

26th August, 2026

To, Listing Department BSE Limited 25th Floor, P. J. Towers, Dalal Street, Mumbai – 400 001 Security Code: <u>540923</u>	To, Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Security Symbol: <u>ASHOKAMET</u>
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Dear Sir/Madam,

Sub: Notice of 17th Annual General Meeting of the Company.

This is with reference to the above captioned subject line and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 17th Annual General Meeting to be held on **Thursday, 17th September, 2026 at 3:30 P.M. IST** through Video Conferencing (VC)/other Audio-Visual Means (OAVM).

Kindly find the same and take on your records.

Thanking you.

Yours faithfully,

For Ashoka Metcast Limited

Ashok Shah
Managing Director
DIN: 02467830



Encl: As above

Ashoka Metcast Limited

Reg. Ofc: Corporate House-2, Anam-2, Iscon Ambli BRTS Road, Nr. Vakil Saheb Bridge, Ambli, Ahmedabad-380058, Gujarat, India **Website:** www.ashokametcast.in
CIN: L46620GJ2009PLC057642 **Phone:** 6358028106 **Email:** info@ashokametcast.in

NOTICE

Notice is hereby given that **17th Annual General Meeting of Ashoka Metcast Limited** will be held on **Thursday, 17th September, 2026 at 3:30 P.M. IST** through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) to transact the following Business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2026 including Audited Balance Sheet as at 31st March, 2026 and Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.**

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

“RESOLVED THAT pursuant to the provisions of section 129, 134 and all other applicable provisions of the Companies Act, 2013 if any read with Companies (Accounts) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) the Audited Standalone and Consolidated financial statements of the Company for the financial year ended 31st March, 2026 and reports of the Board of Directors and Statutory Auditors thereon, as circulated to the members, be and are hereby considered and approved.”

- 2. Re-appointment of Mr. Shalin Ashok Shah (DIN: 002974447), Non-Executive Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment.**

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

“RESOLVED THAT in accordance with the provisions of section 152 and other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shalin Ashok Shah (DIN: 002974447), who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as Non-Executive Director of the company.”

“RESOLVED FURTHER THAT any of the Board of Directors/ Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds and things, to sign, execute and deliver all such documents, instruments and writings as may be required to give effect to this Resolution.”

SPECIAL BUSINESS:

- 3. REGULARIZATION OF APPOINTMENT OF MRS. JHANVI VIKAS SETHI (DIN: 08593000) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) if any, read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made there under and Regulation 16(1)(b) and Regulation 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the Company, and based on recommendation of Nomination

and Remuneration Committee, Mrs. Jhanvi Vikas Sethi (DIN: 08593000) who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the company by the Board of Directors at its meeting held on 12th August, 2026 pursuant to section 161 of the Act and in respect of whom the company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in section 149 (6) of the Act, be and is hereby appointed as the Non-Executive Independent Director of the company to hold office for a term of 5 (five) consecutive years commencing from 12th August, 2026 to 11th August, 2031."

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

4. APPROVAL FOR ENHANCEMENT OF LIMIT FOR AVAILING FINANCIAL ASSISTANCE FROM PROMOTER AND PROMOTER GROUP AND CONVERSION OF LOAN INTO EQUITY SHARES:

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 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and other applicable provisions, if any and to the extent applicable, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the "Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as "ICDR Regulations"), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities, the consent of the Members be and is hereby accorded to the Board in respect of the financial assistance to be extended by the Promoters and Promoter Group (hereinafter referred to as the "Lenders") not exceeding Rs. 50 Crores (Rupees Fifty Crores only), being an enhancement of the existing approved limit of Rs. 25 Crores, consistent with the existing borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013 and further to convert the whole or part of the outstanding loans of the Company into fully paid-up equity shares of the Company, in one or more tranches, at such price as may be mutually agreed by the Lenders and management and upon such terms and conditions as set forth by the Lenders to the Company in the loan agreement(s), security document(s) and/or any other financing documents by whatever name called (hereinafter referred to as the "Financing Documents") or as may be stipulated by the Lenders or as deemed appropriate by the Board and in accordance with the following conditions:

- i. The conversion right reserved as aforesaid may be exercised by the Lenders in accordance with Financing Documents entered into by the Company and the Lenders;
- ii. On receipt of the Notice of Conversion, the Company shall, subject to the provisions of the Financing Documents, issue and allot the requisite number of fully paid-up equity shares of the Company to the Lenders from the date of conversion and the Lenders may accept the same in satisfaction of the loan/part of the loan so converted;
- iii. Upon such conversion, the repayment instalments of the loan payable after the date of conversion as per the Financing Documents shall stand reduced proportionately by the amounts of the loan so converted;

iv. The equity shares so allotted and issued to the Lenders shall rank pari passu with the existing equity shares of the Company in all respects, from the date of conversion.

“RESOLVED FURTHER THAT on receipt of the Notice of Conversion, the Board be and is hereby authorised to do all such acts, deeds and things as the Board may deem necessary and shall allot and issue the requisite number of fully paid-up ordinary Equity Shares in the Company to the Lenders.

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this Resolution to any Director or Directors or any other executive(s) or officer(s) of the Company to give effect to the aforesaid Resolution.”

5. ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH RHETAN TMT LIMITED:

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), Section 188 and all the applicable provisions, if any of the Companies Act, 2013 (the “Act”) along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof for the time being in force, pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering into and/or continuing to enter into contracts/arrangements/transactions/agreements, in the ordinary course of business and on arm’s length basis with **Rhetan TMT Limited**, a ‘Related Party’ (Subsidiary) of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) sale, purchase, lease or supply of goods; b) procurement or rendering of services; c) transfer of any resources, services or obligations to meet the Company’s business objective/requirements; and d) availing/advancing of borrowings/ inter corporate loans/ advances (“Related Party Transactions”), on an ongoing basis, whether individually and/or in the aggregate shall not exceed **Rs. 150 Crore** during the financial year 2027-28 on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

6. ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH ASHNISHA INDUSTRIES LIMITED:

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), Section 188 and all the applicable provisions, if any of the Companies Act, 2013 (the “Act”) along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments

thereof for the time being in force, pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering into and/or continuing to enter into contracts/arrangements/transactions, in the ordinary course of business and on arm's length basis with **Ashnisha Industries Limited**, a 'Related Party' of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) sale, purchase, lease or supply of goods; b) procurement or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objective/requirements; and d) availing/advancing of borrowings / inter corporate loans/ advances ("Related Party Transactions"), on an ongoing basis, whether individually and/or in the aggregate shall not exceed **Rs. 150 Crore** during the financial year 2027-28 on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time."

"RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

7. ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH LESHA INDUSTRIES LIMITED:

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Section 188 and all the applicable provisions, if any of the Companies Act, 2013 (the "Act") along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof for the time being in force, pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering into and/or continuing to enter into contracts/arrangements/transactions, in the ordinary course of business and on arm's length basis with **Lesha Industries Limited**, a 'Related Party' of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) sale, purchase, lease or supply of goods; b) procurement or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objective/requirements; and d) availing/advancing of borrowings / inter corporate loans/ advances ("Related Party Transactions"), on an ongoing basis, whether individually and/or in the aggregate shall not exceed **Rs. 150 Crore** during the financial year 2027-28 on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time."

"RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

8. ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH GUJARAT NATURAL RESOURCES LIMITED:

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Section 188 and all the applicable provisions, if any of the Companies Act, 2013 (the "Act") along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof for the time being in force, pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering

into and/or continuing to enter into contracts/arrangements/transactions, in the ordinary course of business and on arm's length basis with **Gujarat Natural Resources Limited**, a 'Related Party' of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) sale, purchase, lease or supply of goods; b) procurement or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objective/requirements; and d) availing/advancing of borrowings / inter corporate loans/ advances ("Related Party Transactions"), on an ongoing basis, whether individually and/or in the aggregate shall not exceed **Rs. 150 Crore** during the financial year 2027-28 on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time."

"RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

9. ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH LESHA VENTURES PRIVATE LIMITED:

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and all the applicable provisions of the Companies Act, 2013 (the "Act") along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof for the time being in force, pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering into and/or continuing to enter into contracts/arrangements/transactions, in the ordinary course of business and on arm's length basis with **Lesha Ventures Private Limited**, a 'Related Party' of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of a) sale, purchase, lease or supply of goods; b) procurement or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objective/requirements; and d) availing/advancing of borrowings / inter corporate loans/ advances ("Related Party Transactions"), on an ongoing basis, whether individually and/or in the aggregate shall not exceed **Rs. 150 Crore** during the financial year 2027-28 on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time."

"RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

Place: Ahmedabad
Date: 12th August, 2026

For and on behalf of the Board
Sd/-
Ankur Rastogi
Company Secretary

**Details of Directors seeking Appointment/ Reappointment in Annual General Meeting
Pursuant to Regulation 36(3) of SEBI (LODR) Regulation, 2015 and as per Secretarial Standards on General Meetings (SS-2)**

Name of the Director	Mr. Shalin Ashok Shah	Mrs. Jhanvi Vikas Sethi
DIN	00297447	08593000
Age (Yrs.)	52 years	49 years
Date of Birth	31/08/1973	12/04/1977
Date of First Appointment	29/07/2009	12/08/2026
Designation	Non-Executive Director	Additional (Independent) Director
Qualifications	Civil Engineer	Psychologist
Experience/ Expertise	Mr. Shalin Ashok Shah, aged 52, holds a Bachelor's degree in Civil Engineering from L.D. Engineering College, Ahmedabad. He brings over 30 years of rich managerial and leadership experience across diverse domains including manufacturing, trading, finance, accounting, information technology, legal and industrial operations. He has extensive expertise in the manufacturing and trading of iron and steel and has also been associated with sectors such as natural resources, agro foods, real estate, electronics and IT.	Mrs. Jhanvi Vikas Sethi, aged 49 years, has over 20 years of professional experience in the stock market and finance sector, with extensive exposure to financial markets, investments and related financial matters. During her career, she has been associated with leading business groups and has gained significant experience in investment management, capital market operations and financial analysis.
Terms and Conditions of appointment along with details of remuneration sought to be paid	As per the letter of appointment / letter of offer	As per the letter of appointment / letter of offer
Remuneration last drawn, if any	NIL	NIL
Shareholding in the Company	5545000 Equity Shares (22.18%)	NIL
Relationship with other Directors, Manager and other KMP of the company	Mr. Shalin Shah and Mr. Ashok Shah, Managing Director are related as Son-Father. No other directors are related inter se.	None
No. of Meetings of the Board attended during the year (2025-26)	11/11	NA
Directorship in other Public Companies	• Lesha Industries Limited • Gujarat Natural Resources Limited • Rhetan TMT Limited • Ashnisha Industries Limited	• Rhetan TMT Limited • Ashnisha Industries Limited • Gujarat Natural Resources Limited
Directorship in other Private Companies	Lesha Ventures Private Limited	-

Listed entities from which the person has resigned in the past three years	-	-
Membership/ Chairmanship of Committees of other Boards	• Member of Stakeholders Relationship Committee of Gujarat Natural Resources Limited • Member of Audit Committee & Nomination & Remuneration Committee of Lesha Industries Limited • Chairman of Stakeholders Relationship Committee of Lesha Industries Limited • Member of Audit Committee & Nomination & Remuneration Committee of Ashnisha Industries Limited • Member of Corporate Social Responsibility Committee of Rhetan TMT Limited • Chairman of Risk Management Committee of Rhetan TMT Limited	-
Justification for choosing the appointee for appointment as Director / Skills and capabilities required for the role, in case of Director	His strategic vision and hands-on approach have contributed to operational efficiency, business growth and long-term value creation. His multidisciplinary experience and strong managerial capabilities enable him to provide effective strategic direction to the organizations he is associated with.	Her diverse experience and understanding of the financial markets enable her to provide valuable insights and strategic guidance to the Company.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3 OF THE NOTICE:****REGULARIZATION OF APPOINTMENT OF MRS. JHANVI VIKAS SETHI (DIN: 08593000) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, had appointed Mrs. Jhanvi Vikas Sethi (DIN: 08593000) as an Additional (Independent) Director w.e.f. 12th August, 2026. Pursuant to Section 161 of the Act, an Additional Director shall hold office upto the date of next General Meeting. Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, 2015, every listed Company is required to take approval of the Shareholders of the Company for appointment of a Director at the next General Meeting or within 3 months from the date of the appointment, whichever is earlier. Accordingly, Mrs. Jhanvi Sethi shall hold office as an Additional Non-Executive Independent Director of the Company upto the date of ensuing General Meeting of the Company.

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

In the opinion of the Board, Mrs. Jhanvi Sethi fulfills the conditions as specified in the Act and the Rules framed there under for appointment of an Independent Director and she is independent of the management. In compliance with the provisions of section 149 and 150(2) read with Schedule IV of the Act, the business of appointment of Mrs. Jhanvi Sethi as a Non-Executive Independent Director to hold office for a period of 5 (five) years with effect from 12th August, 2026 to 11th August, 2031 is being placed before the Members for their approval.

Mrs. Jhanvi Vikas Sethi, aged 49 years, has over 20 years of professional experience in the stock market and finance sector, with extensive exposure to financial markets, investments and related financial matters. Her diverse experience and understanding of the financial markets enable her to provide valuable insights and strategic guidance to the Company and hence the resolution is recommended for your approval. Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives except Mrs. Jhanvi Sethi, since it is relating to her own appointment, may be deemed to be concerned or interested in the Resolution stated at item No. 3 of the Notice.

Accordingly, the Board recommends the Resolution in the Notice to be passed as **Special Resolution**.

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

ITEM NO. 4 OF THE NOTICE:**APPROVAL FOR ENHANCEMENT OF LIMIT FOR AVAILING FINANCIAL ASSISTANCE FROM PROMOTER AND PROMOTER GROUP AND CONVERSION OF LOAN INTO EQUITY SHARES:**

To meet funding requirements towards proposed capital expenditures, operational expenditure and working capital with respect to the projects to be undertaken by the Company and for general corporate purposes, the Company may avail financial assistance by way of loans from time to time from the Promoters and Promoter Group (hereinafter referred to as the "Lenders") upon such terms and conditions stipulated by them and approved by the Board.

The Members of the Company had earlier approved an enabling resolution for availing financial assistance from the Promoters and Promoter Group and conversion of the outstanding loans into equity shares of the Company, subject to an overall limit of Rs. 25 Crores.

In view of the increased funding requirements of the Company and to provide greater financial flexibility for meeting its capital expenditure, operational expenditure, working capital and general corporate requirements, the Board proposes to enhance the existing approved limit from Rs. 25 Crores to Rs. 50 Crores.

The terms of the financing arrangements may provide that, upon exercise of an option provided under such arrangements, the Lenders may be entitled to convert the whole or part of their outstanding facility into fully paid-up ordinary Equity Shares of the Company.

The proposed resolution is an enabling resolution under the provisions of Section 62(3) and other applicable provisions of the Companies Act, 2013, in view of the fact that under the financial arrangements, the Lenders may require an option to convert the outstanding facility into Equity Shares upon exercise of an option provided under the relevant financing arrangements.

Allotment of Equity Shares pursuant to such conversion requires prior approval of the Members by way of Special Resolution. Hence, this is the enabling resolution.

None of the Directors of the Company is interested in the resolution except in the capacity as a members.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 4 of the Notice for the approval of the Members.

ITEM NO. 5 TO 9 OF THE NOTICE:

MATERIAL RELATED PARTY TRANSACTIONS:

Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), material related party transactions requires approval of the shareholders.

As per the Listing Regulations, a Related Party Transaction is considered 'material' if the transaction/(s) with a related party to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

As per Regulation 2(1)(zb) of the SEBI Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) of the SEBI Listing Regulations has defined related party transaction to include a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

Further, Securities and Exchange Board of India ("SEBI") vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 and circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 has introduced the Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ("Industry Standards") to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the Listing Regulations read with the SEBI Master Circular no. No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Circular"). The Industry Standards inter-alia requires listed

entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The Audit Committee has, on the basis of relevant details provided by the management as required by the law, reviewed and approved the said transaction/(s), subject to approval of the Members, while noting that such transactions shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Transaction Policy of the Company. The maximum value of the transactions with each related party, for the relevant period (F.Y. 2027-28) on an ongoing basis, whether individually and/or in the aggregate shall not exceed **Rs. 150 Crores**. It is in the above context that, Resolution No. 5 to 9 are placed for the approval of the Members of Ashoka Metcast Limited ("Company") along with necessary details on the proposed RPTs provided in this Statement.

Rhetan TMT Limited is the Listed Subsidiary of the Company. Henceforth, pursuant to Regulation 23(4) of SEBI (LODR) Regulations, 2015, prior shareholders' approval shall not be required for a related party transaction to which the listed subsidiary is a party but the listed entity is not a party, if regulation 23 and sub regulation (2) of regulation 15 is applicable.

Details of the proposed transactions with related party/(ies) of the Company, including the information pursuant to Clause 4 of the Industry Standards read with SEBI Circular and applicable provisions of the Act (as amended from time to time), if any, and as placed before the Audit Committee & Shareholders for consideration while seeking prior approval of the proposed RPT(s), are provided below:

PART A

Sr No.	Particulars	Information by the Management				
<u>A. Details of the related party and transactions with the related party</u>						
<u>A(1). Basic details of the related party</u>						
1.	Name of the related party	Rhetan TMT Limited (RTL/Rhetan)	Ashnisha Industries Limited (AIL/Ashnisha)	Lesha Industries Limited (LIL/Lesha)	Gujarat Natural Resources Limited (GNRL)	Lesha Ventures Private Limited (LVPL)
2.	Country of incorporation of the related party	India	India	India	India	India
3.	Nature of business of the related party	Manufacture of Basic iron & steel	Trading of Steel and other Items	Trading of Steel and other Items	Oil & Gas Exploration	Non-specialized retail trade in stores
<u>A(2). Relationship and ownership of the related party</u>						
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Mr. Ashok Shah, Managing Director of the Company is Managing Director on the Board of Ashnisha Industries Limited and is also Director on the Board of Gujarat Natural Resources Limited, Lesha Industries, Rhetan TMT Limited and Lesha Ventures Private Limited. Mr. Shalin Shah, Director of the Company is also Managing Director of Rhetan TMT Limited and Gujarat Natural Resources Limited and is also Director of Lesha Industries Limited, Ashnisha Industries Limited and Lesha Ventures Private Limited. Mr. Hiteshkumar Donga, Director of the Company is also Director & CFO of Gujarat Natural Resources Limited.				

		Mr. Kunjan Rathod, Independent Director of the Company is also Independent Director on the Board of Ashnisha Industries Limited & Lesha Industries Limited. Mr. Rushabh Shah, Independent Director of the Company is also the Independent Director of Rhetan TMT Limited. Mrs. Jhanvi Sethi, Additional (Independent) Director of the Company is also Additional (Independent) Director of Rhetan TMT Limited.				
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. <i>Explanation: Indirect shareholding shall mean Shareholding held through any person, over which the listed entity or subsidiary has control.</i>	442460625 Equity Shares (55.52%)	71773 Equity Shares (0.03%)	NIL	560000 Equity Shares (0.37%)	NIL
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary)	NA	NA	NA	NA	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity <i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i>	NIL	100 Equity Shares (0.00%)	NIL	NIL	100 Equity Shares (0.00%)
A(3). Details of previous transactions with the related party						
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i>	FY 2025-26 (Listed Entity)		(Rs. In Lakhs)		
		Type of Transaction	Name of Party	Amount (During the Year)	Closing balance	
		Purchase of Goods	RTL	216.12	67.58	
		Sale of Goods	RTL	108.24		
		Inter-corporate Borrowings/Advance received	LIL	-	61.72	

		FY 2025-26 (Subsidiary_RTL) (Rs. In Lakhs) <table><tr><th>Type of Transaction</th><th>Name of Party</th><th>Amount (Rs. in Lakhs)</th><th>Closing Balance (Rs. in Lakhs)</th></tr><tr><td>Purchase of Goods</td><td>AIL</td><td>698.83</td><td rowspan="2">591.60</td></tr><tr><td>Sale of Goods</td><td>AIL</td><td>272.19</td></tr><tr><td>Purchase of Goods</td><td>LIL</td><td>548.01</td><td rowspan="2">63.06</td></tr><tr><td>Sale of Goods</td><td>LIL</td><td>0.00</td></tr><tr><td>Purchase of Goods</td><td>AML</td><td>216.12</td><td rowspan="2">67.58</td></tr><tr><td>Sale of Goods</td><td>AML</td><td>108.24</td></tr><tr><td>Inter-corporate Borrowings / Advance Given</td><td>AIL</td><td>32.90</td><td>180.21</td></tr><tr><td>Inter-corporate Borrowings / Advance Given</td><td>AML</td><td>2,010.40</td><td>2,693.60</td></tr><tr><td>Trade Payables</td><td>GNRL</td><td>–</td><td>0.00</td></tr></table>	Type of Transaction	Name of Party	Amount (Rs. in Lakhs)	Closing Balance (Rs. in Lakhs)	Purchase of Goods	AIL	698.83	591.60	Sale of Goods	AIL	272.19	Purchase of Goods	LIL	548.01	63.06	Sale of Goods	LIL	0.00	Purchase of Goods	AML	216.12	67.58	Sale of Goods	AML	108.24	Inter-corporate Borrowings / Advance Given	AIL	32.90	180.21	Inter-corporate Borrowings / Advance Given	AML	2,010.40	2,693.60	Trade Payables	GNRL	–	0.00																	
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2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year up to the quarter in which the approval is sought (till the date of approval of Audit Committee/ shareholders).	The Company has already sought prior approval of members for RPT to be undertaken by the Company for the FY 2026-27 by passing Special resolution at the 16th Annual General Meeting held in the year 2025. Details of related party transactions till date: (Listed Entity) <table><tr><th>Sr. No.</th><th>Name</th><th>Transaction</th><th>Amount in Lakhs</th></tr><tr><td rowspan="7">1</td><td rowspan="7">Rhetan TMT Ltd (RTL)</td><td>Opening Balance</td><td>2693.60</td></tr><tr><td>Loan Taken</td><td>165.50</td></tr><tr><td>Loan Repaid</td><td>1590.00</td></tr><tr><td>Closing Balance</td><td>1269.10</td></tr><tr><td>Opening Balance</td><td>67.58</td></tr><tr><td>Purchases</td><td>135.65</td></tr><tr><td>Closing Balance</td><td>16.56</td></tr><tr><td colspan="4"></td></tr><tr><td rowspan="4">2</td><td rowspan="4">Lesha Industries Limited (LIL)</td><td>Opening Balance</td><td>61.72</td></tr><tr><td>Loan Taken</td><td>0.00</td></tr><tr><td>Loan Repaid</td><td>0.00</td></tr><tr><td>Closing Balance</td><td>61.72</td></tr></table> Details of related party transactions till date: (Subsidiary_RTL) <table><tr><th>Sr. No.</th><th>Name</th><th>Transaction</th><th>Amount in Lakhs</th></tr><tr><td rowspan="7">1</td><td rowspan="7">Ashoka Metcast Limited (AML)</td><td>Opening Balance</td><td>2693.60</td></tr><tr><td>Loan Taken</td><td>165.50</td></tr><tr><td>Loan Repaid</td><td>1590.00</td></tr><tr><td>Closing Balance</td><td>1269.10</td></tr><tr><td>Opening Balance</td><td>67.58</td></tr><tr><td>Sales</td><td>135.65</td></tr><tr><td>Closing Balance</td><td>16.56</td></tr></table>	Sr. No.	Name	Transaction	Amount in Lakhs	1	Rhetan TMT Ltd (RTL)	Opening Balance	2693.60	Loan Taken	165.50	Loan Repaid	1590.00	Closing Balance	1269.10	Opening Balance	67.58	Purchases	135.65	Closing Balance	16.56					2	Lesha Industries Limited (LIL)	Opening Balance	61.72	Loan Taken	0.00	Loan Repaid	0.00	Closing Balance	61.72	Sr. No.	Name	Transaction	Amount in Lakhs	1	Ashoka Metcast Limited (AML)	Opening Balance	2693.60	Loan Taken	165.50	Loan Repaid	1590.00	Closing Balance	1269.10	Opening Balance	67.58	Sales	135.65	Closing Balance	16.56
Sr. No.	Name	Transaction	Amount in Lakhs																																																					
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			2	Lesha Industries Limited (LIL)	Opening Balance	0.00		
					Loan Given	171.85		
					Loan Repaid	0.00		
					Closing Balance	171.85		
					Opening Balance	6.31		
					Purchases	0.00		
					Sales	0.00		
					Closing Balance	6.31		
			3	Ashnisha Industries Limited (AIL)	Opening Balance	180.21		
					Loan Given	0.00		
					Loan Repaid	0.00		
					Closing Balance	180.21		
					Opening Balance	591.60		
					Purchases	72.43		
					Sales	93.02		
					Closing Balance	559.38		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No						
A(4). Amount of the proposed transactions								
1.	Amount of the proposed transactions being placed for approval in this meeting of the Audit Committee/shareholders.	upto Rs. 150 crores	upto Rs. 150 crores	upto Rs. 150 crores	upto Rs. 150 crores	upto Rs. 150 crores		
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the transaction as material RPT?	Yes	Yes	Yes	Yes	Yes		

3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Upto 541.47%* <i>*Note: As the value of proposed transaction with each related party is the same, so the percentage remains the same in case of each party. Further, the value of the proposed transactions with each related party is assumed to be upto Rs. 150 crores, which is approximately 541.47% of the listed entity's annual consolidated turnover for the immediately preceding financial year. Accordingly, the percentage is also based on this assumption of transaction value.</i>				
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Upto 613.73% <i>*Note: As the value of proposed transaction with each related party is the same, so the percentage remains the same in case of each party. Further, the value of the proposed transactions with each related party is assumed to be upto Rs. 150 crores, which is approximately 613.73% of the subsidiary's annual turnover for the immediately preceding financial year. Accordingly, the percentage is also based on this assumption of transaction value.</i>				
5.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year	613.73%	1777.55%	3163.63%	1307.01%	-
		<i>*Note: The value of the proposed transaction with Listed Entity is assumed to be upto Rs. 150 crores, accordingly, the percentage (calculated based on the standalone turnover for the immediately preceding financial year) is also based on this assumption of transaction value.</i>				
6.	Financial performance of the related party for the immediately preceding financial year:					
	Standalone turnover of the related party for each of the last three financial years:					
	FY 2025-26	2444.07	843.86	474.14	1147.66	0.00
	FY 2024-25	3716.48	283.15	1245.54	70.40	0.00
	FY 2023-24	6476.62	527.47	1,156.26	224.44	0.00
7.	Standalone net worth of the related party for each of the last three financial years:					
	FY 2025-26	10861.41	7,657.18	7416.93	23098.35	(21.38)
	FY 2024-25	9398.40	2759.72	7403.08	16830.74	(21.38)
	FY 2023-24	8903.50	2747.49	2,543.50	11997.28	(21.50)
	Standalone net profits of the related party for each of the last three financial years:					
	FY 2025-26	1029.78	15.65	13.85	842.61	0.12
	FY 2024-25	309.50	12.23	45.21	18.36	0.12
	FY 2023-24	387.04	65.12	717.70	(513.86)	23.37
A(5) Basic details of the proposed transaction						
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	a) sale, purchase, lease or supply of goods; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objective/requirements; and d) availing/advancing of borrowings/ inter corporate loans/ advances				
2.	Details of each type of the proposed transaction	The transaction between the related parties will be in the nature of purchase/sale of goods, services and/or availing/advancing inter corporate loans/borrowings or any other business activities.				
3.	Tenure of the proposed transaction (tenure in number of years or	One year (F.Y. 2027-28)				

	months to be specified)					
4.	Whether omnibus approval is being sought?	Yes	Yes	Yes	Yes	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The maximum value of transaction(s) during the F.Y. 2027-28 shall not exceed Rs. 150 crore	The maximum value of transaction(s) during the F.Y. 2027-28 shall not exceed Rs. 150 crore	The maximum value of transaction(s) during the F.Y. 2027-28 shall not exceed Rs. 150 crore	The maximum value of transaction(s) during the F.Y. 2027-28 shall not exceed Rs. 150 crore	The maximum value of transaction(s) during the F.Y. 2027-28 shall not exceed Rs. 150 crore
6.	Justification as to why RPTs proposed to be entered into are in the interest of the listed entity	All the proposed RPT to be undertaken between the related parties will be in the nature of purchase/sale of goods, services, inter-corporate, and/or any other business activities. All the transactions proposed to be undertaken would be on Arm’s Length and in Ordinary Course of Business. Further, the Audit Committee and the Board of Directors have reviewed the terms of the transaction in loans detail and are satisfied that the transactions are in the best interest of the Company and its shareholders. All relevant disclosures will be made in compliance with applicable regulations to ensure transparency and uphold corporate governance standards.				
7.	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.					
	a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party (Explanation: Indirect interest shall mean interest held through any person over which an individual has control Including interest held through relatives).	Shalin Shah, Promoter and Director of the Company holds 5.65% stake in ‘RTL’.	Shalin Shah and Ashok Shah Promoters and Directors of the Company hold 3.21% and 2.83% stake in ‘AIL’ respectively.	Ashok Shah, Promoter and Managing Director of Company holds 9.14% stake, Shalin Shah, Promoter and Director directly holds 16.52% stake in ‘LIL’ respectively.	None of the Director/KM P/ Promoter of the Company directly or indirectly holds more than 2% stake in related party.	Shalin Shah, and Ashok Shah, Promoters and Directors of the Company hold 50.00% and 50.00% stake in ‘LVPL’ respectively.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable for proposed transactions.				
9.	Other relevant information for decision making	-				

PART B

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The proposed RPTs are being conducted in the ordinary course of business and on an arm's length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), such transactions do not mandate a competitive bidding process if they are demonstrably fair and at market terms. Conducting an external bidding process would involve substantial time and administrative costs without adding proportional value, especially when the transactions terms are already demonstrably competitive and in line with industry standards. The proposed transactions have been reviewed and approved by the Audit Committee, which comprises a majority of independent directors. Their evaluation has ensured that the proposed transactions are in the best interests of the Company and its public shareholders, with no conflict of interest influencing the decision-making process. As per SEBI regulations, the requirement to seek competitive bids is not mandatory when transactions are in the ordinary course of business and at arm's length pricing. Hence, there is no regulatory obligation to invite external bids in this instance. Hence, the management of the Company believes that it is neither necessary nor value-accretive to seek bids from unrelated external parties. The proposed RPTs meet all statutory and governance requirements and serves the best interests of the Company and its stakeholders.
2.	Basis of determination of price.	NA
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	NA

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary					
1.	Source of funds in connection with the proposed transaction.	Internal accruals			
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	NA	NA	NA	NA
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders <i>(1. This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies 2. Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity)</i>	The listed entity currently has no outstanding borrowings from its bankers. Therefore, there is no applicable rate of interest at which the listed entity is borrowing from banks or financial institutions. In the event of any proposed borrowings in the future, the same will also be entered into at applicable prevailing market rates, in line with the terms generally available to similar entities in the market and subject to the listed entity's creditworthiness at the time.			
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Any amount, if advanced shall be extended without any interest charges and are intended solely for use in the ordinary course of business by the related party/(s).			
5.	Maturity / due date	Any amount if advanced to any of the related party/(s) shall be repayable on demand by the lender or as maybe agreed by the parties.			
6.	Repayment schedule & terms	The repayment schedule and terms shall be determined by the listed entity in consultation with its related party, ensuring alignment with the mutually agreed conditions and applicable provisions.			
7.	Whether Secured or unsecured?	Unsecured			
8.	If secured, the nature of security & security coverage ratio	NA			
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Loans, to any of the related party/(s) mentioned above shall be extended with the understanding that it will be utilized for business-related activities / business purpose in ordinary course of business.			

Point No. B(3) and B(4) of table forming Part B of Clause 4 of the Industry Standards are not applicable.		
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Material covenants of proposed transaction	The proposed transactions shall be in ordinary course of business and on arm's length basis.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	Interest free
3.	Cost of borrowing (This shall include all costs associated with the borrowing)	-
4.	Maturity / due date	Repayable on demand by Lender or as maybe decided by both the parties
5.	Repayment schedule & terms	The repayment schedule and terms shall be determined by the listed entity in consultation with its related party, ensuring alignment with the mutually agreed conditions and applicable regulations.
6.	Whether secured or unsecured?	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity /subsidiary	Business Purpose and in ordinary course of business
Point No. B(6) & B(7) of table of Part B of the Industry Standards are not applicable.		

PART C

C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary						
1.	Latest credit rating of the related party <i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i>	The Audit Committee of Listed Entity, after evaluating the creditworthiness of all the related party/(s), concluded that the related party/(s) possesses adequate financial strength and creditworthiness to engage in the proposed transaction/(s) with the Listed Entity and poses no undue risk to the Listed Entity in proceeding with the transaction. The review by Audit Committee of Listed Entity included an evaluation of financial statements and any relevant financial or market information of each of the related party individually to determine the related party's ability to meet its financial obligations.				
2.	Default on borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. <i>(Note: This information may be provided to the extent it is available)</i>	NA	NA	NA	NA	NA

	<i>in the public domain or as may be provided by the related party upon request)</i> In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. <i>(Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.)</i>					
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Point No. C(2) and C(3) of table forming Part C of Clause 4 of the Industry Standards are not applicable.

C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	0.41
	b. After transaction	The Debt to Equity Ratio of the listed entity, based on the latest audited financial statements, is not provided at this stage, as the proposed transaction is being undertaken under an omnibus approval. Since the final transaction amount has not yet been determined, the Debt to Equity Ratio cannot be computed with reference to a specific figure.
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	-
	b. After transaction	-

Point No. C(5) and C(6) of table forming Part C of Clause 4 of the Industry Standards are not applicable.

The Shareholders may note that as per the provisions of the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution.

Except Mr. Ashok Shah, Managing Director, Mr. Shalin Shah, Mr. Hiteshkumar Donga, Mr. Rushabh Shah, Mr. Kunjan Rathod and Mrs. Jhanvi Sethi, Directors of the Company; Mrs. Leena Shah and Mrs. Payal Shah Relative of Directors; Rhetan TMT Limited, Gujarat Natural Resources Limited, Ashnisha Industries Limited and Lesha Industries Limited, Lesha Ventures Private Limited, Companies in which Directors of the Company are Directors/Members and Shalin A Shah HUF, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs are concerned or interested in the Resolution.

The Directors recommend the resolution no. 5 to 9 to be passed as **Special Resolution**.

Place: Ahmedabad

Date: 12th August, 2026

For and on behalf of the Board

Sd/-

Ankur Rastogi

Company Secretary

NOTES:**CDSL e-Voting System – For e-voting and Joining Virtual meetings.**

1. Pursuant to General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (“MCA”), read with the relevant circulars issued by the MCA from time to time, and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024, read with the relevant circulars issued by the Securities and Exchange Board of India (“SEBI”) from time to time, the Annual General Meeting (“AGM”) of the Company may be conducted through Video Conferencing/Other Audio-Visual Means (“VC/OAVM”), without the physical presence of Members at a common venue. Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 (“Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the aforesaid circulars, the 17th AGM of the Company is being conducted through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. 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 MCA Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of 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 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 the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 30 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 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 AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Since the AGM is being conducted through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), the facility for appointment of proxies by the Members is not available for this AGM. However, in pursuance of Sections 112 and 113 of the Companies Act, 2013, representatives of Members such as the President of India or the Governor of a State or representatives of bodies corporate may attend the AGM through VC/OAVM and cast their votes through e-voting.
6. The Notice of the AGM is available on the website of the Company at www.ashokametcast.in and on the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited (NSE) at www.nseindia.com. The Notice is also available on the website of Central Depository Services (India) Limited (“CDSL”), the agency providing the remote e-voting facility and e-voting system during the AGM, at www.evotingindia.com.
7. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will be closed from **Friday, 11th September, 2026 to Thursday, 17th September, 2026** (both days inclusive).
8. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, relating to the special businesses to be transacted at the meeting is annexed hereto.

9. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the Electronic form are therefore requested to submit their PAN to their depository Participants with whom they are maintaining their demat accounts. Members holding Physical shares can submit their PAN to the Company/ Bigshare Services Private Limited.
10. To support the “Green Initiative”, Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with their DPs or Registrar & Share Transfer Agents of the Company, as the case may be, for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. SEBI has specified that a member shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the member is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution (“ODR”) Portal. Members are requested to take note of the same.
12. Nomination facility is available for the Members as per Section 72 of the Act. Members of the Company have an option to nominate any person as their nominee to whom their shares shall vest in the unfortunate event of death of Member. It is advisable to avail this facility, especially by the Members who currently hold shares in their single name. Nomination can avoid the process of acquiring any right in shares through transmission by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. In case the shares are held in dematerialised form, the nomination form needs to be forwarded to your Depository Participant (DP).
13. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM in electronic mode can send an email to compliance@ashokametcast.in.
14. Since AGM will be held through VC/OAVM, the Route Map is not annexed in the Notice.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

(i) The voting period begins on **Monday, 14th September, 2026 at 9:00 A.M. IST** and ends on **Wednesday, 16th September, 2026 at 5:00 P.M. IST**. 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 **Thursday, 10th September, 2026** 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 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’

resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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.

(iv) 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 abovesaid SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	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: https://eservices.nsdl.com 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 or joining virtual meeting & voting during the meeting. 2) If the user is 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 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 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 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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.com or call at : 022 - 4886 7000 and 022 - 2499 7000

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

(v) Login method for e-voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in demat form.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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.

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

(vii) 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Ashoka Metcast Limited> on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory 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; cschintanpatel@gmail.com/

compliance@ashokametcast.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 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 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 atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@ashokametcast.in. 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 compliance@ashokametcast.in. 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. 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.
10. 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 the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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

- The Company has appointed Mr. Chintan K. Patel, Practicing Company Secretary, Ahmedabad (Membership No. A31987; COP No: 11959), to act as the Scrutinizer for conducting the remote e-voting process and voting at the AGM in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two working days from the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.
- The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ashokametcast.in and on the website of CDSL immediately after the result is declared by the Chairman; and results shall immediately be disseminated to the Stock Exchanges where the shares of the Company are listed.