



ASHOKA BUILDCON LIMITED

Registered Office: S. No. 861, Ashoka House, Ashoka Marg, Vadala, Nashik – 422 022

Tel.: 0253-6633705; Fax : 0253-2236704

Website: www.ashokabuildcon.com E-mail: investors@ashokabuildcon.com

CIN: L45200MH1993PLC071970

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given that pursuant to the provisions of Sections 101, 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, (**“the Rules”**) including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with the General Circular No. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 08, 2021, the General Circular No. 03/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (**“MCA Circulars”**) and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“the Listing Regulations”**), Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations, (including any statutory modification(s) or re-enactment(s) / amendments thereof for the time being in force and as amended from time to time, the Company seeks approval of the Members via Postal Ballot through remote e-voting process only (Voting through Electronic means).

The Explanatory Statement under Section 102 of the Act setting out the material facts concerning the proposed resolution and the reasons thereof are annexed hereto for your consideration. Further additional information required, if any, under the Listing Regulations is also attached.

The Notice will be placed on the website of the Company www.ashokabuildcon.com and the website of Link Intime India Private Limited (**“Link Intime”**) <https://instavote.linkintime.co.in>. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**) at www.bseindia.com and www.nseindia.com respectively.

In compliance with the aforesaid MCA Circulars, the Listing Regulations and other applicable provisions of the Act and MCA Rules, as amended from time to time, and Secretarial Standard 2 (SS-2) on General Meetings, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the

Company/Depositories/Depository Participant/ the Company's Registrar and Share Transfer Agent (RTA), Link Intime. The Company has provided remote e-voting facility to its members to cast their vote electronically. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The Company has appointed severally Mr. Dinesh Trivedi (C.P.No.22407), Mr. Sachin Sharma (C.P.No.20423) and / or Mr. Vishwanath (C.P. No.25099), Designated Partners of M/s Sharma & Trivedi LLP, Practising Company Secretary (LLPIN:AAW-6850), as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

Please note that there will be no dispatch of physical copies of Notices or Postal Ballot forms to the Members of the Company and no physical ballot forms will be accepted.

The members shall exercise their right to vote on the matters included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by Link Intime. The e-voting period commences on **Saturday, March 04, 2023 at 09.00 A.M IST** and ends on **Monday, April 03, 2023 at 05.00 P.M IST**. The members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 05.00 P.M IST Monday, April 03, 2023 Remote e-voting will be deactivated by Link Intime immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman or in his absence, any other person authorised by him, after completion of scrutiny of the votes. The results of the voting by Postal Ballot (through remote e-voting process) along with the Scrutinizer's report will be announced by the Chairman of the Company or any other person authorized by him, on or before **Wednesday, April 05, 2023**. The results of the Postal Ballot will be hosted on the Company's website: www.ashokabuildcon.com and the website of Link Intime at <https://instavote.linkintime.co.in> and will be displayed on the Notice Board of the Company at its Registered Office. The results will be intimated to the NSE and BSE, where the equity shares of the Company are listed.

SPECIAL BUSINESS:

Approval for divestment of entire stake held by the Company through its subsidiaries, in Jaora-Nayagaon Toll Road Company Private Limited, ("JTCL") a material subsidiary

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and such other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 25(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Regulation 24 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Foreign Exchange and Management Act, 1999, and the rules and regulations issued thereunder ("FEMA"), any other rules /

regulations / guidelines, if any, prescribed by the Ministry of Corporate Affairs, Securities and Exchange Board of India (“SEBI”), Reserve Bank of India, Stock Exchanges where the securities of the Company are listed, and / or any other statutory / regulatory authority and the Memorandum and Articles of Association of the Company, and further subject to the terms of the relevant Concession Agreement and other necessary approvals under the Concession Agreement, if any, and subject to completion of certain agreed contractual conditions including obtaining approvals, consents and permissions as may be necessary from statutory / regulatory authorities / third parties and lenders and pursuant to the approval of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board or committee constituted / to be constituted of management to exercise its powers including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded to sell or transfer or divest, fully or partially the stake held / to be held by the Company directly or through its subsidiaries, in Jaora-Nayagaon Toll Road Company Private Limited to any third party purchaser(s) in one or more tranche(s) as per the details given in below table:

Name of subsidiary	No. of Equity shares held / to be held *	No. of shares & % shareholding
Jaora-Nayagaon Toll Road Company Private Limited	28,70,00,000	100%

* Held by Ashoka Concessions Limited (ACL) and Viva Highways Limited (VHL) together

RESOLVED FURTHER THAT the Board of Directors including any Committee thereof, be and is hereby authorized to undertake and perform all such acts, deeds, matters and things as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution or to settle any question, difficulty or doubt that may arise in this regard or incidental thereto, take any other steps which may be incidental, consequential, relevant or ancillary in this regard (including but not limited to negotiating, executing and finalizing any other ancillary definitive agreements (or amendments thereto), for giving effect to the Proposed Transaction or pursuant to the SPA, obtaining the required approvals from all appropriate regulatory authorities and third parties, including the Reserve Bank of India/ Lenders of the Company, and the respective subsidiary companies of the Company through which the investments have been made viz. ACL and VHL, in the material subsidiary company viz. JTCL, as it may in its absolute discretion deem fit in the interest of the Company, without being required to seek any further consent or approval of the Members and the decision of the Board of Directors shall be final and conclusive in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred herein, to any directors or a Committee of Directors or any such officer (s) of the Company as the Board of Directors may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as may be deemed fit and proper for the purposes of giving effect to the aforesaid resolution including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

For and on behalf of the Board of Directors

SD/-

(ASHOK KATARIYA)

Chairman

(DIN: 00112240)

Place: Nashik

Date: Monday February 13, 2023

Registered Office:

S. No. 861, Ashoka House,

Ashoka Marg, Vadala, Nashik – 422 011

CIN: L45200MH1993PLC071970

Tel.: 0253-6633705; Fax : 0253-2236704

Website: www.ashokabuildcon.com

e-mail: investors@ashokabuildcon.com

NOTES:

- a) Pursuant to Section 102 of the Act, an Explanatory Statement setting out material facts and reasons for the proposed resolutions is appended hereto.
- b) In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through remote e-voting system only.
- c) The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the Register of Members/the list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, February 24, 2023 ("cut-off date"). Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
- d) A copy of this Postal Ballot Notice is also available on the Company's website www.ashokabuildcon.com, the relevant sections of the websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively, and on website of the Company's RTA viz. Link Intime India Private Limited at www.linkintime.co.in
- e) Members who have not registered/updated their email IDs so far, are requested to give their consent by providing their e-mail addresses to the Company or to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

After successful submission of the e-mail address, Link Intime will e-mail a copy of this Postal Ballot Notice along with the remote e-Voting user ID and password, within 48 hours of successful registration of the e-mail address of the Member. In case of any queries, Members may write to enotices@linkintime.co.in or investors@ashokabuildcon.com.

Members are requested that for permanent registration of their e-mail address, they register their e-mail address, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings with the Company's RTA, Link Intime.

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020. Those Members who have already registered their e-mail addresses are requested to get their e-mail addresses validated with their Depository Participants/RTA to enable servicing of notices/documents/Annual Reports and other communications electronically to their email address in future.

After dispatch of the postal ballot notice through email an advertisement shall be published in 1 (one) English daily newspaper and in 1 (one) Marathi Newspaper, each having wide circulation in the district where the registered office of the Company is situated and also on the Company's website at www.ashokabuildcon.com.

In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the MCA Circulars and SS-2 on General

Meetings, the Company has provided e-voting facility only for its Members to enable them to cast their votes electronically. The Company has engaged the services of Link Intime India Private Limited to provide e-voting facility to its members.

Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on the cut-off date i.e. Friday, February 24, 2023.

Once the vote on any Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

The Relevant documents referred to in the Explanatory Statement are available for inspection online at the website of the Company up to the last date of e-voting i.e. April 03, 2023.

The resolution would be deemed to have been passed, if approved, by the requisite majority on the last day of the e-voting.

The contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means, if any:

The Company Secretary, Ashoka Buildcon Limited, Ashoka house, Ashoka Marg, Vadala, Nashik – 422 011, Tel.: 0253-6664794

E-mail: investors@ashokabuildcon.com

The Registrar & Transfer Agent, link Intime India private Limited, Unit: Ashoka Buildcon Limited, Mr. Rajiv Ranjan of LIPL, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India or Call at :- Tel : 022 – 49186000 or write an email to enotices@linkintime.co.in

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> 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 name i.e. LINKINTIME

and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the 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, the 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.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click

on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. Link Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.

2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on **'No'** and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
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 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

GENERAL INSTRUCTIONS/INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS

- i. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format)of the Board Resolution/Authority Letter etc., to the Scrutinizer at csllp108@gmail.com with a copy marked to enotices@linkintime.co.in and investors@ashokabuildcon.com
- ii. In case of any queries, please visit 'Help' and 'Frequently Asked Questions' (FAQs) section/E-voting user manual available through a dropdown menu in the 'Downloads' section available at RTA's website enotices@linkintime.co.in or call at no. 022 – 49186000
- iii. Any grievance relating to e-voting may be addressed to Mr. Rajiv Ranjan, Link Intime at e-mail id: enotices@linkintime.co.in.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The following Statement sets out all material facts relating to the proposed resolution mentioned in the accompanying Notice.

The Board at its Meeting held on February 10, 2023 has approved postal ballot notice to seek the approval of the Shareholders of the Company and other requisite regulatory and statutory authorities, for the proposal for divestment / transfer / sale of equity stake held by the Company through its subsidiaries, in Jaora-Nayagaon Toll Road Company Private Limited (JTCL) to the proposed investor / purchaser, at a purchase consideration of Rs.691 Crore, subject to adjustments as set out in the definitive documents and on such terms and conditions as set forth in the Share Purchase Agreement (“SPA”) executed between the subsidiaries of the Company, its material subsidiary and proposed Investor / Purchaser (“Proposed Transaction”)

Keeping in view the Company's strategy and focus on providing EPC services for Roads, highways, bridges, Power T & D, buildings, city gas distribution network etc., the Board is evaluating opportunities to divest, either wholly or partially, the Company's PPP Projects, thereby freeing up capital invested in these projects and redeployment of the same elsewhere for the benefit of stakeholders.

Accordingly, the proposal for divestment in Jaora-Nayagaon Toll Road Company Private Limited (JTCL) has been considered by the Board.

The Proposed Transaction will maximize the Shareholders' value in the long term. The Company believes that this is attractive monetization opportunity for the Company which will generate significant shareholder value.

The Company has been working with focus on Growth, Asset Quality and Profitability. In line with that, the Company started the process by looking at monetization of assets. The Company received good response with proposals including those for a full stake buyout. Post an exhaustive strategic review of the proposals, the Board decided that complete stake sale would be in the best interest of both the entities and all stakeholders. This Proposed Transaction will help focus on maximizing value creation by optimizing resource allocation and increasing management focus on their respective business needs.

The Proposed Transaction is subject to completion of customary conditions precedent, such as the receipt of requisite approvals from the Authorities, lenders and other Regulators. The consideration is the best offer by an Investor, arrived at after a fair bidding process.

As per Section 180(1)(a) of the Companies Act, 2013, a special resolution of the members of the company is required to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company (i.e. in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the preceding financial year). The Proposed Transaction will result in a divestment of the entire stake in held / to be held/acquired by Subsidiaries of the Company in JTCL, which constitutes an undertaking of the Company.

Further, in terms of Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed Company shall not dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the material subsidiary without passing a Special Resolution. The Proposed Transaction will result in a divestment of the entire stake held / to be held/acquired by the Company through its subsidiaries in JTCL. JTCL is a material subsidiary of the Company.

Accordingly, the divestment of the entire equity shareholding held by the Company in JTCL requires the approval of the Members of the Company through a special resolution.

The Board is of the opinion that the “Proposed Transaction” is in the best interest of the Company and accordingly recommends the special resolution set forth in the Notice for approval of the Members. It is not a related party transaction.

None of the Directors, Key Managerial Personnel and their relatives, except to the extent of their shareholding in the Company, are concerned / interested, financially or otherwise, in the above resolution.

Place: Nashik

Date: Monday, February 13, 2023

For and on behalf of the Board

SD/-

(ASHOK KATARIYA)

Chairman

(DIN: 00112240)