

ALICON CASTALLOY LIMITED

CIN: L99999PN1990PLC059487

Registered Office: Gat No. 1426, Village Shikrapur, Taluka - Shirur, District Pune - 412 208, Maharashtra

Tel: +91 2137 677100, Email: investor.relations@alicongroup.co.in, Website: www.alicongroup.co.in

Notice

NOTICE is hereby given that the 34th Annual General Meeting of the members of Alicon Castalloy Limited will be held at 12.00 noon on Friday, September 27, 2024 through Video Conference/Other Audio Visual Means, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the –
 - a) Audited Standalone Balance Sheet as on March 31, 2024, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon; and
 - b) Audited Consolidated Balance Sheet as on March 31, 2024, Statement of Profit & Loss and Cash Flow Statement for the year ended on that together with the report of Auditors thereon.
2. To confirm interim dividend and to declare final dividend for the Financial Year 2023-24.
3. To appoint a Director in place of Mrs. Pamela Rai (DIN: 00050999), who retires by rotation, but being eligible, offers herself for reappointment.

SPECIAL BUSINESS**4. Appointment of Mr. Alfred Knecht (DIN: 10617020) as Non-executive Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Alfred Knecht (DIN: 10617020), who was appointed as an Additional Director – Independent by the Board of Directors in its meeting held on August 8, 2024 and who holds the office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five (5) consecutive years up to August 7, 2029.”

5. Payment of remuneration by way of commission to Non-Executive Directors

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

“RESOLVED THAT pursuant to the provisions of Sections 149(9), 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to all such regulatory provisions/approvals as may be required, the Non-Executive Directors including Independent Directors of the Company (including the present and future appointees, if any) be paid profit related commission for a period of 5 (five) years with effect from the Financial Year 2024-2025, of an amount as may be determined by the Board of Directors/Nomination and Remuneration Committee of the Board from time to time, subject to an overall ceiling of 1% (one percent) of the net profit of the Company computed in the manner specified in Section 198 of the Act and in case in any financial year, the Company has no profit or inadequate profit, it can pay the remuneration exceeding the limits as prescribed under Part II of Schedule V of the Act.”

“RESOLVED FURTHER THAT the above payment of commission being paid to the Non-Executive Directors is in addition to sitting fees and reimbursement of expenses, if any, for attending the meeting of the Board of Directors or any of its Committees or any other meetings.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and Nomination & Remuneration Committee be and are hereby severally authorised to decide the amount of commission to be paid to each Non-Executive Director and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient and proper.”

By Order of the Board of Directors

(S. Rai)

Managing Director
(DIN 00050950)

Place: Shikrapur, Dist. Pune, Maharashtra
Date: August 26, 2024

NOTES :

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
 2. Pursuant to General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") read with previous circulars issued by the MCA in this regard (collectively to be referred to as "MCA Circulars") and Circular No. CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 issued by the Securities and Exchange Board of India ("SEBI") read with other circulars issued by SEBI in this regard (collectively to be referred to as "SEBI Circulars"), companies are allowed to hold Annual General Meeting ("AGM") through Video Conferencing or other audio visual means ("VC/OAVM"), without the physical presence of Members at a common venue till 30th September, 2024. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 34th AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
 3. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
 4. Institutional/Corporate Members are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, on email id of ucshukla@rediffmail.com.
 5. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive) for the purpose of Annual General Meeting and for final dividend.
 6. The Board of Directors at its Meeting held on August 8, 2024 has recommended a final dividend of ₹ 4.50 per equity share of ₹ 5/- each for FY 2023-24. If the said dividend is declared by the Members in the 34th Annual General Meeting, will be paid to those Members, whose names appear on the Company's Register of Members on Friday, September 20, 2024. In respect of shares held in demat form, the dividend will be paid to the beneficial owners of shares as per detailed furnished by the Depositories as on Friday, the September 20, 2024.
 7. Shareholders may kindly note that pursuant to SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 effective from April 1, 2024, dividend payments shall be withheld in case of shares held in physical mode where any of the KYC details viz. PAN, choice of Nomination, contact details, mobile number, Bank details and specimen signature are not updated as on the record date for payment of dividend viz. September 20, 2024.
- ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT**
8. In line with the MCA and SEBI circulars, the notice of the 34th AGM along with the Annual Report 2023-24 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report 2023-24 will also be available on the Company's website at www.alicongroup.co.in and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
 9. 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 RTA on email id santosh.gamare@linkintime.co.in. 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 (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to RTA of email id – santosh.gamare@linkintime.co.in.
- PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:**
10. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

11. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
12. Members are encouraged to join the Meeting through Laptops for better experience.
13. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
14. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
15. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and the aforesaid circulars, the Company is pleased to provide remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository

Limited (NSDL) for facilitating voting through electronic means as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

17. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@alicongroup.co.in. Questions/queries should be received by the Company on or before September 25, 2024.
18. Members, who would like to express their views or ask questions during the AGM, may use chat facility to raise questions to moderator. The moderator then will ask one by one question during the meeting.
19. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING (AGM) ARE AS UNDER :

- The remote e-voting period begins on September 24, 2024, 9.00 AM and ends on September 26, 2024, 5.00 PM. The remote e-voting module shall be disabled by NSDL for e-voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. September 20, 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 September 20, 2024.
20. Members facing any technical issue in login before/ during the AGM can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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 and joining virtual meeting 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.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote

Type of shareholders	Login Method
	<ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above-mentioned 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting 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?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 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 ucshukla@rediffmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "**Upload Board Resolution/ Authority Letter**" displayed under "**e-Voting**" tab in their login.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password.

In such an event, you will need to go through the “**Forgot User Details/Password?**” or “Physical User Reset Password?” option available on www.evoting.nSDL.com 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

19. 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 santosh.gamare@linkintime.co.in.

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 santosh.gamare@linkintime.co.in. If you are an Individual shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

21. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

GENERAL INFORMATION

22. Members are requested to note that pursuant to the provisions of Section 124 of the Companies Act, 2013, the amount of Dividend unclaimed or unpaid for a period of 7 years from the date of transfer to Unpaid Dividend Account, shall be transferred to the Investor Education & Protection Fund (IEPF) set up by Government of India and no claim shall lie against the Fund or the Company after the transfer of Unpaid or Unclaimed Dividend amount to the Government.

The Following are the details of dividend paid by the Company and their respective due dates of transfer to such Fund of the Central Government, which remains unpaid:

Date of Declaration of Dividend	Dividend of the Year	Due date of Transfer to the Government
September 29, 2016	2015- 2016	November 2, 2023
September 26, 2017	2016- 2017	October 30, 2024
January 31, 2018 (Interim Dividend)	2017-2018	March 6, 2025
September 22, 2018 (Final Dividend)	2017-2018	October 26, 2025
February 6, 2019 (Interim Dividend)	2018-2019	March 12, 2026
July 26, 2019 (Final Dividend)	2018-2019	August 29, 2026
March 12, 2020	2019-2020	April 16, 2027
September 27, 2022	2021-2022	October 31, 2030
May 16, 2023 (Interim Dividend)	2022-2023	June 19, 2030
September 20, 2023 (Final Dividend)	2022-23	November 22, 2023
May 16, 2024 (Interim Dividend)	2023-24	July 19, 2024

Members who have not encashed their Dividend are requested to submit their claims to the Company immediately.

The Members are also requested to note that all Shares on which Dividend remains unclaimed for seven consecutive Years or more shall be transferred to the IEPF account in compliance with Section 124 of the Companies Act, 2013 and the applicable Rules. In view of this, Members are requested to claim their Dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

23. Details as per Regulation 36(3) of Listing Regulations, 2015 in respect of the Directors seeking re-appointment at the AGM, forms integral part of the Notice. Other details as required under Secretarial Standard – 2 are included in the Corporate Governance Report, which forms part of the Annual Report. The Directors have furnished the requisite consents/declarations for their Re-appointment.
24. The Members, who still hold share certificates in physical form, are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity since the trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of possibility of loss of documents and bad deliveries.
25. The Board of Directors has appointed Mr. Upendra Shukla, a Practicing Company Secretary, Mumbai as the Scrutinizer for the e-voting process, and voting at the venue of the AGM in a fair and transparent manner.
26. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes casted at the Meeting, thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make,

not later than two (2) days from the conclusion of the Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.

The scrutinizer shall submit his report to the Managing Director, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website www.alicongroup.co.in and on the NSDL website www.evoting.nsdl.com. The said report also be filed with BSE & NSE.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

27. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode. Members seeking to inspect such documents can send an email to investors.relations@alicongroup.co.in.
28. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 shall be available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>.

By Order of the Board of Directors

S. Rai

Managing Director
DIN : 00050950

Place: Shikrapur, Pune

Date: August 26, 2024

Registered Office :

Gat No. 1426, Village Shikrapur,
Taluka Shirur, Dist. Pune, Maharashtra.

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

Item No. 4

The Board of Directors in its meeting held on August 8, 2024 based on the recommendation of the Nomination & Remuneration Committee had appointed Mr. Alfred Knecht as Additional Director (Independent). Pursuant to the provisions of Section 160 of the Companies Act, 2013, Mr. Alfred Knecht would be vacating the office of Director in ensuing 34th Annual General Meeting.

He is engineering graduate. His career started in 1988 at the Process- Development of Mercedes-Brenz Car Group followed by the Quality Department, where he also became a Quality Engineer. He worked as an auditor and audited more than 200 companies all over the world.

He worked and lived also in Pune/India, Singapore and Tokyo/Japan. He became Head of Purchasing of Mitsubishi Fuso Trucks & Busses.

As a representative for Daimler AG, he was a member of the delegation within India under the leadership of the Prime minister of Baden -Württemberg/Germany. He was Director for Supplier Management and Process Technology Trucks Powertrain responsible for Engine, Gearbox and Axle Suppliers for the global plants in Brazil, USA and Germany from 2012 till his retirement in 2023.

Mr. Alfred Knecht would be instrumental in providing guidance in respect of global perspective to the management of the Company. Your Directors are of the opinion that considering the wide enlightened technical and management experience Mr. Alfred Knecht has, his association will be in the best interest of the Company. Hence, in compliance with the provisions of Section 149 of the Companies Act, 2013 and Listing Regulations, it is proposed to appoint Mr. Alfred Knecht as an Independent Director of the Company to hold the office for a consecutive term of five years, commencing from August 8, 2024.

The Company has received from Mr. Alfred Knecht (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013; and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-Section 6 of Section 149 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Alfred Knecht, proposed to be appointed as an Independent Director, fulfils the conditions specified in the Act and the Rules made

thereunder and he is independent of the management. A copy of the draft letter of appointment proposed to be issued to Mr. Alfred Knecht on his appointment as an Independent Director, setting out the terms and conditions is available for inspection at the Company's Registered Office during the normal business hours on working days till the date of Annual General Meeting.

Brief resume of Mr. Alfred Knecht, nature of his experience in specific functional areas and names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Regulations with the Stock Exchanges as also required under Secretarial Standard (SS-2) are provided in the annexure 'A' to the notice.

Mr. Alfred Knecht and his relatives may be deemed to be interested to the extent of his appointment as an Independent Director and their shareholding interest if any, in the Company. Save and except, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way concerned or interested, financially or otherwise, in the proposed resolution.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Special Resolution as set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5

With the enhanced Corporate Governance requirements under the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended from time to time) coupled with the size, complexity, the role and responsibilities of the Board, particularly Non-Executive Directors including Independent Directors have become more onerous, requiring greater time commitments, attention and a higher level of oversight.

In view of the above and as per the industry practice, the Nomination & Remuneration Committee ("NRC") and the Board of Directors, subject to approval of the Members of the Company, had recommended and approved payment of remuneration to Non-Executive Directors of the Company by way of commission, such that the sum in aggregate shall not exceed 1% of the net profits of the Company in any financial year, computed in accordance with the provisions of Section 198 of the Act for a period of five (5) years from Financial Year 2024-25. Further, in accordance with Schedule V, if in any financial year, the Company

has no profit or its profit is inadequate, commission to its Non-Executive Directors be paid exceeding the prescribed limits, provided a resolution passed by the Members is a Special Resolution.

According to the provisions of the Section 197 of the Act and Regulation 17 of the Listing Regulations, all fees/compensation payable to Non-Executive Directors, except sitting fees for attending meetings of the Board or Committees thereof, shall require prior approval of the Members of the Company. The commission will be in addition to the sitting fees payable to Non-Executive Directors for attending the meeting of the Board or Committees thereof and reimbursement of expenses for participation in the meetings.

The Board, accordingly, recommends passing of the Special Resolution as set out at item no. 5 of this Notice, for the approval of the Members.

All the Non-Executive Directors and the Managing Director being related to Mrs. P. Rai may be deemed to be interested to the extent of commission they may receive. Save and except, none of the Key Managerial Personnel and their relatives is in any way concerned or interested, financially or otherwise, in the resolution.

By Order of the Board
For Alicon Castalloy Ltd.

S. Rai
Managing Director

Place: Shikrapur, Pune
Date: August 26, 2024

Registered Office :

Gat No. 1426, Village Shikrapur,
Taluka Shirur, Dist. Pune, Maharashtra.

Details of Directors seeking appointment/re-appointment at the ensuing 34th Annual General Meeting to be held on Friday, the September 27, 2024 as required under Secretarial Standard on General Meetings [SS-2] and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Director	Mrs. Pamela Rai	Mr. Alfred Knecht
Date of Birth	July 28, 1956	June 12, 1962
Date of Appointment	September 29, 2014	August 08, 2024
Qualification	B.A. (Psychology)	Process Technology Engineer (Diplom-Ingenieur), Graduated at the University of Bingen in Rhineland-Palatinate, Germany
Brief Profile	She has vast experience in CSR activities.	<p>He is engineering graduate. His career started in 1988 at the Process- Development of Mercedes-Brenz Car Group followed by the Quality Department, where he also became a Quality Engineer. He worked as an auditor and audited more than 200 companies all over the world.</p> <p>He worked and lived also in Pune/India, Singapore and Tokyo/ Japan. He became Head of Purchasing of Mitsubishi Fuso Trucks & Busses.</p> <p>As a representative for Daimler AG, he was a member of the delegation within India under the leadership of the Prime minister of Baden -Württemberg/Germany. He was Director for Supplier Management and Process Technology Trucks Powertrain responsible for Engine, Gearbox and Axle Suppliers for the global plants in Brazil, USA and Germany from 2012 till his retirement in 2023.</p>
Directorship held in other Public Companies (excluding Section 8 and foreign Companies)	Atlas Castalloy Ltd.	NIL
Memberships/ Chairmanship of committees of other companies (includes only Audit & Shareholders/ Investors Grievance/ Stakeholders Relationship Committee)	NIL	NIL
Shareholding in the Company (Equity)	NIL	NIL