



**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 10:00 AM. on Friday, the 30<sup>th</sup> day of July, 2021 through Video Conference / Other Audio Visual Means, to transact the following business:

1. 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 Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, 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 Chapter V – “Preferential Issue” and other applicable provisions, if any, 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”**) read with the listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not limited to the Government of India (**“GOI”**), the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**), the Ministry of Corporate Affairs (**“MCA”**) and other competent authorities, and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the GOI, SEBI, RBI, MCA, etc.), and all such other approvals and subject to such conditions and modifications as may be prescribed by any of them, while granting such approvals, permissions, sanctions

and consents, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**), which term shall be deemed to include any committee, which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches at its sole discretion 5,32,860 (Five Lacs Thirty Two Thousand Eight Hundred Sixty) fully paid-up Equity Shares of ₹ 5/- (Rupees Five only) each to the Promoters and certain persons /identity as detailed below on preferential basis for cash at a price of ₹ 563/- (Rupees Five Hundred Sixtythree only) per share (₹ 5/- towards face value and ₹ 558/- towards security premium), which price is calculated in accordance with the guidelines for Preferential Issues issued by SEBI under the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date as 30<sup>th</sup> June, 2021 being the date thirty days (30) day prior to the date on which this Extra-Ordinary General Meeting of the Shareholders is held i.e. 30<sup>th</sup> July, 2021 to consider inter alia the proposed preferential issue:

Sr. No:	Name of Proposed Allottee	Category	No. of shares to be allotted
1)	Mr. Shailendrajit Rai	Promoter	2,66,430
2)	Enkei Corporation, Japan	Investor	2,66,430

**“RESOLVED FURTHER THAT** the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under the ICDR Regulations.”

**“RESOLVED FURTHER THAT** the entire pre-preferential allotment shareholding, if any, held by the allottee prior to this preferential allotment shall

be under lock-in from the relevant date upto a period of six months from the date of trading approval.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respect and in particular to settle any question, difficulty or doubt that may arise with regard to offer, issue, allotment and utilization of the issue proceeds of the Equity Shares of the Company as it may in its absolute discretion deem fit and proper without being

required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.”

By order of the Board of Directors  
For ALICON CASTALLOY LIMITED

**S. Rai**

**Place:** Shikrapur, Pune

MANAGING DIRECTOR

**Date:** 07.07.2021

DIN: 00050950

## 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 Extra-ordinary 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 Nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/220 and 2/2021 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020 and 13<sup>th</sup> January, 2021 respectively (hereinafter collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/79 dated 12<sup>th</sup> May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 has allowed the Companies to conduct the EGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM). 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 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 below the Explanatory statement and is also available on website of the Company [www.alicongroup.co.in](http://www.alicongroup.co.in)
3. Dispatch of Notice through electronic means and inspection of documents:  
In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of EGM by electronic mode. Pursuant to the said provisions of the Act read

with MCA Circulars and SEBI Circulars, electronic copy of the Notice of the e-EGM of the Company are being sent to all the Members, whose e-mail address are registered with the Company/Depository Participant(s). The Members may also note that the Notice of the e-EGM will also be available on the Company's website [www.alicongroup.co.in](http://www.alicongroup.co.in) and on the website of Stock Exchanges (where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited) and also on the website of NSDL, [www.evoting.nsdl.com](http://www.evoting.nsdl.com), for download. Members may note that relevant documents referred to in the Notice shall be made available for inspection in accordance with applicable statutory requirement based on request received by the Company for inspection at [investor.relations@alicongroup.co.in](mailto:investor.relations@alicongroup.co.in). For members, who have not received the notice due to change/ non-registration of their e-mail address with the Company/ RTA/ Depository Participants, they may request, for the notice, by sending an email at [gamare@uniseq.in](mailto:gamare@uniseq.in) or [investor.relations@alicongroup.co.in](mailto:investor.relations@alicongroup.co.in). Post receipt of such request and verification of records of the shareholder, the shareholder would be provided soft copy of the notice. It is clarified that for registration of email address, the shareholders are, however, requested to follow due procedure for registering their email address with the Company/ RTA in respect of physical holdings and with the Depository Participants in respect of electronic holdings. Those Members, who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/ RTA/ Company to enable servicing of notices/ documents electronically to their email address. The Members who have not received any communication regarding this EGM for any reason whatsoever, and are eligible for vote are also entitled to vote and may obtain the User ID and password or instructions for remote e-voting by contacting the Company's Registrar & Share Transfer Agent, Universal Capital Securities Private Limited

("RTA") at Tel No. (22) 2820 7203-05 or e-mail at gamare@uniseq.in between 09:00 a.m. IST to 05:00 p.m. IST on all working days, except Saturday and Sunday or contact the Company at investor.relations@alicongroup.co.in or NSDL at evoting@nsdl.co.in. Any person becoming the Member of the Company after the dispatch of Notice of the Meeting and holding shares as on the cut-off date i.e. Friday, 23<sup>rd</sup> July, 2021 may obtain the User ID and password by referring to the e-voting instructions attached to this Notice and also available on the Company's website www.alicongroup.co.in and the website of NSDL www.evoting.nsdl.com. Alternatively, member may send request providing the email address, DP ID / Client ID, mobile number, number of shares held and self-attested PAN copy via email to gamare@uniseq.in for obtaining the Notice of EGM.

4. **Quorum:** The Members can join the e-EGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the e-EGM. The Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the EGM. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 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 and Auditors, who are allowed to attend the e-EGM without restriction on account of first come first served basis.

The attendance of the Members attending the e-EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. **Proxy:** 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.
6. **Corporate Representation:** Pursuant to the provisions of Section 113 of the Act, Body Corporate Members, who intend their authorised representative(s) to attend the e-EGM are requested to send, to the Company, a certified copy of the Resolution of its Board of Directors or other governing body, authorizing such representative(s) along with the respective specimen signature(s) of those representative(s) authorised to attend the EGM through VC/OAVM facility and participate thereat and cast their votes through e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered

email address to ucshukla@rediffmail.com with a copy marked to investor.relations@alicongroup.co.in

7. **Queries:** Members, who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@alicongroup.co.in Questions/queries received by the Company till Thursday, 29<sup>th</sup> June 2021 shall only be considered and responded during the EGM. 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. The Company reserves the right to restrict the number of questions and number of chat, as appropriate for smooth conduct of the EGM, depending on availability of time. The queries raised should be precise and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
8. **Scrutinizer:** The Board of Directors, at its meeting held on 7<sup>th</sup> July, 2021, has appointed Mr. Upendra C. Shukla, (Membership No. FCS 2727), Practising Company Secretary, as the Scrutinizer to scrutinize the remote e-voting and e-voting at the EGM in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman/ Managing Director /Chief Executive Officer of the Company after completion of the scrutiny of the remote e-voting and e-voting at the EGM. The results will be announced by the Chairman/ Managing Director /Chief Executive Officer of the Company within 48 (forty eight) hours from the conclusion of the EGM and will be posted on the Company's website viz. www.alicongroup.co.in and will also be posted on the website of NSDL at www.evoting.nsdl.com. The results shall also be intimated to the Stock Exchanges, where the Equity Shares of the Company are listed.
9. **Electronic voting:** In compliance with the provisions of Sections 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI LODR, and Secretarial Standard – 2 ("SS-2"), the Company is providing remote e-voting facility to enable members to cast their votes electronically on the matters included in this Notice. For this purpose, the Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facility to enable the Members to cast their votes electronically. The facility of casting votes by a member using remote e-voting system as well as e-voting at the EGM will be provided by NSDL. Members are requested to follow the procedure as

stated in the instructions of this Notice for casting of votes electronically. The cut-off date for determining the Members eligible to vote on resolutions proposed to be considered at the Meeting is Friday, 23<sup>rd</sup> July, 2021. The remote e-voting period will commence on Tuesday, 27<sup>th</sup> July, 2021 at 9:00 a.m. (IST) and end on Thursday, 29<sup>th</sup> July, 2021 at 5:00 p.m. (IST). The remote e-voting will not be allowed beyond the aforesaid date and time. The remote e-voting module shall be disabled thereafter. The Resolutions will be deemed to have been passed on the date of the Meeting, if approved by the requisite majority. Only those members, whose names are appearing on the Register of Members / List of Beneficial Owners as on the cut-off date, shall be entitled to cast their vote through remote e-voting or voting through VC/OAVM at the e-EGM, as the case may be. A person, who is not a member on the cut-off date should treat this notice for information purpose only. The Members,

who have cast their vote by remote e-voting prior to the EGM may also attend and participate in the proceedings of the EGM through VC/OAVM, but shall not be entitled to cast their votes again. The Members can opt for only one mode of voting i.e. remote e-voting or e-voting at the EGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting at EGM will not be considered. Members must note that voting by show of hands will not be available at the Meeting in terms of the aforesaid provisions.

10. **Voting Rights:** Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the cut-off date being Friday, 23<sup>rd</sup> July, 2021.

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

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying Notice dated July 07, 2021 and shall be taken as forming part of the Notice.

### Item No: 1

The Company proposes to undertake a capital raising exercise by way of preferential issue to the Promoters and foreign collaborators ("Proposed Allottees"), who have expressed their inclination to subscribe to the equity shares of the Company with a view to support the Company in the present situation.

Accordingly, the Company proposes to create, offer, issue and allot, in one or more tranches, fully paid-up Equity Shares of the Company having a face value of ₹ 5/- (Rupees Five only) each, at an issue price of ₹ 563/- (Rupees Five Hundred and Sixty Three only) per share, a price determined as on the Relevant Date in accordance with Regulation 164(1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") and applicable laws, aggregating to ₹ 30,00,00,180/- (Rupees Thirty Crores One Hundred and Eighty only) to the Proposed Allottees, the details of which are provided in point no.(viii) below.

A company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the "Act") further read with the provisions of Chapter V- "Preferential Issue" of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

The following details of the proposed preferential issue of the equity shares are disclosed in accordance with the provisions of the Act and the ICDR Regulations:

#### (i) Object of the issue

The object of the preferential issue is to meet the funding requirements and other general corporate purposes including but not limited to build up of new inventory, critical vendor and other approved payments and such other purpose as the Board may decide.

#### (ii) The total number of shares to be issued

The Company proposes to issue and allot up to 5,32,860 Equity Shares of ₹ 5/- each in one or more tranches.

#### (viii) Names of the proposed allottees and the percentage of post-preferential offer capital that may be held by them

Name of the Allottee	No. of shares held	No. of shares to be allotted	Post- preferential holding	% of post- preferential issued capital
Mr. Shailendrajit Rai	841,469	2,66,430	1107899	6.88%
Enkei Corporation, Japan*	19,60,000	2,66,430	2226430	13.82%

\*Enkei Corporation is an identity incorporated under the Laws of Japan. Mr. Junuchi Suzuki be treated as an ultimate beneficiary owner.

#### (iii) Price at which the allotment is proposed

The Equity Shares to be issued and allotted will be of the face value of ₹ 5/- each at a premium of ₹ 558/- per share.

#### (iv) Basis on which the price has been arrived at along with report of the registered valuer:

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 as amended till date. The Equity Shares issued and allotted in terms of the special resolution as set-out in the accompanying notice, shall rank pari passu in all respect with the existing Equity Shares. The entire amount of ₹ 563/- per share will be payable on or prior to the date of allotment.

As the Company is a listed company, the report of the registered valuer is not required in terms of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014. However, the Company has received valuation certificate from an independent chartered accountant, M/s. Kirtane & Pandit LLP, the firm which is got peer reviewed. The said certificates shall be kept open for inspection by the members as required under the Act.

#### (v) Relevant date with reference to which the price has been arrived:

The "Relevant Date" in terms of Regulation 161(a) of the ICDR Regulations for determination of issue price is 30<sup>th</sup> June, 2021, being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue.

#### (vi) The class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares shall be issued and allotted to Mr. Shailendrajit Rai, Promoter and Managing Director of the Company and to the foreign collaborator of the Company viz. Enkei Corporation, Japan.

#### (vii) Intention of promoters, directors or key managerial personnel to subscribe the offer

Mr. Shailendrajit Rai, Promoter and Managing Director of the Company, will be subscribing 2,66,430 Equity Shares of ₹ 5/- each at a premium of ₹ 558/- per share.

Except the above, none of the existing Directors and Key Managerial Personnel and their relatives intend to subscribe to the proposed preferential issue.



**(ix) Proposed time within which the allotment shall be completed**

The Company will issue and allot Equity Shares within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations or any other law.

**(x) The change in control if any, of the Company that would occur consequent to preferential offer**

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment..

**(xi) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**

The Company has not made any preferential allotment during the current financial year beginning from 1<sup>st</sup> April 2021 till the date of this Notice. The Company has made allotment of 14,81,481 Equity Shares of ₹ 5/- each on July 01, 2021 to Qualified Institutional Buyers under Qualified Institutional Placement in accordance with the provisions of Chapter VI of ICDR Regulations and special resolution passed by the Members of the Company in their Extra-Ordinary General Meeting held on December 29, 2020.

**(xii) The shareholding pattern of the Company before and after the Preferential Allotment**

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares	% of Share	No. of Shares	% of Share
		Held	Holding	Held	Holding
<b>A</b>	<b>Promoters' holding –</b>				
1	<b>Indian</b>				
	Individual	8,43,145	5.41	11,09,575	6.89
	Body Corporate & LLPS	78,66,693	50.50	78,66,693	48.83
	SubTotal	87,09,838	55.91	89,76,268	55.71
2	Foreign Promoter	0	0.00	0	0.00
	<b>Sub-Total (A)</b>	<b>87,09,838</b>	<b>55.91</b>	<b>89,76,268</b>	<b>55.71</b>
<b>B</b>	<b>Non-Promoters' holding–</b>				
1	<b>Institutional Investors:</b>				
	(a) Financial Institutions/Banks	0	0.00	0	0.00
	(b) Mutual Funds	14,81,481	9.51	14,81,481	9.19
	(c) Venture Capital Funds	0	0.00	0	0.00
	(d) Alternate Investment Funds	24,269	0.16	24,269	0.15
	(e) Foreign Portfolio Investors	1,604	0.01	1,604	0.01
	(f) Insurance Companies	0	0.00	0	0.00
	(g) Provident Funds/ Pension Funds	0	0.00	0	0.00
	<b>Sub-Total (B) (1):</b>	<b>15,07,354</b>	<b>9.68</b>	<b>15,07,354</b>	<b>9.36</b>
2	Central /State Governments/ President of India	0	0.00	0	0.00
	<b>Sub-Total (B)(2):</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
3	<b>Non-Institutions</b>				
	(a) Individuals holding nominal share capital upto ₹ 2 lacs	17,79,480	11.42	17,79,480	11.04
	(b) Individuals holding nominal share capital in excess of ₹ 2 lacs	12,24,500	7.86	12,24,500	7.60
	(c) Bodies Corporate	95,281	0.61	95,281	0.59
	(d) NBFCs registered with RBI		0.00	0	0.00
	(e) NRIs	1,03,865	0.67	1,03,865	0.64
	(f) LLP/Partnership Firms	113	0.00	113	0.00
	(g) Foreign Corporate Body - (Enkei Corpn., Japan)	19,60,000	12.58	22,26,430	13.82
	(h) IEPF	34,905	0.22	34,905	0.22
	(i) HUF	1,50,327	0.96	1,50,327	0.93

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares	% of Share	No. of Shares	% of Share
		Held	Holding	Held	Holding
(j)	Trusts	600	0.00	600	0.00
(k)	Clearing Members	12,617	0.08	12,617	0.08
			0.00	0	0.00
	<b>Sub-Total (B)(3)</b>	<b>53,61,688</b>	<b>34.42</b>	<b>56,28,118</b>	<b>36.13</b>
	<b>Total Public Shareholding B= (B)(1)+(B)(2)+(B)(3):</b>	<b>68,69,042</b>	<b>44.09</b>	<b>71,35,472</b>	<b>45.80</b>
	<b>GRAND TOTAL (A+B)</b>	<b>1,55,78,880</b>	<b>100.00</b>	<b>1,61,11,740</b>	<b>100.00</b>

**(xiii) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

This is not applicable in the present case as the proposed allotment is made for consideration in cash.

**(xiv) Undertaking to recomputed price:**

The same is not applicable in the present case.

**(xv) Undertaking to put under lock-in till the recomputed price is paid:**

The same is not applicable in the present case.

**(xvi) Certificate from Statutory Auditors:**

A copy of the certificate from Statutory Auditors certifying that the issue is being made in accordance with the requirements of the ICDR Regulations and applicable provisions of the Companies Act, 2013 shall be made available for inspection by members on request. Members may send their request at investor.relations@alicongroup.co.in. A copy of the certificate will be placed before the Members during the EGM.

**(xvii) Lock-in Period:**

The Equity Shares allotted to the Proposed Allottees shall be locked-in as per Regulation 167 and other applicable provisions of the SEBI ICDR Regulations.

**(xviii) Listing:**

The Company will make an application to the BSE Limited and National Stock Exchange of India Ltd., at which the existing shares are already listed, for listing of the Equity Shares proposed to be issued and allotted on preferential basis.

**(xix) Disclosure pertaining to willful defaulters:**

To the best of the knowledge of the Company, neither the Company nor any of its Promoters or Directors is categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Hence, disclosures as specified in Schedule VI of the ICDR Regulations are not required.

None of the Directors of the Company is a fugitive economic offender as defined under the SEBI ICDR Regulations.

The consent of the shareholders is sought for the issue of the Equity Shares in terms of Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Act and in terms of the provisions of the ICDR Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the listing agreements entered into by the Company with the stock exchanges, where the Company's Equity Shares are listed.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its Members. The Board of Directors, therefore, recommends the passing of the resolution as set-out at Item No. 1 of the accompanying Notice as a Special Resolution.

Promoter-Directors namely Mr. S. Rai and Mrs. Pamela Rai and their relatives forming part of the Promoters Group of the Company have got an interest in this resolution to the extent of the Equity Shares that may be subscribed to by and allotted to Mr. S. Rai, Promoter. Mr. Junuchi Suzuki, Director, may also be deemed to be interested in this resolution to the extent of the Equity Shares that may be subscribed to by and allotted to Enkei Corporation, Japan.

Except the above, none of the existing Directors and Key Managerial Personnel and their relatives is concerned or interested, financial or otherwise, in the proposed resolution except to the extent of their shareholding in the Company.

Copies of documents relevant to these Resolutions shall be made available for inspection at the request of the Members of the Company. Members may send their request at investor.relations@alicongroup.co.in. Copies of the documents shall be placed before the Members during the EGM.

By order of the Board of Directors  
For ALICON CASTALLOY LIMITED

**Place:** Shikrapur, Pune  
**Date:** 07.07.2021

**S Rai**  
MANAGING DIRECTOR  
DIN: 00050950

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Tuesday, July 27, 2021 at 10:00 A.M. and ends on Thursday, July 29, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. July 23, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 23, 2021.

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

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

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDLand you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDLand you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**

 App Store  Google Play





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL, where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL 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 example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (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.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ucshukla@rediffmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Abhijeet Gunjal at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.relations@alicongroup.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor.relations@alicongroup.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/ AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not

barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

3. 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and

Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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.

By order of the Board of Directors  
For ALICON CASTALLOY LIMITED

**Place:** Shikrapur, Pune  
**Date:** 07.07.2021

**S Rai**  
MANAGING DIRECTOR  
DIN: 00050950