ASL INDUSTRIES LIMITED

Reg. Off: 7B, Punwani Chambers, Kiran Shankar Roy Road, Kolkata, West Bengal – 700 001
CIN: L36900WB1992PLC099901 Phone No.: +91 8097207334; Email: cs@aslindustries.in
Website: www.aslindustries.in

1st April 2025

To,
Executive Listing/Listing Department
SME Platform of National Stock Exchange
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400 051.

Company Code: ASLIND

Dear Sir/Madam,

Ref: **Board Meeting Outcome dated 28th March 2025.**

Sub: **Submission of Postal Ballot Notice dated 28th March 2025.**

Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, attached herewith the Notice of Postal Ballot along with the Explanatory Statement for seeking consent of the members for the Businesses as set out in the Notice.

You are requested to take the above cited information on your records.

Thanking you,

For ASL INDUSTRIES LIMITED

KIRAN DILIP THAKORE
Digitally signed by KIRAN DILIP THAKORE
Date: 2025.04.01 15:21:40 +05'30'

Kiran Thakore
Director
DIN: 03140791

Encl.: As above

CC:

1. **National Securities Depository Limited**
   4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.

2. **Central Depository Services (India) Limited**
   Marathon Futurex, A-Wing, 25th floor, N.M. Joshi Marg, Lower Parel (East), Mumbai – 400 013.

3. **KFIN Technologies Limited**
   Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

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POSTAL BALLOT NOTICE

[Pursuant to Section 108, 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, each as amended from time to time and in accordance with applicable Circulars issued by the Ministry of Corporate Affairs]

E-VOTING STARTS ON	E-VOTING ENDS ON
Friday, 4th April 2025 at 9:00 a.m. (IST)	**Saturday, 3rd May 2025 at 5:00 p.m. (IST)**

To,
The members of ASL Industries Limited

NOTICE is hereby given to the shareholders of ASL Industries Limited (the "Company") that pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (collectively the "Act", which shall include any statutory modifications, amendments or re-enactments thereto) read with General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023 and 09/2024 dated 19th September 2024, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for seeking approval of the shareholders by way of Special resolutions for matters as considered in the Resolutions appended below through postal ballot ("Postal Ballot") by way of remote e-voting and Postal Ballot Form.

In compliance with the provisions of Section 108 and Section 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 pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of **KFin Technologies Limited ("KFin")** for facilitating e-voting.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014 Management Rules, the Company has appointed **M/s. Hemang Satra & Associates, Practicing Company Secretaries (COP: 24235 and PRC: 5684/2024),** as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their vote through the e-voting process 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 not later than **5:00 P.M. (IST) on Saturday,** 3rd **May 2025**. The e-voting facility will be disabled by KFin immediately thereafter and will not be allowed beyond the said date and time. The envelope containing the duly filled postal ballot form should reach the scrutinizer not later than 5.00 PM on **Saturday, 3rd May 2025.**

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 48 working hours from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice. The last date of e-voting, i.e., **Saturday, 3rd May 2025**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The resolutions for the purpose as stated herein below are proposed to be passed by E-voting/Postal Ballot Form:

SPECIAL BUSINESSES:

1. **TO APPROVE SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM KOLKATA, WEST BENGAL TO MAHARASHTRA AND CONSEQUENT ALTERATION TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and subject to the approval of Central Government (Powers delegated to Regional Director) and such other approvals, permissions and sanctions as may be required under the provisions of the Act or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the state of "**West Bengal"** to the state of "**Maharashtra"**.

RESOLVED FURTHER THAT upon shifting of the registered office becoming effective, the existing Clause-II of the Memorandum of Association of the Company be substituted with the following new clause: -

"II. The Registered Office of the Company will be situated in the State of Maharashtra."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalize the address of Registered Office of the Company in the State of Maharashtra, as they may consider appropriate.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which terms shall deem to include any of its duly constituted committee) or any officer/executive/representative and/or any other person so authorized by the Board be and are hereby severally authorised to make necessary application to the Central Government, Regional Director, Registrar of Companies and other regulatory authorities in this matter, to appear before them, to make any modifications, changes, variations, alterations or revisions stipulated by the concerned authorities while according approval or consent, and to do all such acts, deeds, matters and things as may be necessary / incidental / ancillary to give effect to this resolution including execution / signing / filing of necessary forms / documents / affidavits / indemnity / undertakings / declarations as may be required, from time to time.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to engage counsels / consultants / executives / advisors to represent the Company and appear on its behalf before the Central Government, Regional Director, Registrar of Companies, and other regulatory authorities in this matter and obtain the necessary directions and/or Order(s) upon confirmation by the concerned Regulatory Authority and do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including but not limited to signing, certification and filing of the e-Forms with the Registrar of Companies."

2. TO ALTER THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, and the rules enacted thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to such approvals as may be necessary, consent of the shareholders by way of special resolution be and is hereby accorded to alter the existing Clause III (A) of the Memorandum of Association ("the MOA") of the Company by replacing the existing sub-clauses 1, 2 and 3 with new sub-clauses 1 and 2 as under:

1. *"To carry on the business of Software designing, development, customisation, maintenance, testing, servicing and dealing in all types of computer software and solutions, applications, programs, software packages, internet programs, software programs, mobile applications, web applications, products, portals, the marketplace, services, applications, web design, and other related Services/Products, and to import, export, sell, purchase, distribute, or otherwise deal in own and/or third-party computer software packages, put to commercial use and to provide internet / web-based applications, services or solutions and to undertake IT enabled services as design, develop, and operate data centers that provide secure, reliable, and scalable infrastructure for data storage, processing, management and offer state-of-the-art server and storage solutions, ensuring high availability and performance for diverse computing and data management needs.*

2. *To engage in the research and development of advanced AI algorithms and models that enhance the capabilities, accuracy, and efficiency of analytics processes and offer customized AI analytics solutions tailored to the specific needs of industries such as finance, healthcare, retail, manufacturing, and logistics, training, consultancy, advisory and all related services in all areas of information technology including computer hardware and software, data communication, telecommunications, manufacturing and process control and automation, artificial intelligence, natural language processing."*

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary be and is hereby severally authorized to sign and execute such documents/ papers, file necessary form(s)/ letter(s) with the Registrar of Companies/ Ministry of Corporate Affairs with the Central Government and other concerned authority(ies) and to do all such acts, deeds, matters and things on behalf of the Company as they may deem fit, proper and necessary to give effect to this resolution."

3. **TO REGULARIZE THE APPOINTMENT OF MS. SHIKSHA SHARMA (DIN: 10594233) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force) and regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "Listing Regulations"), approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, **Ms. Shiksha Sharma (DIN: 10594233)**, who was appointed as an Additional Director in the capacity of an Independent Director with effect from 25th February 2025, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 05 (Five) consecutive years **with effect from 25th February 2025**.

"RESOLVED FURTHER THAT any of the Directors be and are hereby authorized to do all such acts, deeds, matters and things as may considered expedient and necessary to give effect to this resolution."

By the order of the Board
For ASL Industries Limited
Sd/-
Kiran Thakore
Director
DIN: 03140791

Date: 28th March 2025
Place: Kolkata

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**) as amended, setting out the material facts relating to the special businesses to be transacted is annexed to the Postal Ballot Notice.

2. In accordance with the MCA Circulars and the Listing Regulations, the Postal Ballot Notice is being sent to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the **cut-off date i.e., Friday, 21st March 2025** (**"Cut-off Date"**) received from the Depositories and whose e-mail address is registered with the Company / KFin / Depositories / Depository Participant (**"DPs"**).

3. Members can opt for only one mode of voting, i.e., either by physical Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.

4. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the **cut-off date i.e., closure of Friday, 21st March 2025.**

5. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

6. Members may note that the Notice will also be available on the Company's website at www.aslindustries.in, website of the Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com, and on the website of KFin at https://evoting.kfintech.com

7. Members whose e-mail address is not registered and who wish to receive the Notice(s), Reports and all other communications by the Company, from time to time may get their e-mail address registered by submitting Form ISR-1 form with the company or the registrar and transfer agent. However, for the shares held in demat form, members are requested to write to their respective DPs.

8. The Company has engaged the services of M/s. KFin Technologies Limited (**"KFin"**) as the agency to provide e-voting facility. The instructions for e-voting are provided in the Postal Ballot Notice and Members may cast their vote by following the instructions provided in the Notes to the Notice.

9. The Postal Ballot e-voting facility will be available during the following period:

Commencement of e-voting	From 9:00 a.m. (IST) on Friday, 4th April 2025
End of e-voting	Upto 5:00 p.m. (IST) on Saturday, 3rd May 2025

10. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

11. The Members may please note that the e-voting / postal ballot voting shall not be allowed beyond the above-mentioned date and time.

12. The resolution if approved shall be deemed to have been passed on the last date of e-voting i.e., Saturday, 3rd May 2025 subject to receipt of the requisite number of votes in favor of the resolution.

13. A member cannot, exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a scanned copy in pdf / jpg format of the Board Resolution / Power of Attorney authorising its representatives to vote pursuant to Section 113 of the Act, through e-mail at info@csjmco.com with a copy marked to evoting@kfintech.com

THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE EXPLAINED HEREIN BELOW:

i) **Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode**

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	**A. Instructions for existing Internet-based Demat Account Statement ("IDeAS") facility Users:** i. Visit the e-services website of NSDL https://eservices.nsdl.com. ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. iii. A new page will open. Enter the existing user id and password for accessing IDeAS. iv. After successful authentication, members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. v. Click on company name, i.e., ASL Industries Limited', or e-voting service provider, i.e., KFin. vi. Members will be re-directed to KFin's website to cast their vote during the e-voting period. **B. Instructions for those Members who are not registered under IDeAS:** i. Visit https://eservices.nsdl.com for registering. ii. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. iv. 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. v. Members will have to enter their User ID (i.e., the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on company name, i.e., ASL Industries Limited, or e-voting service provider name, i.e. KFin, after which the member will be

	redirected to e-voting service provider website for casting their vote during the e-voting period. **C. NSDL Mobile App** i. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual members holding securities in demat mode with CDSL	**A. Instructions for existing users who have opted for Electronic Access to Securities Information ("Easi / Easiest") facility**: i. Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com. ii. Click on New System MyEasi. iii. Login to MyEasi option under quick login. iv. Enter the registered user ID and password for accessing Easi / Easiest. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. **B. Instructions for users who have not registered for Easi / Easiest** i. Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. A above to cast your vote. **C. Alternatively, instructions for directly accessing the e-voting website of CDSL** i. Visit www.cdslindia.com ii. Provide Demat Account Number and PAN. iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the Demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., 'ASL Industries Limited' or select KFin. v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual members login through their demat accounts /	**A. Instructions for login through Demat Account / website of Depository Participant** i. Members can also login using the login credentials of their demat

Website of Depository Participant(s)	account through their DP registered with the Depositories for e-voting facility. ii. Once logged-in, members will be able to view e-voting option. i. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. ii. Click on options available against ASL Industries Limited or KFin. iii. Members will be redirected to e-voting website of KFin for casting their vote during the e-voting period without any further authentication.
Important note: Members who are unable to retrieve User ID / Password, are advised to use Forgot user ID and Forgot Password option available at respective websites.	
Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:	
Securities held with NSDL	Please 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**
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022-23058738** or **022-23058542-43**

ii) <u>Method of login / access to KFin e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode</u>

Type of member	Login Method
Members whose e-mail IDs are registered with the Company / Depository Participant(s)	**A. Instructions for Members whose e-mail IDs are registered with the Company / Depository Participant(s)** Members whose e-mail IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process: i. Launch internet browser by typing the URL: https://evoting.kfintech.com/. ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote. iii. After entering these details appropriately, click on "LOGIN". iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt the member to change their password and update their contact details viz. mobile number, e-mail ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members

Type of member	Login Method
	do not share their password with any other person and that they take utmost care to keep their password confidential. v. Members would need to login again with the new credentials. vi. On successful login, the system will prompt the member to select the “EVEN”, viz., ‘ASL Industries Limited and click on “Submit”. vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, a member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head. viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account. ix. Voting has to be done for each item of the Postal Ballot Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained. x. Members may then cast their vote by selecting an appropriate option and click on “Submit”. xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once members have voted on the resolution, they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution. xii. Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to info@csjmco.com with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format “Corporate Name”.
Members whose e-mail IDs are not registered with the Company / Depository Participants(s)	Procedure for Registration of email and Mobile: securities in physical mode Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents. ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx ISR Form(s) and the supporting documents can be provided by any one of the following modes.

Type of member	Login Method
	a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or b) Through hard copies which are self-attested, which can be shared on the address below; or Name: KFIN Technologies Limited Add: Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032. c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx# Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

iii) <u>Method for obtaining user id and password for members who have forgotten the User ID and password</u>

Members who have forgotten the User ID and password	**Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:** i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399 Example for NSDL: MYEPWD<SPACE> IN12345612345678 Example for CDSL: MYEPWD<SPACE> 1402345612345678 Example for Physical: MYEPWD<SPACE> XXXX1234567890 ii. If e-mail ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password. iii. Members may send an email request to evoting@kfintech.com. If the member is already registered with the KFin e-voting platform, then such member can use his / her existing User ID and password for casting the vote through e-voting. iv. Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.

14. 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 https://evoting.kfintech.com.

    In case of any queries / concern / grievances, you may contact Mr. Ganesh Chandra Patro, Deputy. Vice President, KFin, Selenium, Tower B, Plot 31 & 32, Gachibowli, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India, at email: einward.ris@kfintech.com or 1-800-309-4001 (toll free).

15. KPRISM- Mobile service application by KFin - Members are requested to note that KFin has launched a mobile application - KPRISM and website https://kprism.kfintech.com for online service to members. Members can download the mobile application, register themselves (one time) for availing host of services, viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change / update bank mandate. Through the mobile application, members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store and Google Play Store.

ANNEXURE TO THE NOTICE

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

In conformity with the provisions of Section 102 (1) of The Companies Act, 2013, the following explanatory statement sets out all material facts relating to Special Business mentioned in the accompanying notice dated 28th March, 2025 shall be taken as part of the notice.

Item No. 1:

Presently, the registered office of the company is situated in the state of West Bengal. For administrative and operational efficiency, Your Board proposed to shift its registered office from the "West Bengal" to the "State of Maharashtra".

The Board believes that shifting the registered office to Maharashtra would be beneficial for the Company's growth, profitability, and overall performance.

In terms of Section 12, 13 other applicable provisions of the Act read with Rules made thereunder such shifting of Registered Office from one state to another and consequent alteration of the Memorandum of Association ("MOA") requires the approval of the Members of the Company by way of Special Resolution and approval of the Central Government (power delegated to Regional Director).

Accordingly, approval of the members is sought by way of Postal Ballot for shifting of the Registered Office of the Company from the State of West Bengal to the State of Maharashtra and consequently for altering Clause II of the MOA of the Company. The existing MOA of the Company as well as the MOA with the proposed amendments will be available for online inspection on all working days except for Saturday till the last date of Remote e-voting i.e. Saturday, 3rd May 2025 between 3.00 P.M. to 5.00 P.M. Members who wish to inspect the documents are requested to send an e-mail to cs@aslindustries.in mentioning their name, Folio No. / Client ID and DP ID.

The Board of Directors recommends the resolution set forth in Item No. 1 for the approval of the Members by way of a Special Resolution in the best interest of the Company.

None of the Directors, Key managerial Personnel and relatives of Directors, Key managerial Personnel of the company is concerned or interested in the said resolution except in the capacity of Director & Shareholder of the company, if any.

Item No. 2:

Presently the Company is carrying on the business of manufacture, engineering fabricates and assemble, buy, sell, import, export, distribute and deal in automobile parts and related activities.

After conducting a comprehensive market study and analyzing growth prospects, the Board of Directors has strategically decided to diversify the Company's operations into the software and Artificial Intelligence (AI) sectors.

This forward-thinking decision is driven by the rapidly evolving technological landscape, which presents vast opportunities for innovation and growth. The increasing demand from customers for cutting-edge software and AI solutions has created a compelling business case for the Company to venture into this space.

By expanding into software and AI, the Company aims to leverage its expertise, enhance its product and service offerings, and capitalize on emerging market trends. This strategic move is expected to drive business growth, improve competitiveness, and strengthen the Company's position in the industry.

The Board is confident that this new business initiative will create significant value for stakeholders and contribute to the Company's long-term success.

In light of the above, the new object clauses of the Company to be inserted in place of the existing objects clauses and to insert aforementioned activities by replacing the clauses 1, 2 and 3 with the new clauses 1 and 2 of the Clause III (A) of the Memorandum of Association ("MOA").

The Board of Directors ("Board") at its meeting held on 28^{th} March, 2025 had approved the proposed alteration of the MOA of the Company as described above and the Board is now seeking Members' approval for the same. The proposed changes in object clause of MOA requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The Board of Directors recommends the resolution set forth in Item No. 2 for the approval of the Members by way of a Special Resolution in the best interest of the Company.

None of the directors, Key managerial personnel(s) of the Company and their relative(s) are in anyway concerned or interested in the above referred resolution except to the extent of their shareholding, if any.

Item No. 3:

On recommendation of the Nomination and Remuneration Committee, **Ms. Shiksha Sharma (DIN: 10594233)**, was appointed as an Additional Non-Executive Independent Director on the Board of the Company, w.e.f. 25^{th} February 2025.

Your directors have proposed the regularization of appointment of Ms. Shiksha Sharma (DIN: 10594233), as Non-Executive Independent Director of the Company, for a period of 05 (Five) years, and a resolution to that effect has been set out as Item No. 3 of this Notice.

Ms. Shiksha Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

She has also submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and under Regulation 16 of the "Listing Regulations". In the opinion of the Board, she fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI LODR Regulations for appointment as Independent Director and is independent of the Management.

Relevant details relating to appointment of Ms. Shiksha Sharma (DIN: 10594233) as required by the Companies Act 2013, the "Listing Regulations" and Secretarial Standard-2 on General Meetings are provided as an Annexure to this Notice.

Your Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except Ms. Shiksha Sharma who is considered interested in the resolution for her appointment.

By the order of the Board
For ASL Industries Limited
Sd/-
Kiran Thakore
Director
DIN: 03140791

Date: 28th March 2025
Place: Kolkata

ANNEXURE – I

DETAILS OF DIRECTOR SEEKING SHAREHOLDERS APPROVAL FOR APPOINTMENT PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARD SS-2 ON GENERAL MEETINGS:

Name of the Director	**Ms. Shiksha Sharma**
DIN	10594233
Date of Birth	01/11/1995
Age	30 Years
Nationality	Indian
Qualification	Post-graduate
Date of first appointment	25th February 2025
No. of shares held in the Company	Nil
Brief resume & nature of expertise in specific functional areas	Ms. Shiksha Sharma is Post Graduate in Commerce brings valuable experience in risk management policies, financial disclosures and internal controls poised to drive growth and enhancement within the company.
Directorships held in other public limited companies	02 (One) Peshwa Wheat Limited CIN: U10797MP2023PLC069079 (Non-Executive-Independent Director) Sodhani Capital Limited U65991RJ2019PLC064264 (Non-Executive-Independent Director)
Relationship with other Directors / Key Managerial Personnel	None
Whether director is debarred from holding the office of Director by virtue of SEBI order	Ms. Shiksha Sharma is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

POSTAL BALLOT FORM

[Please read the instructions carefully before completing the form in Block Letters]

Ballot No. ____________________

1. Name(s) of Shareholder (s), :

2. Name(s) of the Joint-Holder(s), if any :

3. Registered address of Shareholder :

4. Registered Folio No./DP ID No./Client ID No. :

5. No. of shares held :

I/We hereby exercise my/our vote in respect of the following resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated **28th March 2025** of **ASL Industries Limited** (the "Company") by convening/sending my/our assent or dissent to the said resolutions by placing a tick (√) mark in the appropriate column below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To Shift the Registered office of the Company from the State of West Bengal to the State of Maharashtra.			
2.	To Alter the main object clause of the Memorandum of Association of the Company.			
3.	To Regularize the appointment of Ms. Shiksha Sharma (DIN: 10594233) as a Non-Executive Independent Director of the Company.			

Place: ____________________________

Date: **Signature of the Shareholder**

Notes:

1. Please read the instructions printed overleaf carefully before exercising your vote.

2. Last date for receipt of the Postal Ballot form by the Scrutinizer is Saturday, 3rd May 2025.

INSTRUCTIONS

1. Members desiring to exercise their vote by Postal Ballot Form are requested to carefully read the instructions mentioned herein and those mentioned in the Postal Ballot Notice and send the same to the Scrutinizer.

2. The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than the closing of business hours i.e. on **Saturday, 3rd May 2025 at 05.00 PM (IST)** at 375 Vidyut Bldg, D Block, 1st Floor, Chirabazar, Mumbai - 400002. Postal Ballot Form(s) received after this date and time will be treated as if the reply from the Member has not been received.

3. The Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the Member. Any unsigned or incomplete Postal Ballot Form will be liable to be rejected.

4. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in the absence of such Member, by the next named joint-holder. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).

5. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the Postal Ballot Form shall be accepted only if the same is accompanied by a Certified True Copy of the Board Resolution/Authorization together with the specimen signature(s) of the duly Authorised Signatory(ies).

6. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (√) in the appropriate column. This Postal Ballot Form should be used for voting; no other form shall be accepted.

7. Any incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be liable to be rejected. The Postal Ballot shall not be exercised by a Proxy.

8. Voting Rights shall be reckoned on the Paid-up Value of shares registered in the name of the Member as on **Friday, 21st March 2025.**

9. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.

10. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.

11. The Resolutions, if assented by requisite majority, shall be considered as passed on **Saturday, 3rd May 2025 at 05.00 PM (IST).**