



ALICON CASTALLOY LIMITED

CIN: L99999PN1990PLC059487

Registered Office: Gat No. 1426, Village Shikrapur, Taluka - Shirur, District Pune - 412 208, Maharashtra
T: +91 2137 677100, Email: investor.relations@alicongroup.co.in., Website: www.alicongroup.co.in

Notice of Extra-Ordinary General Meeting

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of Alicon Castalloy Limited will be held at 11:00 AM on Tuesday, December 29, 2020 through Video Conference / Other Audio Visual Means, to transact the following business:

SPECIAL BUSINESS:

- 1) To consider and if thought fit, to pass with or without modifications(s), the following resolution as a **special resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13, 61, and other applicable provisions of the Companies Act, 2013, as amended and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and the Memorandum of Association and Articles of Association of the Company the existing Authorised Share Capital of ₹ 8,00,00,000/- (Rupees eight crores only) divided into 1,60,00,000 (one crore sixty lakhs) Equity Shares of ₹ 5/- (Rupees five only) each be and is hereby increased to ₹ 10,00,00,000/- (Rupees ten crores only) divided into 2,00,00,000 (two crores) equity shares of ₹ 5/- each.”

“RESOLVED FURTHER THAT the existing clause V of the Memorandum of Association of the Company be and is hereby amended by substituting the following new Clause V:

- V. The Authorized Share Capital of the Company is ₹ 10,00,00,000/- (Rupees ten crores only) divided into 2,00,00,000 (two crores) Equity Shares of ₹ 5/- (Rupees Five only) each with the power of the Company to increase or reduce from time to time its capital and to issue any shares in the equity capital and attach to any class of shares any preference, right, privileges or privileges or priorities in payment of dividend or distribution of assets or other matter or to subject the same to any restriction, limitation or conditions and to vary regulation of the Company as may be necessary to give effect to the same.”

“RESOLVED FURTHER THAT Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be required for giving effect to the aforesaid resolution.”

- 2) To consider and if thought fit, to pass with or without modifications(s), the following resolution as a **special resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules thereunder (**“Companies Act”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the regulations for qualified institutions placement contained in Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed thereunder, including but not limited to the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, and any other applicable statutes, rules, regulations, circulars, notifications, clarifications and guidelines promulgated or issued from time to time by the Government of India (**“Gol”**), the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**), the Ministry of Corporate Affairs (**“MCA”**), and BSE Limited and National Stock Exchange of India Limited (the **“Stock Exchanges”**) by any other statutory or regulatory body, from time to time, to the extent applicable and subject to all necessary approvals, consents, permissions and/or sanctions, if any of the Gol, SEBI, RBI, MCA or, any other statutory or regulatory authorities under applicable laws, consent of the Company be and is hereby accorded to the board of directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee constituted/ to be constituted by the Board, from time to time, to exercise its powers including the powers conferred by this resolution) to create, offer, issue and allot such number of fully paid-up equity shares of the Company having a face value of ₹ 5/- (Rupees Five) each (**“Equity Shares”**) in one or more tranches, by way of qualified institutions placement (**“QIP”**)

to eligible qualified institutional buyers (“QIBs”) in terms of Chapter VI of the SEBI ICDR Regulations for an aggregate amount up to ₹ 100,00,00,000 (Rupees Hundred Crores only), by issue of a placement document in such manner and on such terms and conditions, including but not limited to at such price at a discount or premium to market price or prices permitted under applicable laws, including without limitation the SEBI ICDR Regulations, in such manner and on such terms and conditions as may be deemed appropriate by the Board, subject to applicable laws, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with book running lead managers and/ or other advisors/intermediaries appointed for such issue (the “Proposed Issue”).”

“RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted pursuant to the Proposed Issue shall be listed on the Stock Exchanges and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company in all respects.”

“RESOLVED FURTHER THAT the allotment of the Equity Shares made pursuant to the Proposed Issue shall be completed within 365 (three hundred and sixty five) days from the date of this resolution approving the Proposed Issue or such other time as may be allowed under the SEBI ICDR Regulations or any other applicable law from time to time.”

“RESOLVED FURTHER THAT the issue of Equity Shares made pursuant to the Proposed Issue shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations (“QIP Floor Price”), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, the Board, at its absolute discretion, may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price.”

“RESOLVED FURTHER THAT the relevant date for the purpose of pricing of the Equity Shares which are to be issued pursuant to the Proposed Issue shall be the date of the meeting in which the Board or a committee thereof decides to open the Proposed Issue.”

“RESOLVED FURTHER THAT in terms of the SEBI ICDR Regulations:

- i. No partly paid-up Equity Shares shall be issued / allotted.

- ii. No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with Regulation 180 of the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee; and
- iii. The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution.”

“RESOLVED FURTHER THAT subject to applicable laws, for the purpose of giving effect to the Proposed Issue the Board be and is hereby authorized to do such acts, deeds, and things, in its absolute discretion, as it deems necessary or desirable in connection with offering, issuing, and allotting the Equity Shares, and to give effect to these resolutions, including, without limitation, the following:

- i. Determine the terms and conditions of the Proposed Issue, including among other things, the date for the opening and closing of the issue, issue structure, including the class of investors to whom the Equity Shares are to be issued and allotted, number of Equity Shares to be allotted, issue price (including the premium or discount to the QIP Floor Price, as the case may be), face value, delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the Proposed Issue by the Company;
- ii. Approve, finalise, and execute the preliminary placement document and the placement document and to approve and finalise any bid cum application form, confirmation of allocation notes, and any other documents in this regard;
- iii. Approve, finalise, execute, ratify, and / or amend / modify agreements and documents, including any powers of attorney, lock-up letters, and agreements in connection with the appointment of any intermediaries and / or advisors (including for marketing, listing, trading, and appointment of book running lead managers / legal counsel / bankers / advisors / registrars / any other intermediaries as required) and to pay any fees, commission, costs, charges and other expenses in connection therewith;
- iv. Submit necessary documents for the listing of the Equity Shares and taking all actions that may be necessary in connection with obtaining

such approvals (both in-principle and final listing and trading approvals) and submit requisite documents with SEBI, Stock Exchanges, the Gol, the RBI, and any other statutory and / or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;

- v. Open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;
- vi. Finalization of the allotment on the basis of the subscriptions received and utilization of the proceeds in connection with the Proposed Issue;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Proposed Issue and resolve and settle all questions or difficulties that may arise with regard to such Proposed Issue without

being required to seek further consent or approval of the shareholders or otherwise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the directors of the Company or the company secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action.

By Order of the Board of Directors
For Alicon Castalloy Limited

Place: Shikrapur, Pune
Date: December 02, 2020

Shailendrajit Rai
Managing Director

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Extraordinary General Meeting ('EGM') is annexed hereto.
2. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 17/2020 dated 13th April, 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the EGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 30th EGM of the Company shall be conducted through VC / OAVM. National Securities Depository Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the EGM through VC / OAVM facility and e-voting during the EGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 9 below and is also available on the website of the Company at www.alicongroup.co.in
3. As the EGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this EGM and hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the EGM, pursuant to Section 113 of the Act, on email id of scrutinizer2020@alicongroup.co.in.
5. The Notice of EGM dated December 02, 2020 is available on the website of the Company at www.alicongroup.co.in, on the website of BSE Limited and National Stock Exchange of India Limited and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

PROCEDURE FOR JOINING THE EGM THROUGH VC/OAVM:

6. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further, members can also use the OTP based login for logging into the e-Voting system of NSDL.
7. The Members can join the EGM 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 through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
8. Members are encouraged to join the Meeting through Laptops for better experience.
9. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
10. 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.
11. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

12. 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 April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by NSDL.
13. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars Nos. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020.
14. Members, who would like to express their views or ask questions during the EGM, may use chat facility

to raise questions to moderator. The moderator then will ask one by one question during the meeting.

15. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the EGM.
16. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on Friday, December 25, 2020, at 10:00 A.M. and ends on Monday, December 28, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (OneTime Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

- How to cast your vote electronically on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at scrutinizer2020@alicongroup.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Mr. Abhijeet Gunjal at evoting@nsdl.co.in

17. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAAR (self-attested scanned copy of Aadhaar Card) by email to gamare@unisec.in.
- ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to gamare@unisec.in
- iii. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

18. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

- i. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

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

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

19. The Board of Directors has appointed Mr. Upendra Shukla, a Practicing Company Secretary, Mumbai as the Scrutinizer for the e-voting process, and voting at the venue of the EGM in a fair and transparent manner.

20. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes casted at the Meeting, thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.

The scrutinizer shall submit his report to the Chairman, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website www.alicongroup.co.in and on the NSDL website www.evoting.nsdl.com.

By Order of the Board of Directors
For Alicon Castalloy Limited

Place: Shikrapur, Pune
Date: December 02, 2020

Shailendrajit Rai
Managing Director

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

Item No. 1

The existing Authorised Share Capital of the Company is ₹ 8,00,00,000/- (Rupees eight crores only) divided into divided into 1,60,00,000 (one crore sixty lakhs) Equity Shares of face value of ₹ 5/- (Rupees five only) each whereas the Issued, Subscribed and Paid-up Share Capital is ₹ 6,95,50,605/- (Rupees six crores ninty five lacs fifty thousand six hundred five only) divided into 1,39,10,121 (one crore thirty nine lacs ten thousand one hundred twenty one only). Since it is proposed to raise funds by issue of further share capital either through qualified institutions placement and/or preferential issue to promoters, foreign collaborators and HNIs, the Issued, Subscribed and Paid-up share capital may exceed the existing Authorised Share Capital. Hence, it is proposed to increase the Authorised Share Capital upto ₹ 10,00,00,000/- (Rupees Ten crores only) divided into 2,00,00,000 (two crores) Equity Shares of ₹ 5/- each. Consequent upon increase in the Authorised Share Capital, the existing Clause V of the Memorandum of Association will have to be amended suitably.

Pursuant to the provisions of Section 61 read with Section 13 of the Companies Act, 2013, the Authorised Share Capital can be increased and the Memorandum of Association can be amended with approval of the shareholders of the Company by special resolution.

A copy of the Memorandum of Association of the Company is open for inspection by the shareholders during normal business hours except on Saturdays, Sundays and public holidays, at the Registered Office of the Company.

None of the directors, key managerial personnel or their relatives is in any way concerned or interested financially or otherwise in this resolution except to the extent of their respective shareholding, if any, in the Company.

The above special resolution is in the interest of the Company and the Board, hence, recommends passing of the same as set out in Item No. 1 of this Notice, convening the Extra-Ordinary General Meeting.

Item No. 2

At its meeting held on December 02, 2020, the Board has approved fund raising up to an aggregate amount of ₹ 100,00,00,000/- (Rupees Hundred Crores) by way of qualified institutions placement of equity shares of the Company and approved the constitution of a committee for the purposes of giving effect to the fund raising plans of the Company.

Object of the Issue - The Board intends to deploy the net proceeds from the issue of the Equity Shares for -

- (i) repaying the loans so as to reduce the debt; and
- (ii) general Corporate Purpose of the Company.

It is thought prudent for the Company to have enabling approvals to raise the Company's funding requirement through the issue of Equity Shares by way of a qualified institutions placement to qualified institutional buyers in accordance with the SEBI ICDR Regulations as set out in the resolution.

Approval of the shareholders by way of special resolution is required *inter-alia* in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 as well as the SEBI ICDR Regulations, each as amended from time to time.

This special resolution enables the Board to issue Equity Shares having a face value of ₹ 5/- (Rupees Five only) each for an aggregate amount up to ₹ 100,00,00,000 (Rupees Hundred crores) raised through qualified institutions placement basis to qualified institutional buyers.

If the Board decides to issue Equity Shares pursuant to this special resolution, it will use the proceeds to augment its long term resources including for servicing of debt, capital expenditure and general corporate purposes.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Equity Shares will be decided by the Board based on an analysis of the specific requirements of the Company. Therefore, the proposal seeks to confer upon the Board the absolute discretion to determine the terms of issue in consultation with the BRLM / underwriters / other advisors to the issue.

Section 62(1)(c) of the Companies Act provides that, *inter-alia*, such further Equity Shares may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a special resolution passed to that effect by the Company in General Meeting or through a postal ballot. As the issue may result in the issue of Equity Shares of the Company to investor(s) who may or may not be shareholders of the Company, consent of the shareholders is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the SEBI ICDR Regulations and any other law for the time being in force and being applicable and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Equity Shares allotted shall rank in all respects *pari passu* with the existing Equity Shares of the Company.

The allotment of Equity Shares would be subject to the applicable regulatory approvals, if any. The issuance and allotment of Equity Shares to foreign/non-resident investors would be subject to the applicable foreign investment cap, under applicable law.

None of the directors and/or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of the Equity Shares that may be subscribed by them or by companies/firms/institutions in which they are interested as director or shareholder or otherwise.

The proposed QIP is in the interest of the Company and the Board accordingly commends the special resolution as set out in Item No. 2 of this Notice for your approval.

This Notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this Notice constitutes an offer of securities for sale or solicitation in any jurisdiction in

which such offer or solicitation is not authorized or where it is unlawful to do so.

This Notice is not an offer of securities for sale in the United States. Any securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or any United States state securities laws, and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable United States state securities laws. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States.

By Order of the Board of Directors
For Alicon Castalloy Limited

Place: Shikrapur, Pune
Date: December 02, 2020

Shailendrajit Rai
Managing Director