

**Apbml/Exch./2024-25/21**

**07<sup>th</sup> September, 2024**

<b>To,</b> <b>Corporate Relationship Department</b> <b>BSE Limited</b> P.J Tower, Dalal Street, Fort Mumbai – 400 001 Company Code: 540824	<b>To,</b> <b>National Stock Exchange of India Ltd</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra- Mumbai-400 051 Company Code: Astron
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**Sub.: Submission of Notice of 14<sup>th</sup> Annual General Meeting under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir / Madam,

We herewith enclose the Notice along with concerned instructions relating to e-voting of 14<sup>th</sup> Annual General Meeting of the Company to be held on **Monday, 30<sup>th</sup> September, 2024 at 11:00 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM)**. The Notice has been uploaded on the website of the company [www.astronpaper.com](http://www.astronpaper.com).

Kindly take on your record.

**For, Astron Paper & Board Mill Limited**

**Hina Ronak Patel** Digitally signed by Hina Ronak Patel  
Date: 2024.09.07 11:59:22 +05'30'

**Hina Ronak Patel**  
**Company Secretary & Compliance Officer**  
**Encl.: As Above**

**Reg. Office:** D-702, Ganesh Meridian, Opp. High Court, S. G. Highway, Ahmedabad-380060.

**Phone No:** +91 079 – 40081221

**Email id:** [info@astronpaper.com](mailto:info@astronpaper.com)

**Website:** [www.astronpaper.com](http://www.astronpaper.com)

**CIN:** L21090GJ2010PLC063428



## NOTICE FOR 14<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 14<sup>th</sup> Annual General Meeting of the members of ASTRON PAPER & BOARD MILL LIMITED will be held on Monday, 30<sup>th</sup> September, 2024, at 11:00 A.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

### ORDINARY BUSINESSES:

1. To receive, consider and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2024, together with the Reports of the Board of Directors and Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2024 and the Report of Auditors thereon.
2. To consider appointment of a Director in place of Shri Karshanbbhai H. Patel, Director (DIN: 00048167) who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESSES:

3. To approve the re-appointment of Mr. Ramakant Patel (DIN: 00233423) as Whole Time Director (Key Managerial Personnel) of the Company.

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if





any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other permissions and approvals, if any, as may be required, consent of the Members be and is hereby accorded to re-appoint Mr. Ramakant Patel (DIN: 00233423) as a Whole Time Director, of the Company, for a further period of 5 (Five) years effective from 01<sup>st</sup> October, 2024 up to 30<sup>th</sup> September, 2029 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice;

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee or any committee of the Board constituted to exercise its power including the powers conferred by this resolution) be and is hereby authorized to alter and vary the terms and conditions of the said appointment (including authority, from time to time, to determine the amount of salary, the type and amount of perquisites, performance based variable pay and other benefits payable to Mr. Ramakant Patel , in such manner as may be agreed to between the Company and Mr. Ramakant Patel, within the limits as mentioned in Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Schedule V of the Companies Act, 2013 and as approved by the Members and to the extent the Board may consider appropriate;

**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profits of the Company in any financial year during the said period of 5 (Five) years from 01<sup>st</sup> October, 2024 up to 30<sup>th</sup> September,



2029, the remuneration mentioned in the Explanatory Statement here under shall be paid to Mr. Ramakant Patel, as minimum remuneration and the same shall be subject to the limits as set out in Part II of Schedule V of the Companies Act, 2013 and as may be amended from time to time;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider, necessary, expedient or desirable in order to give effect to this resolution and to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company.”

4. To approve the re-appointment of Mr. Dhiren Parikh (DIN: 08525317) as an Independent Director of the Company.

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

**“RESOLVED THAT** pursuant to the provisions of Section 149 of the Companies Act, 2013 and any other provisions or rules & regulations made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other permissions and approvals, if any, as may be required, consent of the Members be and is hereby accorded to re-appoint Mr. Dhiren Parikh as an Independent Director, for a second term of five years w.e.f. August 5, 2024 till the conclusion of 19<sup>th</sup> Annual General Meeting of the Company to be held in the Calendar year 2029 or up to August 4, 2029, whichever is earlier as set out in the Explanatory Statement annexed to the Notice;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider, necessary, expedient or desirable in order to give effect to



this resolution and to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company.”

Date: 14/08/2024

Place: Ahmedabad

For and on behalf of the Board of Directors of,  
**Astron Paper and Board Mill Limited**

Sd/-

**Shri Kirit Patel,**

Chairman & Managing Director

(DIN: 03353684)

**Reg. Office:**

D- 702, Seventh Floor, Ganesh Meridian,  
Opp. High Court,  
S. G Highway, Ahmedabad- 380 060.





## **Notes:**

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by “COVID-19”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM. The detailed procedure for participation in the meeting through VC / OAVM is as per note no. 20 and is also available at the Company’s website <https://www.astronpaper.com/>
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item No. 3 and 4 of the Notice, is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy (ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
4. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body



Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to [cs@astronpaper.com](mailto:cs@astronpaper.com). Institutional shareholders (i.e. other than individuals, HUFs, NRIs 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.

5. The copy of the Balance Sheet, the Director’s Report and the Auditor’s Report is sent herewith.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM, All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM, i.e. 30/09/2024. Members seeking to inspect such documents can send an email to [cs@astronpaper.com](mailto:cs@astronpaper.com).
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
  - a. **For shares held in electronic form:** to their Depository Participants (“DPs”)
  - b. **For shares held in physical form:** to Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/ HO/ MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not



having PAN, KYC, and Nomination details. Members may also refer to Frequently Asked Questions (“FAQs”) on Company’s website <https://www.astronpaper.com/>.

8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC Compliant.
9. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Link Intime, for assistance in this regard.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link Intime, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.







12. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Security Market. Members holding shares in Dematerialized form should inform their DP and members holding shares in physical form should inform the Company their PAN details along with proof thereof.
14. The helpline number regarding any query / assistance for participation in the AGM through VC/OAVM is 079- 40081221.
15. 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 EGM/AGM through VC/OAVM will be made available to at least 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 EGM/AGM without restriction on account of first come first served basis.
16. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
17. In accordance with the aforesaid MCA Circulars and Circular Nos.  
SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020,  
SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021,  
SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022,  
SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and



SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as “SEBI Circulars”), the Notice of the AGM along with the Integrated Annual Report for FY 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”.

Members may note that the Notice has been uploaded on the website of the Company at <https://www.astronpaper.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The said Notice of the AGM is also available on the website of CDSL (agency for providing the Remote e-Voting facility) at [www.evotingindia.com](http://www.evotingindia.com).

18. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.
19. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual members holding shares in the physical form. The members who are desirous of availing this facility, may kindly write to Company’s R & T Agent for nomination form by quoting their folio number.
20. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:
  - i. 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 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 14<sup>th</sup> December, 2021, 5<sup>th</sup> May, 2022 and 28<sup>th</sup> December, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EOGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India)



Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as e-voting during AGM will be provided by CDSL.

- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, 23<sup>rd</sup> September, 2024 , shall be entitled to avail the facility of remote e-voting as well as e-voting during AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Monday, 23<sup>rd</sup> September, 2024 , shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on Friday, 27<sup>th</sup> September, 2024 at 09:00 A.M. and will end on, Sunday, 29<sup>th</sup> September, 2024 at 05:00 P.M. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Monday, 23<sup>rd</sup> September, 2024 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- v. Once the vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
- vi. 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 i.e. Monday, 23<sup>rd</sup> September, 2024 .
- vii. The Company has appointed Ishan P. Shah, Advocate- Ahmedabad to act as the Scrutinizer for conducting the remote e-voting process as well as





the venue voting system on the date of the AGM, in a fair and transparent manner.

21. THE INSTRUCTIONS TO THE SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- i. The voting period begins on Friday, 27<sup>th</sup> September, 2024 at 09:00 A.M. and ends on Sunday, 29<sup>th</sup> September, 2024 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 23<sup>rd</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.

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.**

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 aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

<b>Type of Shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with CDSL	<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. Option will be made available to reach e-Voting page without any further authentication. 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 and then use your existing my easi username &amp; password.</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></ol>



	<p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>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.nsd.com">https://eservices.nsd.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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at</p>



	<p><a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “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.</p> <p>1) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code.</p>
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. 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.

**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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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) Login method for e-Voting and joining virtual meeting for holding shares in physical mode and non-individual shareholders in demat mode.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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 Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	• Enter your 10digit 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 OR Date of Birth (DOB)	<ul style="list-style-type: none"><li>• 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.</li><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>

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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 share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN of the Company – ASTRON PAPER AND BOARD MILL LIMITED (EVSN No. 240904081) on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Facility for Non – Individual Shareholders and Custodians- Remote Voting.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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.
  - 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.
- Alternatively Non Individual shareholders are 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 and to the Company at the email address viz; [cs@astronpaper.com](mailto:cs@astronpaper.com)/[pinakincs@yahoo.in](mailto:pinakincs@yahoo.in) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **22. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- 1) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- 3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6) 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.

- 7) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@astronpaper.com](mailto:cs@astronpaper.com) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@astronpaper.com](mailto:cs@astronpaper.com) These queries will be replied to by the company suitably by email.
- 8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 9) Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
- 10) Only those shareholders, who are 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 available during the AGM.
- 11) If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-Voting during meeting is available only to the shareholders attending the meeting.

**23. PROCESS FOR THOSE SHAREHOLDERS, WHOSE E-MAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- 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/RTA email id.

- 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 22 55 33.

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:evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.





## ANNEXURE TO THE NOTICE

[Pursuant to Section 102 of the Companies Act, 2013 (“Act”)]

### **ITEM NO. 3:**

Pursuant to the provisions of Section 196, 203 & other applicable rules of the Companies Act, 2013, Shri Ramakant Patel (DIN: 00233423) was appointed as a Whole Time Director of our Company with effect from 01<sup>st</sup> October, 2019 for a period of five year on the terms and conditions as may be decided by the Board.

Shri Ramakant Patel has been diligently managing local marketing and maintaining business relationships with our customers. His expertise in establishing a distribution network has significantly benefited the Company.

Recognizing his substantial contributions and extensive experience of over 25 years in our industry, the Board of Directors, at their meeting held on 14<sup>th</sup> August, 2024, upon the recommendation of the Nomination & Remuneration Committee, decided to re-appoint Shri Ramakant Patel as a Whole Time Director, as proposed under resolution.

The material terms and conditions of the Re-appointment are as under:

1. Period of Re-appointment:

01<sup>st</sup> October, 2024 to 30<sup>th</sup> September, 2029

2. Remuneration:

a) Basic Salary :

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members at the General Meeting, decided that the minimum remuneration payable to Shri Ramakant Patel shall not exceed INR 1,50,000/- per month.

b) Perquisites/Allowances:

Shri Ramakant Patel shall be entitled to perquisites, evaluated as per Income-tax rules where applicable, and otherwise at actual cost to the Company. These perquisites include, but are not limited to, the





benefit of club fees, group insurance, use of a car and telephone at residence or reimbursement of expenses in lieu thereof, medical reimbursement, leave and leave travel concession, education benefits, provident fund, superannuation fund, and gratuity, in accordance with the applicable schemes and rules.

- c) The terms and conditions of the remuneration payable to Shri Ramakant Patel as Whole Time Director, as set out in the Notice and Explanatory Statement, should be treated as an abstract of the terms of his re-appointment and memorandum of interest under Section 190 of the Companies Act, 2013. Furthermore, Shri Ramakant Patel satisfies all the applicable conditions under Section 196, read with Schedule V of the Act, to be eligible for the position of Whole Time Director.

Except for Shri Ramakant Patel and his relatives, none of the other Directors and Key Managerial Personnel of the Company, nor their relatives, have any financial or other interest in the resolution set out at Item No. 3.

The Board of Directors recommends the resolution for the approval of the members as an Ordinary Resolution.

#### **ITEM NO. 4:**

Pursuant to the provisions of Section 149, 152 & other applicable rules of the Companies Act, 2013 read with the Articles of Association of the Company, Shri Dhiren N. Parikh (DIN: 08525317) was appointed as a Non- Executive and Independent Director of our Company with effect from 05<sup>th</sup> August, 2019 to 4<sup>th</sup> August, 2024 with the period of office not liable to determination of retirement by rotation. In terms of the provisions of the Act, they hold office up to date Annual General Meeting and is eligible for re-appointment.

Further, Shri Dhiren N. Parikh is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Company has also received a declaration from Shri Dhiren N. Parikh (DIN: 08525317) that he meets the criteria of independence as prescribed both under



Sub-section (6) of Section 149 read with Schedule IV of the Companies Act, 2013 and also under Regulation 16 & 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

In the opinion of the Board, Shri Dhiren N. Parikh is a person of integrity and possesses relevant expertise and experience and fulfils the conditions for re-appointment as an Independent director as specified in the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. On the basis of Performance Evaluation, the Board of Directors, at their meeting held on 03<sup>rd</sup> August, 2024, upon the recommendation of the Nomination & Remuneration Committee, decided to re-appoint Shri Dhiren Parikh as an Independent Director, as proposed under resolution.

A declaration of eligibility under Section 149 (7), received from him, a copy of appointment letter and other documents are open for inspection at the Registered Office of the Company during normal business hours (09:00 a.m. to 05:00 p.m.) on all working days except Saturdays and Sundays, up to the date of the Annual General Meeting of the Company.

The material terms and conditions of the Re-appointment are as under:

1. Period of Re-appointment:  
05<sup>th</sup> August, 2024 to 04<sup>th</sup> August, 2029
2. Remuneration/ Sitting fees: INR 15,000/- Board meeting

Except Shri Dhiren N. Parikh and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Recognizing his substantial contributions towards our company and his experience and expertise, the Board of Directors recommends the proposed Special Resolution for his appointment as set out at Item No. 4 for your approval.





Brief details of Directors seeking re-appointment at the ensuing Annual General Meeting as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of Director	Mr. Ramakant Patel (DIN: 00233423)	Mr. Dhiren Parikh (DIN: 08525317)
Designation	Whole Time Director	Independent Director
Age	58 years	56 years
Date of first Appointment on Board	29/12/2010	03/08/2019
Qualifications	Commerce Graduate	Chartered Accountant
Experience and expertise in specific functional areas	Mr. Ramakant Patel is the Promoter and Executive Director of our Company. He has been on the Board of Directors of our Company since its incorporation. He has over two decades of work experience in packaging and paper industry. Subsequently, he joined Shreerangam Packaging Private Limited as a Director in January, 2006 and continues to be a director till date. He currently looks after the marketing strategies of the Company.	Mr. Dhiren Parikh is Commerce Graduate and a Chartered Accountant by profession. He is currently practicing in the name of Dhiren N. Parikh & Co., major area of practice is project Finance, GST Audit, stock Audit and other Certifications. He has over 2 (two) decades of work experience in delivering optimal results & business value in high-growth environments. He is having in depth knowledge of finance control, preparation of Project Report, banking loan approval, identifying & evaluating risks in banking



Relationship with other Directors/ KMPs/ Manager	Mr. Ramakant Patel is not related to any Director on the Board of the Company/KMPs/Manager.	Mr. Dhiren Parikh is not related to any Director on the Board of the Company/ KMPs/Manager.
Number of Board meetings attended during the year	5/5	5/5

Date: 14/08/2024

Place: Ahmedabad

For and on behalf of the Board of Directors of,  
**Astron Paper and Board Mill Limited**

Sd/-  
**Shri Kirit Patel,**  
Chairman & Managing Director  
(DIN: 03353684)

**Reg. Office:**

D- 702, Seventh Floor, Ganesh Meridian,  
Opp. High Court,  
S. G Highway, Ahmedabad- 380 060

