

27<sup>th</sup> May, 2025

To,  
**Department of Corporate Services**  
**BSE Limited**  
25<sup>th</sup> Floor, P. J. Towers,  
Dalal Street,  
Mumbai – 400 001

To,  
**Listing Department**  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block G, Bandra Kurla  
Complex, Bandra (E),  
Mumbai - 400 051

**Security Code: 540923**

**Security Symbol: ASHOKAMET**

Dear Sir/ Madam,

**Sub: Notice of Postal Ballot**

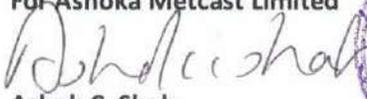
With reference to the above captioned subject line and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice of Postal Ballot dated 23<sup>rd</sup> May, 2025. The Notice is being sent to all the members whose name appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose mail IDs are registered with the Company/ Depositories as on Friday, 23<sup>rd</sup> May, 2025.

Kindly take the same on your records.

Thanking you.

Yours faithfully,

**For Ashoka Metcast Limited**

  
**Ashok C. Shah**  
**Managing Director**  
**DIN: 02467830**



Encl: As above

**Ashoka Metcast Limited**

**Reg. Office:** 7th Floor, Ashoka Chambers, Opp. HCG Hospital, Mithakhali Six Roads, Mithakhali Ahmedabad 380006. **Website:** www.ashokametcast.in

**Email :** info@ashokametcast.in **CIN :** L70101GJ2009PLC057642 **T :** 079 26463226

## ASHOKA METCAST LIMITED

CIN: L70101GJ2009PLC057642

Regd. Office: 7<sup>th</sup> Floor, Ashoka Chambers, Mithakhali Six Roads, Ahmedabad-380 006, Gujarat, India

Tel. No.: 079 26463226, Email ID: info@ashokametcast.in,

Website: www.ashokametcast.in

### POSTAL BALLOT NOTICE

*[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended and applicable circulars issued by the Ministry of Corporate Affairs, from time to time]*

Dear Member(s),

**Notice** is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“the Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“the Management Rules”), General Circular No. 09/ 2024 dated September 19, 2024, 17/2020 dated April 13, 2020 and 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as “the MCA Circulars”), and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by SEBI (hereinafter referred to as “the SEBI Circular”), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below, be passed by the Members of the Company (as on “the Cut-off Date”), through postal ballot (“the Postal Ballot”) only by way of remote e-voting (“e-voting”) process.

The Explanatory Statement pursuant to sections 102 and 110 of the Act pertaining to the said resolutions setting out the material facts concerning the same and the reasons thereof are annexed hereto for your consideration which forms part of this Postal Ballot notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed there under and the Circulars, the manner of voting on proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / Depository Participant (“DP”) as on the cut-off date.

The Board of Directors of the Company at its Meeting held on Friday, 23<sup>rd</sup> May, 2025 has appointed Mr. Chintan K. Patel, Practicing Company Secretary, Ahmedabad (Membership No. A31987; COP No: 11959) as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its Members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

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The remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	Wednesday, 28 <sup>th</sup> May, 2025 (9:00 A.M. IST)
Conclusion of remote e-voting period	Thursday, 26 <sup>th</sup> June, 2025 (5:00 P.M. IST)
Cut-off date for eligibility to vote	Friday, 23 <sup>rd</sup> May, 2025

The remote e-voting facility will be disabled by CDSL immediately after 5:00 P.M. IST on Thursday, 26<sup>th</sup> June, 2025, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company or any other person of the Company authorised by him, after completion of Postal Ballot/E-voting period. The result of the Postal Ballot shall be declared by the Chairman or any other duly authorized person of the Company on or before Saturday, 28<sup>th</sup> June, 2025, the same shall be communicated to the Stock Exchange and would also be uploaded on the Company's website at [www.ashokametcast.in](http://www.ashokametcast.in).

The last date of e-voting, i.e. Thursday, 26<sup>th</sup> June, 2025, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

### SPECIAL BUSINESSES:

#### 1. APPROVAL OF PAYMENT OF REMUNERATION TO MR. ASHOK CHINUBHAI SHAH (DIN: 02467830), MANAGING DIRECTOR OF THE COMPANY:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the rules made there under, and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in continuation of the resolution passed by the members at the Annual General Meeting held on 5<sup>th</sup> August, 2022 approving the appointment of Mr. Ashok Chinubhai Shah (DIN: 02467830) as Managing Director of the Company for a period of 5 (five) years with effect from 2<sup>nd</sup> July, 2022 to 1<sup>st</sup> July, 2027 and the payment of remuneration to him for a period of 3 (three) years from 2<sup>nd</sup> July, 2022 to 1<sup>st</sup> July, 2025 in accordance with the terms and conditions set out in the agreement entered into with him and the Explanatory Statement annexed to the said Notice, based on the approval of Board of Directors and on recommendation of Nomination and Remuneration Committee, approval of the members be and is hereby accorded for the continuation of payment of remuneration to Mr. Ashok C. Shah for the remaining term of his appointment of 2 (two) years from 2<sup>nd</sup> July, 2025 to 1<sup>st</sup> July, 2027 on the same terms and conditions as earlier approved, with liberty to the Board of Directors (hereinafter referred to as “the Board”) on the recommendation of the Nomination & Remuneration Committee to alter or vary the terms and conditions of the said remuneration, provided such variation remains within the limits prescribed under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof and as previously approved by the members.”

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**“RESOLVED FURTHER THAT** notwithstanding anything hereinabove, in the event of loss or inadequacy of profits or in the event that the limits set out in Section 197 and/or Schedule V to the Act are exceeded in any financial year(s), during the currency of tenure of Mr. Ashok C. Shah as Managing Director of the Company, the remuneration as mentioned in the explanatory statement annexed to the notice be paid to Mr. Ashok C. Shah, as minimum remuneration.”

**“RESOLVED FURTHER THAT** the board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the aforesaid resolution.”

**2. REGULARIZATION OF APPOINTMENT OF MR. UMANGKUMAR HIRABHAI PATEL (DIN: 11104737) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") if any, read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made there under and Regulation 16(1)(b) and Regulation 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the Company, and based on recommendation of Nomination and Remuneration Committee, Mr. Umangkumar Hirabhai Patel (DIN: 11104737) who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the company by the Board of Directors at its meeting held on 14<sup>th</sup> May, 2025 pursuant to section 161 of the Act and in respect of whom the company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act, be and is hereby appointed as the Non-Executive Independent Director of the company to hold office for a term of 5 (five) consecutive years commencing from 14<sup>th</sup> May, 2025 to 13<sup>th</sup> May, 2030.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

**Registered Office:**

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Opp. HCG Hospital,  
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Ahmedabad – 380 006, Gujarat, India  
Email ID: info@ashokametcast.in  
Website: www.ashokametcast.in  
**Date: 23<sup>rd</sup> May, 2025**  
**Place: Ahmedabad**

**By order of the Board of Directors**

**Sd/-**

**Ashok C. Shah**  
**Managing Director**  
**(DIN: 02467830)**

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### NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Secretarial Standard – 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India setting out material facts relating to the proposed resolutions is annexed hereto and forms part of this Notice.
2. Brief profile and other requisite details about the appointment/re-appointment/regularisation/remuneration of Directors pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India is set out in the Explanatory Statement which forms part of this Notice.
3. The Postal Ballot Notice is being sent only through electronic mode to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent (“RTA”) or Depository/ Depository Participants (“DP”) and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, 23<sup>rd</sup> May, 2025** (‘Cut-off Date’).
4. Members may note that this Notice will also be available on Company’s website at [www.ashokametcast.in](http://www.ashokametcast.in), websites of stock exchanges at BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com) and website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
5. After dispatch of Notice of Postal Ballot through e-mail, advertisement shall be published in one English Daily Newspaper having nation-wide circulation and one in Gujarati Newspaper having wide circulation in the district where the Registered Office of the Company is situated and will also be uploaded on Company’s website at [www.ashokametcast.in](http://www.ashokametcast.in) and website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com).
6. Members who have not registered their e-mail addresses are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants by following due procedures.
7. The Board of Directors of the Company at its Meeting held on 23<sup>rd</sup> May, 2025, appointed Mr. Chintan K. Patel (ACS 31987 & COP No. 11959), Practicing Company Secretaries, to act as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner.
8. The Scrutinizer will submit his report after completion of scrutiny of the e-voting, and the results of the Postal Ballot will be announced by the Chairperson or any other person authorized by him at the Registered Office of the Company within 2 (two) working days of the conclusion of the Postal Ballot and will be available on Company’s website at [www.ashokametcast.in](http://www.ashokametcast.in), website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com) and website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). The Scrutinizer’s decision on the validity of the votes cast shall be final.

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9. In compliance with the provisions of Section 108 and 110 of the Act, read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations and SS-2, the Company is providing e-voting facility to its Members, to enable them to cast their votes electronically. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date. A person who is not a Member of the Company as on the Cut-Off Date should treat this Notice for information purpose only. The detailed procedure with respect to e-voting is mentioned in the later part of this Notice.
10. Alternatively, Non Individual shareholders mandatorily required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at cschintanpatel@gmail.com and to the Company at compliance@ashokametcast.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
11. Resolutions passed by the members through postal ballot are deemed to have been passed on the last date specified for e-voting and as if it has been passed at a general meeting by the Members conveyed in that behalf.
12. Members who wish to inspect any documents relating to appointment and remuneration and relevant documents referred to in this Notice of Postal ballot in electronic mode can send an email at compliance@ashokametcast.in.
13. In compliance with the requirement of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for this postal ballot and accordingly, the members are required to communicate their assent or dissent through remote e-voting system only.

### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

**Step 1** : Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The e-voting shall commence on **Wednesday, 28<sup>th</sup> May, 2025 at 9:00 A.M. IST** and shall end on **Thursday, 26<sup>th</sup> June, 2025 at 5:00 P.M. IST**. The e-voting facility will be disabled by CDSL immediately thereafter and the Members will not be allowed to cast their vote beyond the said date and time. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Members cannot exercise votes by proxy on Postal Ballot.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The users to login to 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.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting 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 or joining virtual meeting &amp; voting during the meeting. 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.</li><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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>

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<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"><li>1. If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</li><li>2. If the user is not registered for IDeAS e-services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li></ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL**

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Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109 911.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 or 022 - 2499 7000.

**Step 2:** Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

(v) After entering these details appropriately, click on “SUBMIT” tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to

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share your password with any other person and take utmost care to keep your password confidential.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant **“Ashoka Metcast Limited”** on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

## **ASHOKA METCAST LIMITED**

CIN: L70101GJ2009PLC057642

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Website: www.ashokametcast.in

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 Company at [compliance@ashokametcast.in](mailto:compliance@ashokametcast.in) / RTA email id at [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com).
2. For Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

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

#### **ITEM NO. 1 OF THE NOTICE**

#### **APPROVAL OF PAYMENT OF REMUNERATION TO MR. ASHOK CHINUBHAI SHAH (DIN: 02467830), MANAGING DIRECTOR OF THE COMPANY:**

The members of the Company, at the Annual General Meeting held on 5<sup>th</sup> August, 2022, approved the appointment of Mr. Ashok C. Shah as the Managing Director of the Company for a period of 5 (five) years, effective from 2<sup>nd</sup> July, 2022 to 1<sup>st</sup> July, 2027. As part of the said approval, it was approved that Mr. Ashok C. Shah be paid a salary of Rs. 1,00,000/- (Rupees One Lakh only) per month, with such increments as may be determined by the Board of Directors, subject to the limits prescribed under Schedule V and other applicable provisions of the Companies Act, 2013, for a period of 3 (three) years from 2<sup>nd</sup> July, 2022 to 1<sup>st</sup> July, 2025, in accordance with Section 197 read with Schedule V of the said Act. The Board of Directors, at its meeting held on 2<sup>nd</sup> July, 2022, approved the payment of remuneration to Mr. Ashok C. Shah on the aforementioned terms. Subsequently, the Board has now, based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 23<sup>rd</sup> May, 2025, approved the continuation of payment of remuneration to Mr. Ashok C. Shah for the remaining tenure of 2 (two) years of his appointment from 2<sup>nd</sup> July, 2025 to 1<sup>st</sup> July, 2027, on the same terms and conditions as earlier approved and as set out in the agreement entered into between Mr. Ashok C. Shah and the Company.

Mr. Ashok C. Shah has been associated with the Company as a Director since more than 10 years and has a vast experience of more than 40 years in Steel Trading and Manufacturing Business. Considering the above and on the recommendation made by the Nomination and Remuneration Committee, the Board of Directors is of the opinion that it is in the interest of the Company to continue the payment of remuneration to him as a Managing Director of the Company.

The terms and conditions of payment of remuneration shall be as set out in the agreement entered between him and the Company. The remuneration of Mr. Ashok C. Shah, as the Managing director of the Company, as set out in the aforesaid agreement, subject to the limits prescribed in Section 197 and/or Schedule V of the Companies Act, 2013, draft copy of which is placed before the Meeting is as follows:

#### **(A) Remuneration to be paid for a period of 2 (two) years w.e.f. 2<sup>nd</sup> July, 2025 to 1<sup>st</sup> July, 2027.**

- a) **Salary:** Gross Salary of Rs. 1.00 Lakh per month with suitable increment on 1<sup>st</sup> April each year at the discretion of the Board of Directors but within the limit of Schedule V and other applicable provisions of the Companies Act, 2013. So, long as he functions as such, he shall not be paid any sitting fees for attending meeting of the Board of Directors or committees thereof.
- b) **Perquisites:** Furnished accommodation, electricity, water, gas and furnishings, medical reimbursements, leave travel concessions for self and family, club fees, medical insurance, personal accident insurance, leave encashment, benefits of Provident Fund and Gratuity Fund, car and telephone, any other allowances etc. in accordance with the rules of the Company.

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- (B)** In case, no accommodation is provided to Mr. Ashok C. Shah, he will be paid House Rent Allowance as per rules of the Company. The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to Managing Director in accordance with Schedule V to the Act or any amendments made hereafter in this regard.

The Company shall reimburse actual entertainment and travelling expense incurred by the Director in connection with the Company's business.

**(C) General:**

All other terms and conditions as stated in the agreement executed by the Company with the Managing Director.

**The following are the information required under Section II of Part II of Schedule V of the Companies Act, 2013:**

Sr. No.	Particulars	Information																				
<b>I GENERAL INFORMATION</b>																						
1.	Nature of Industry	Trading of steel, trading of goods and others																				
2.	Date of commencement of commercial production	Existing Company																				
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 (Standalone Figures) (in Lakhs)	<table border="1"> <thead> <tr> <th>Indicators</th> <th>2023-24</th> <th>2022-23</th> <th>2021-22</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td>278.85</td> <td>291.96</td> <td>30.58</td> </tr> <tr> <td>Total Expenses</td> <td>154.94</td> <td>282.67</td> <td>40.65</td> </tr> <tr> <td>Profit/ (Loss) before Tax</td> <td>123.90</td> <td>9.29</td> <td>(10.07)</td> </tr> <tr> <td>Profit/ (Loss) after Tax</td> <td>92.32</td> <td>9.14</td> <td>(9.72)</td> </tr> </tbody> </table>	Indicators	2023-24	2022-23	2021-22	Total Income	278.85	291.96	30.58	Total Expenses	154.94	282.67	40.65	Profit/ (Loss) before Tax	123.90	9.29	(10.07)	Profit/ (Loss) after Tax	92.32	9.14	(9.72)
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Profit/ (Loss) after Tax	92.32	9.14	(9.72)																			
5.	Foreign investments or collaborations, if any	N.A.																				
<b>II INFORMATION ABOUT THE APPOINTEE</b>																						
1.	Background details	Mr. Ashok C. Shah aged 80 years, is holding Engineering and administrative degrees and he has been associated with the Company as a Director since year more than 10 years and has a vast experience of more than 40 years in Steel Trading and Manufacturing Business.																				
2.	Part remuneration	-																				
3.	Recognition or awards	-																				

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4.	Job profile and his suitability	Mr. Ashok C. Shah possesses vast experience of more than 40 years in the steel trading and manufacturing industry. His extensive knowledge of industry dynamics, operational management, and market trends is expected to significantly contribute to the Company's strategic decision-making and growth. His leadership and domain expertise will continue to guide the Company in enhancing efficiency and exploring new business opportunities.
5.	Remuneration proposed	Rs. 1,00,000/- (Rupees One Lakh only) per month with such increments as may be decided by the Board subject to the limit of Schedule V and other applicable provisions of the Companies Act, 2013.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Remuneration proposed reflects the standards as respect to industry, size of the Company and profile.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Apart from the proposed salary as Managing Director of the Company, Mr. Ashok C. Shah has no other pecuniary relationship or transactions with the company or any other managerial personnel.
<b>III</b>	<b>OTHER INFORMATION</b>	
1.	Reasons of loss or inadequate profits	For the year 2023-24 the Company earned net profit after tax of Rs. 92.32 Lakhs. The Company has made inadequate profits primarily due to sluggish demand and increase in costs, which impacted the margin during the year 2023-24.
2.	Steps taken or proposed to be taken for improvement	To improve performance, the Company has undertaken cost optimization measures, enhanced operational efficiency, and is actively exploring new markets and product segments to boost demand and improve margins in the coming years.
3.	Expected increase in productivity and profits in measurable terms	The Company has initiated various strategic and operational measures aimed at improving productivity and optimizing cost structures. These initiatives, coupled with efforts to enhance market reach and streamline processes, are expected to result in a progressive improvement in operational performance and profitability over the coming financial periods.
4.	Disclosure	i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors: None of the other Directors apart from Ashok C. Shah are paid any remuneration/benefits. Details of remuneration of Mr. Ashok C. Shah are as elaborated above. (ii) details of fixed component and performance linked incentives along with the performance criteria: None of the other Directors

## ASHOKA METCAST LIMITED

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	apart from Mr. Ashok C. Shah are paid any remuneration/benefits. Details of remuneration of Mr. Ashok C. Shah are as elaborated above.
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(iii) service contracts, notice period, severance fees: N.A.

(iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: No outstanding stock option as on date.

The Company has not made any default in repayment of any of its debts, loans (including public deposits) or debentures or interest payable thereon in terms of the proviso of sub clause (ii) of Clause B of section II of Part II of schedule V of the Companies Act, 2013.

The notice and explanatory statement may be treated as an abstract of terms and memorandum of interest under section 190 of the Companies Act, 2013, regarding remuneration of Mr. Ashok C. Shah as Managing Director of the Company to be circulated to the shareholders of the company and the requirement of the said act may be deemed to have been sufficiently complied with.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Ashok C. Shah, since it is relating to his own remuneration, may be deemed to be concerned or interested in the Resolution stated at item No. 1 of the Notice.

Accordingly, the Board recommends the Resolution in the Postal Ballot Notice to be passed as Special Resolution by the Members through Postal Ballot/ e-voting.

The details of Mr. Ashok C. Shah as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in **Annexure** to this Notice.

### **ITEM NO. 2 OF THE NOTICE**

#### **REGULARIZATION OF APPOINTMENT OF MR. UMANGKUMAR HIRABHAI PATEL (DIN: 11104737) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Umangkumar Hirabhai Patel (DIN: 11104737), as an Additional (Independent) Director w.e.f. 14<sup>th</sup> May, 2025. Pursuant to Section 161 of the Act, an Additional Director shall hold office upto the date of next General Meeting. Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, 2015, every listed Company is required to take approval of the Shareholders of the Company for appointment of a Director at the next General Meeting or within 3 months from the date of the appointment, whichever is earlier. Accordingly, Mr. Umangkumar Hirabhai Patel shall hold office as an Additional Non-Executive Independent Director of the Company upto the date of ensuing General Meeting of the Company.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 from one of the members signifying his intention to propose the appointment of Mr. Umangkumar Hirabhai Patel as an Independent Director.

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In the opinion of the Board, Mr. Umangkumar Hirabhai Patel fulfills the conditions as specified in the Act and the Rules framed there under for appointment of an Independent Director and he is independent of the management. In compliance with the provisions of section 149 and 150 (2) read with Schedule IV of the Act, the business of appointment of Mr. Umangkumar Hirabhai Patel as a Non-Executive Independent Director to hold office for a period of 5 (five) years with effect from 14<sup>th</sup> May, 2025 to 13<sup>th</sup> May, 2030 is being placed before the Members for their approval.

Mr. Umangkumar Patel is a LLB, Graduate. He has an experience of more than 12 years as an Advocate in District & Sessions court. The Board of Directors is of the opinion that his strong legal knowledge provides the Company with a solid foundation for making compliant and risk-aware decisions. It also ensures the Company navigates regulatory challenges effectively while protecting its long-term interests and hence recommends the resolution for your approval. Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Umangkumar Patel, since it is relating to his own appointment, may be deemed to be concerned or interested in the Resolution stated at item No. 2 of the Notice.

Accordingly, the Board recommends the Resolution in the Postal Ballot Notice to be passed as Special Resolution by the Members through Postal Ballot/ e-voting.

The details of Mr. Umangkumar Patel as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in **Annexure** to this Notice.

### **Registered Office:**

7<sup>th</sup> Floor, Ashoka Chambers,  
Opp. HCG Hospital,  
Mithakhali Six Roads, Mithakhali,  
Ahmedabad – 380 006, Gujarat, India  
Email ID: info@ashokametcast.in  
Website: www.ashokametcast.in

**Date: 23<sup>rd</sup> May, 2025**

**Place: Ahmedabad**

**By order of the Board of Directors**

**Sd/-**

**Ashok C. Shah**  
**Managing Director**  
**(DIN: 02467830)**

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**ANNEXURE OF THE NOTICE**

**[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]**

<b>Name of the Director</b>	<b>Mr. Ashok Chinubhai Shah</b>	<b>Mr. Umangkumar Hirabhai Patel</b>
<b>DIN</b>	02467830	11104737
<b>Age (Yrs.)</b>	80 years	39 years
<b>Date of Birth</b>	07/09/1944	17/06/1985
<b>Date of First Appointment</b>	02/07/2022	14/05/2025
<b>Designation</b>	Managing Director	Additional (Independent) Director
<b>Qualifications</b>	Engineering Degree	LLB, Graduate
<b>Experience/ Expertise</b>	Mr. Ashok Shah, aged 80 years has and Engineering and Administrative Degree. He has vast experience of more than 40 years in technical and administrative fields.	He has an experience of more than 12 years as an Advocate in District & Sessions court.
<b>Terms and Conditions of appointment along with details of remuneration sought to be paid</b>	As per draft Agreement to be executed by the Company with Mr. Ashok Shah	As per the letter of Appointment / letter of offer
<b>Remuneration last drawn, if any</b>	-	-
<b>Shareholding in the Company</b>	24,02,000 Equity Shares	-
<b>Relationship with other Directors, Manager and other KMP of the company</b>	Mr. Ashok Shah is father of Mr. Shalin Shah, Director of the Company	None
<b>No. of Meetings of the Board attended during the year (2025-26)</b>	2/2	1/1
<b>Directorship in other Public Companies</b>	<ul style="list-style-type: none"> <li>• Ashnisha Industries Limited</li> <li>• Lesha Industries Limited</li> <li>• Rhetan TMT Limited</li> <li>• Gujarat Natural Resources Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Ashnisha Industries Limited</li> <li>• Lesha Industries Limited</li> </ul>
<b>Directorship in other Private Companies</b>	Lesha Ventures Private Limited	-
<b>Listed entities from which the person has resigned in the past three years</b>	-	-

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<b>Membership/ Chairmanship of Committees of other Boards</b>	Member of Audit Committee in Gujarat Natural Resources Limited  Member of Stakeholder Relationship Committee of Ashnisha Industries Limited  Member of Audit Committee and Stakeholder Relationship Committee of Rhetan TMT Limited	-
<b>Justification for choosing the appointee for appointment as Independent Director / Skills and capabilities required for the role, in case of Director</b>	Mr. Ashok C. Shah possesses vast experience of more than 40 years in the steel trading and manufacturing industry. His extensive knowledge of industry dynamics, operational management, and market trends is expected to significantly contribute to the Company's strategic decision-making and growth. His leadership and domain expertise will continue to guide the Company in enhancing efficiency and exploring new business opportunities.	His strong legal knowledge provides the Company with a solid foundation for making compliant and risk-aware decisions. It also ensures the Company navigates regulatory challenges effectively while protecting its long-term interests.