mail id: admin@skylinerta.com
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#### **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

***The instructions of Shareholders for Remote E-Voting of Postal Ballot Process are as under:***

The remote e-voting period begins on Tuesday, February 13<sup>th</sup>, 2024 and ends on Wednesday, March 13<sup>th</sup>, 2024. 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., February 02<sup>nd</sup>, 2024, 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.	<p>1.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.</p> <p>2.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 “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote</p>

	<p>e-Voting period.</p> <p>4.Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>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 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> <p>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.</p> <p>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.</p>



	The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
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.com](mailto:evoting@nsdl.com) 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 [sajnanihemant09@gmail.com](mailto:sajnanihemant09@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Matre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **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@kalyancapitals.com](mailto:info@kalyancapitals.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@kalyancapitals.com](mailto:info@kalyancapitals.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.com](mailto:evoting@nsdl.com) 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**

Mr. Kushal Gupta, was appointed as an Additional Director with effect from December, 28<sup>th</sup>, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring General Meeting of the Company or within a time period of 3 months from the date of appointment whichever is earlier. Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience, and other attributes, that his induction on the Board would be of immense benefit to the company and it is desirable to avail his services as Managing Director to strengthen the management of the company.

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. Kushal Gupta, 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.

The Board of Directors recommends the passing of the proposed Special Resolution as set out in Item No.1 of the Notice, by members of the Company.

Except Mr. Kushal Gupta and his relatives, to the extent of their shareholdings, if any, none of the Director or Key Managing Personnel of the Company and their relative are in any way concerned or interested, financially or otherwise in this resolution.

### **Item No. 2**

Mrs. Mamta Gupta was appointed as an Additional Director with effect from December, 28<sup>th</sup>, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring General Meeting of the Company or within a time period of 3 months from the date of appointment whichever is earlier.

The Board is of the view that the appointment of Mrs. Mamta Gupta on the Company Board is desirable and would be beneficial to the Company. The Board of Directors recommends the Special Resolution set out at Item No. 2 of the Notice for approval of the members. Mrs. Mamta Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Except Mrs. Mamta Gupta and her relatives, to the extent of their shareholdings, if any, none of the Director or Key Managing Personnel of the Company and their relative are in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors recommends the passing of the proposed Special Resolution as set out in Item No.2 of the Notice, by members of the Company.

The details of Mr. Kushal Gupta and Mrs. Mamta Gupta in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been given in Annexure - A to this 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: 09.02.2024  
Place: Ghaziabad**

Annexure A

**Additional information on Directors being appointed as required under Regulation 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Institute of Company Secretaries of India, in the order of the items as mentioned in the Notice**

<b>Name of the Director</b>	Mr. Kushal Gupta	Mrs. Mamta Gupta
<b>Director Identification Number (DIN)</b>	10414379	02789086
<b>Father's Name</b>	Mr. Arun Kumar	Mr. Jai Prasad Bansal
<b>Date of Birth (Age in years)</b>	13.02.1990	10.03.1973
<b>Original date of appointment</b>	28.12.2023	28.12.2023
<b>Qualifications</b>	Chartered Accountant & Post Graduate	Post Graduate
<b>Brief Profile, Experience and expertise in specific functional area</b>	<p>Mr. Kushal Gupta's extensive experience of over 15 years in the finance and tax field, coupled with his Chartered Accountancy qualification obtained in 2016, reflects a strong foundation in financial expertise. His educational background includes graduation from Delhi University and post-graduation from IGNOU.</p> <p>With specialized skills in orienting taxation and finance within service, trading, and financial industries, Mr. Gupta holds a key position as the Finance Accounts Head of a Listed Company. In this role, he assumes responsibility for overseeing the</p>	<p>Mrs. Mamta Gupta Completed her B.SC (PCM) from CCS Meerut University in 1993, M.SC (Chemistry) in 1995 from University of Roorkee and M. Tech (HRDM) from University of IIT Kharagpur in 1996.</p>



	<p>overall financial and taxation aspects of the company. His contributions extend beyond routine financial management, as he actively provides valuable inputs in strategic decision-making processes.</p> <p>Given his qualifications, experience, and strategic role in a Listed Company, Mr. Kushal Gupta appears to be a seasoned professional with a comprehensive understanding of financial and tax management, making him a valuable asset to the organization.</p>	
<b>Terms and conditions of Appointment and Remuneration</b>	Mr. Kushal Gupta is appointed as Managing Director, for a period of 3 years and shall be liable to retire by rotation.	Mrs. Mamta Gupta is appointed as a Non-Executive Independent Director for a period of five years and shall not be determined by liable to retire by rotation.
<b>Remuneration last drawn /Remuneration Sought to be Paid</b>	Rs.1,50,000/- p.m.	NA
<b>No. of Board meetings attended during the financial year 2023-24</b>	NA	NA
<b>Relationship with other Directors or KMPs</b>	None	None
<b>Directorship in other Entities</b>	None	2
<b>Directorship in other listed Entities</b>	None	None
<b>Membership/Chairmanship of committees in public limited companies in India</b>	None	None
<b>Shareholding of Directors (in percentage)</b>	Nil	Nil

<p><b>In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b></p>	<p>NA</p>	<p>The role and capabilities as required in the case of an Independent Director are well defined in the Policy on Nomination, Appointment and Removal of Directors. Further, the Board has a defined list of core skills/expertise/competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mrs. Mamta Gupta and concluded that she possesses the relevant skill and capabilities to discharge the role of Independent Director.</p>
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## ANNEXURE-B

**The other Disclosures as required under Schedule V Part II Section II-Paragraph B (iv)is provided hereunder:**

### **I. GENERAL INFORMATION:**

- 1) **Nature of Industry:** Financial Services.
- 2) **Date or expected date of commencement of commercial production:** The Company was incorporated on 20.12.1983 and on receipt of commencement of business certificate on 27.12.1983, the company had since commenced its business.
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** N.A.
- 4) **Financial performance based on given indicators:** Financial performance of the Company during last three years:

Financial Parameters	Financial Year (₹ In Lakhs)		
	2022-23	2021-22	2020-21
Total Revenue	1515.18	409.43	39.45
Depreciation	30.18	19.29	8.37
Net Profit	167.63	41.62	89.07
Paid up Capital	1050.26	850.26	850.26
Earning Per Share	1.08	0.49	0.01

5) **Foreign investments or collaborations, if any:** There is no direct foreign investment in the Company except to the extent shares held. There is no foreign collaboration in the Company.

### **II. INFORMATION ABOUT THE APPOINTEE -MR. KUSHAL GUPTA:**

- 1) **Background details:** Mr. Kushal Gupta's extensive experience of over 15 years in the finance and tax field, coupled with his Chartered Accountancy qualification obtained in 2016, reflects a strong foundation in financial expertise. His educational background includes graduation from Delhi University and post-graduation from IGNOU. With specialized skills in orienting taxation and finance within service, trading, and financial industries, Mr. Gupta holds a key position as the Finance Accounts Head of a Listed Company. In this role, he assumes responsibility for overseeing the overall financial and taxation aspects of the company. His contributions extend beyond routine financial management, as he actively provides valuable inputs in strategic decision-making processes.
- 2) **Past remuneration:** Not applicable as Mr. Gupta not Getting salary as a Director/Managing Director.
- 3) **Recognition or awards-** No award or recognition received by him.

**4) Job profile and his suitability:** In his role as Managing Director, Mr. Gupta is expected to bring not only his strong financial and tax background but also valuable strategic insights gained from his previous position as Finance Accounts Head. His ability to manage overall finance and taxation, coupled with providing valuable inputs in strategic decision-making, positions him well to lead the company in achieving its goals and navigating the challenges of the business environment.

Mr. Kushal Gupta's appointment as Managing Director reflects the company's confidence in his skills, experience, and ability to drive the company's success in a broader leadership role.

**5) Remuneration proposed:** As mentioned in the resolution and Explanatory Statement.

**6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** Considering the significant expertise of the Director in their respective areas and acknowledging the responsibilities shouldered by them, the remuneration proposed is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.

**7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any:** Apart from receiving Remuneration, he does not have any other pecuniary relationship with the Company or relationship with the managerial personnel or other director.

### **III. Other information:**

**1)Reasons of loss or inadequate profits:** The Board is of the view that the proposed remuneration of Mr. Kusha Gupta are commensurate with rich knowledge and experience of the appointees in the field. but, the profits of the Company are currently inadequate considering the limits on remuneration as per Section 197 of the Companies Act, 2013 and the same will be considered as per Schedule V.

**2)Steps taken or proposed to be taken for improvement:** To mitigate the adverse impact, the Company took various measures to generate more operations. The Company is also exploring new products to launch.

**3)Expected increase in productivity and profits in measurable terms:** The management has adopted focused and aggressive business strategies in all spheres of functions to improve the profitability of the Company. Considering the present business scenario, the Company is expecting to increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come and strong belief that business improvement will sustain in future.

**IV. Disclosures:**

The remuneration given to Director is given in the resolution. The required information about the service contract, severance fees etc. is given in Explanatory Statement annexed to this Notice.