

# GOYAL ALUMINIUMS LIMITED

*(Formerly Known As Advitiya Trade India Limited)*

CIN: L74999DL2017PLC314879

Regd. Office: 2814/6, Ground Floor, Chuna Mandi, Paharganj, New Delhi- 110055

E-mail ID: [info@advitiyatrade.co](mailto:info@advitiyatrade.co)

Website: [www.advitiyatrade.co](http://www.advitiyatrade.co)

## POSTAL BALLOT NOTICE TO THE SHAREHOLDERS

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration Rules), 2014

Dear Shareholders,

Notice is hereby given, pursuant to the provision of Sections 108 and 110 and other applicable provisions if any of the Companies Act, 2013 ("the Act") as amended read with Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and as amended from time to time any statutory modification or re-enactment thereof for the time being in force, to transact the Special Business set out in this notice as the Special Resolution/Ordinary Resolution through Postal Ballot (including e-voting process) by the members of **GOYAL ALUMINIUMS LIMITED** ("The Company").

The proposed resolutions along with the explanatory statements pursuant to Section 102 and 110 of the Companies Act, Secretarial Standard-2 on General Meetings, Regulation 44 of Listing Regulations and other applicable legal provisions, pertaining to the said resolutions setting out the material facts and the reasons thereof, are also appended. The proposed resolutions and explanatory statements are being sent to you for your consideration.

The Company has engaged the services of CDSL (Central Depository Services Limited) to provide the e-voting facility. Accordingly, members shall may cast their vote electronically through the CDSL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

E-voting facility is available at the link [www.cdslindia.com](http://www.cdslindia.com) from Tuesday 17th January, 2023, 9.00 a.m. (IST) onwards to Wednesday, 15th February, 2023, 5.00 p.m. (IST). Shareholders are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal Ballot Notice, before logging into the e-voting link.

The Board of Directors of the Company, at its meeting held on Friday, 13th January, 2023 has appointed M/s KMPM & Company, Practicing Company Secretaries, Delhi, as the Scrutinizer for conducting the Postal Ballot process in fair and transparent manner.

The Scrutinizer, after completion of scrutiny, will submit his report to the Chairperson of the Company. Thereafter the results of the Postal Ballot would be announced by the Chairperson of the Company on Thursday, 16th February, 2023 at the Company's registered office. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed.

The duly completed postal ballot form(s) should reach the scrutinizer at 611, 6th Floor, Pragati Tower, Rajendra Place New Delhi - 110008 or at email id [kmpminfo@gmail.com](mailto:kmpminfo@gmail.com) not later than 05:00 p.m. on 15th February, 2023 otherwise it will be strictly treated as if reply from the member has not been received.

In addition to the results being communicated to BSE Limited (BSE) & National Stock Exchange (NSE), the results along with Scrutinizer's report will also be placed on Company's website viz. [www.advitiyatrade.co](http://www.advitiyatrade.co) and shall also be available at the Company's registered office on all working days (except Saturday & Sunday) from 11 a.m. to 4 p.m.

Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Only the members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility are given separately.

The Resolution, if approved, will be taken as passed effectively on the last date of e-voting/receipt of physical ballot papers i.e. Wednesday 15<sup>th</sup> February, 2023.

**Proposed Resolutions:**

**ITEM NO.1 TO SUB- DIVISION OF EVERY 1 (ONE) EQUITY SHARE OF THE NOMINAL/FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH INTO 10 (TEN) EQUITY SHARES OF THE NOMINAL/FACE VALUE OF RS. 1/- (RUPEES ONE ONLY) EACH.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable laws, rules and regulations for the time being in force, if any and prescribed by any relevant authorities from time to time, to the extent applicable and subject to the provisions of Memorandum and Articles of Associations of the Company and subject to such approvals, consents, permissions and sanctions, if any, required from any competent authority and as approved by the Board of Directors of the Company, approval of the Shareholders of the Company be and is hereby accorded to sub-divide the Equity Shares of the Company such that each Equity Share having nominal/face value of Rs. 10/- (Rupees Ten Only) be sub-divided into 10 (Ten) Equity Shares having nominal/face value of Rs. 1/- (Rupees One Only) each with effect from the Record Date

**RESOLVED FURTHER THAT** pursuant to the Sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of nominal value of Rs. 10/- (Rupees Ten Only) each, existing on the Record Date to be fixed by the Board of Directors of the Company, shall stand sub-divided into the Equity Shares of the nominal value of Rs. 1/- (Rupees One Only) each and Equity shares to be issued and allotted shall rank pari-passu in all respects with and carry the same rights as the existing Equity shares of Company.as given below:

Type of Capital	Pre- Sub-division Share Capital Structure			Post-Sub-division Share Capital Structure		
	No. of Equity Shares	Face Value (Rs.)	Total Share Capital (Rs.)	No. of Equity Shares	Face Value (Rs.)	Total Share Capital Rs.)
Authorized Share Capital	14,300,000	10	143,000,000	143,000,000	1	143,000,000
Issued and Subscribed Capital	14,273,278	10	142,732,780	142,732,780	1	142,732,780
Paid-up Capital	14,273,278	10	142,732,780	142,732,780	1	142,732,780

**RESOLVED FURTHER THAT** upon the sub-division of the Equity Shares as aforesaid, the Existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in case of the Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to their respective beneficiary accounts of the shareholders with the Depository Participants viz. National Securities Depository Limited ('NSDL') and Central Depository Services India Limited ('CDSL'), in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to fix the Record Date and to take such steps as may be considered necessary or expedient and to delegate all or any of its powers to any other committee as may deem appropriate in this regard.

**RESOLVED FURTHER THAT** Mr. Sandeep Goyal, Managing Director and/or Mr. Chahat Gupta Director and/or Ms. Kancha Goyal Director and/or Manyak Nigam, Company Secretary be and are hereby jointly/severally authorized to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, execution of all necessary documents with the Stock Exchanges and the Depositories, and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the subdivision of the equity shares as aforesaid or for any matters connected herewith or incidental hereto."

**ITEM NO.2 -TO ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause V:

**V. The authorized Share Capital of the Company is Rs. 143,000,000/- (Rupees Fourteen Crore Thirty Lakh only) divided into 143,000,000/- (Fourteen Crore Thirty Lakh only) equity shares of Rs.1/- (Rupees One only) each.**

**RESOLVED FURTHER THAT** Mr. Sandeep Goyal, Managing Director and/or Mr. Chahat Gupta Director and/or Ms. Kanchan Goyal Director and/or Manyak Nigam, Company Secretary be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions."

**ITEM NO.3: TO CONSIDER AND APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY DUE TO RESIGNATION.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the

recommendations of the Audit Committee and the Board of Directors of the Company at its meetings held on January 13, 2023, M/s. V. N. Purohit & CO., Chartered Accountants (Firm Registration No. 304040E), be and are hereby appointed as the Statutory Auditors of the Company due to the casual vacancy caused by the resignation of M/s Sadana & Co., Chartered Accountants;

**RESOLVED FURTHER THAT** M/s. V. N. Purohit & CO., Chartered Accountants (Firm Registration No. 304040E), be and are hereby appointed as the Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31<sup>st</sup> March, 2023 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of-pocket expenses, as may be fixed by the Management of the Company, in consultation with them;

**RESOLVED FURTHER THAT** Mr. Sandeep Goyal, Managing Director and/or Mr. Chahat Gupta Director and/or Ms. Kanchan Goyal Director and/or Manyak Nigam, Company Secretary be and are hereby jointly/severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”

**ITEM NO.4-TO CONSIDER AND APPOINTMENT OF MR. ACHAL KAPOOR (DIN:09150394) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 16 (b), 17 and read with Regulation 25(2A) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and other applicable provisions of Listing Regulations and Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee Mr. Achal Kapoor (DIN:09150394), who was appointed as an Additional Director of the Company in the category of Independent Director, by the Board with effect from 28th September, 2022 be and is hereby appointed as an Independent Director of the Company for a term up to 5 years w.e.f. date of original appointment.

“**RESOLVED FURTHER THAT** Mr. Sandeep Goyal, Managing Director and/or Mr. Chahat Gupta Director and/or Ms. Kanchan Goyal Director and/or Manyak Nigam, Company Secretary be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”

**By Order of the Board of Directors**  
**Goyal Aluminiums Limited**  
**(Formerly known as Advitiya Trade India Limited)**

**Sd/-**  
**Sandeep Goyal**  
**Managing Director**  
**DIN: 07762515**  
**Place: Delhi**  
**Date: 13.01.2023**

**Notes:**

1. The explanatory statement and reasons for the proposed resolutions as required under Section 102 and 110 of the Companies Act, 2013, is annexed to this notice.
2. Postal Ballot Notice is being sent to all the members/Beneficiaries, whose names appear as on 13<sup>th</sup> January 2023, in the Register of members maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Voting Rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the cutoff date i.e 13<sup>th</sup> January 2023. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email address with the Company/ Depositories and to other shareholders by Registered Post/ Courier. Any person who is not a Member as on the said cut-off date should treat this Notice for information purposes only.
3. Shareholders who have registered their e-mail IDs with their Depository Participants /Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will request to please register their mail ids with the Company.
4. The Notice is available on the Company's website [www.advitiyatrade.co](http://www.advitiyatrade.co) and the websites of the Stock Exchange viz., BSE Limited at [www.bseindia.com](http://www.bseindia.com). and NSE Limited at [www.nseindia.com](http://www.nseindia.com) on the website of the CDSL.
5. The members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice-versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, the voting validity done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
6. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
7. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.
8. The Board of Directors of the Company has appointed Mr. Pawan Kumar Mahur (F8462), of M/s. KMPM & Co. Practicing Company Secretaries, Delhi, to act as the "**Scrutinizer**", for conducting the postal ballot process, in affair and transparent manner.
9. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e. 15th February, 2023.
10. The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company or a person authorized by him on or before Thursday, 16th January, 2023. The results of the postal ballot will be declared by the Chairman or a person authorized by him in this regard on or before Thursday, 16th January, 2023 at the Registered Office of the Company. The results will also be posted on the website of the Company [www.advitiyatrade.co](http://www.advitiyatrade.co) and intimated to the Stock Exchanges where the shares of the Company are listed.
11. The resolutions passed by the members through postal ballot shall be deemed to have been passed as if they have been passed at a duly convened general meeting of the members.

## 12. Voting through electronic means:

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, General Circular and any other applicable provisions, if any, the Company has extended remote e-voting facility to enable the members to cast their votes electronically through the remote e-voting services provided by Central Depository Services (India) Limited (CDSL).

The remote e-voting facility will be available during the following period:

<b>Commencement of the remote e-voting</b>	From 09:00 A.M (IST) on Tuesday, January 17, 2023
<b>End of Remote e-voting</b>	Upto 05:00 P.M (IST) on Wednesday, February 15 , 2023

The remote e-voting module shall be disabled by CDSL for voting at 5:00 P.M. (IST) on Wednesday, 15<sup>th</sup> February, 2023. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.

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

### **In respect of Item Nos.1 and 2 – Sub-Division of Equity Shares of the Company and Alteration in Capital Clause of the Memorandum of Association of the Company**

The Equity shares of your Company are listed and actively traded on Bombay Stock Exchange (BSE) and National Stock Exchange of India Limited (NSE). In order to improve the liquidity of the Company's Share and to make it more affordable for small investors and retail investors as also to broaden the small investors base, the Board of Directors of the Company, at its Meeting held on January 13, 2023, have approved the sub-division (split) of the nominal/face value of each Equity Share having a present value of Rs. 10/- (Rupees Ten Only) each into 10 (Ten) Equity Shares of face value of Rs. 1/- (Rupees One Only) each, subject to approval of the Members. Article 55 (d) of the Articles of Association of the Company permits sub-division of Shares subject to approval of Members.

Upon approval of the Shareholders for sub-division of Equity Shares, in case the Equity Shares are held in physical form, the old Share Certificate(s) of the face value of Rs.10/- each will stand automatically cancelled on the record date and new certificate(s) of the face value of Rs. 1/- each, fully paid up, will be dispatched to the Shareholders without necessity of surrendering the old Share Certificate(s) of the face value of Rs. 10/- each. In case the Equity Shares are held in dematerialized form, the sub-divided Equity Shares will be directly credited to the Shareholder's Demat account on the record date in lieu of their existing Equity Shares.

Further in view of the above proposal of sub-divisions of shares each requires amendment in the Capital Clause of the Memorandum of Association of the Company, as follows:

#### **To substitute the existing Clause V:**

"V. The authorized share capital of the Company is Rs. 143,000,000/- (Rupees Fourteen Crore Thirty Lakhs only) divided into 14300000 (One Crore Forty-Three Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being, provided always that the Company shall have the power to issue shares at a premium and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential, qualified and special rights, privileges or conditions as may be permissible by law and as may be determined by or in accordance with the Articles of Association of the Company for the time being in force and to vary, modify or abrogate any such rights, privileges or condition"

with New Clause V:

**"V. The authorized share capital of the Company is Rs. 143,000,000/- (Rupees Fourteen Crore Thirty Lakh only) divided into 143,000,000 (One Fourteen Crore Thirty Lakh) Equity Shares of Rs. 1/- (Rupees One) each.**

The above proposal is in the best interest of the Company. The Board of Directors of the Company has recommended the resolution(s) at Item No.1 of the Postal Ballot Notice as an Ordinary resolution and Item No. 2 of the Postal Ballot Notice as a Special Resolution, for approval of Members of the Company through Postal Ballot Process.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the Ordinary/Special Resolutions as set out at items Nos.1 and 2 of this Notice.

### **In respect of Item No. 3 Appointment of Statutory Auditor Due to casual vacancy**

M/s Sadana & Co, Chartered Accountants have tendered their resignation as Statutory Auditors w.e.f. 15.11.2022 citing reasons that due to pre-occupation. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Audit Committee and Board of Directors of the Company recommended the appointment of M/s. V. N. Purohit & Co., Chartered Accountants (Firm Registration No. 304040E) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Sadana & Co. accordingly, shareholders' approval by way of **ordinary resolution** is sought.

M/s. V. N. Purohit & Co., Chartered Accountants (Firm Registration No. 304040E), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 03 of the notice as an **ordinary resolution**.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

### **In respect of Item No.4 Appointment/Regularization of Mr. Achal Kapoor (DIN:09150394) as Independent Director of the Company**

The Board of Directors of the Company at its meeting held on September 28, 2022, appointed Mr. Achal Kapoor as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from September 28<sup>th</sup>, 2022, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Achal Kapoor as an Independent Director pursuant to the provisions of Sections 149, 152 and 161 of the Companies Act, 2013.

The Company has also received a notice in writing from candidature of Mr. Achal Kapoor to be appointed as Independent Director of the Company. Company has also received a declaration from Mr. Achal Kapoor confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Achal Kapoor consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Achal Kapoor fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Achal Kapoor knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from September 28<sup>th</sup>, 2022.

Copy of letter of appointment of Mr. Achal Kapoor setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. Achal Kapoor, pursuant to Regulation 36 of SEBI (Listing



Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at below to this Notice.

Except Mr. Achal Kapoor, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No.4.

**Disclosure pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings.**

**A BRIEF RESUME OF DIRECTORS PROPOSED TO BE REAPPOINTED IS GIVEN BELOW**

<b>Name</b>	Mr. Achal Kapoor
<b>Director Identification Number (DIN)</b>	09150394
<b>Designation/category of the Director</b>	Non-Executive, Independent Director
<b>Age</b>	35 Years
<b>Qualifications</b>	Post Graduate
<b>Experience (including expertise in specific functional area)</b>	Having an experience of more than 10 years in management of the Company.
<b>Terms and Conditions of Appointment /Reappointment</b>	As per the resolution passed by the shareholders.
<b>Remuneration last drawn (Including sitting fees, if any)</b>	NIL
<b>Date of first appointment on the Board</b>	28 <sup>th</sup> September, 2022
<b>Shareholding in the Company as on date of notice</b>	NIL
<b>Relationship with other Directors / Key Managerial Personnel</b>	Not Applicable
<b>Number of meetings of the Board attended during the year</b>	2
<b>Directorships of other Boards as on March 31, 2022</b>	Annexure-1
<b>Membership / Chairmanship of Committees of other Boards as on March 31, 2022.</b>	Annexure-2
<b>The Justification for choosing the appointees for appointment as Independent Directors</b>	<p>The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills/expertise/competencies, in the context of its business and sector for it to function effectively.</p> <p>The Nomination and Remuneration committee of the Board has evaluated the profile of Mr. Achal Kapoor possess the relevant skill and capabilities to discharge the role of Independent Directors.</p>

**By Order of the Board**  
**Goyal Aluminiums Limited**  
*(Formerly known as Advitiya Trade India Limited)*

**Sandeep Goyal**  
**Managing Director**

**Place: Delhi**  
**Date: 13.01.2022**

## Annexure-1

### Directorship of other Board

Sl. No.	Names of the Companies/bodies corporate / firms/ association of Individuals	Nature of interest or concern / Change in interest or concern	Shareholding	Date on which interest or concern arose / changed
1	EMS LIMITED	Director	Nil	23/12/2022
2.	ADISHAKTI LOHA AND ISPAT LIMITED	Additional Director	Nil	15/12/2021
3.	QUASAR INDIA LIMITED	Director	Nil	30/09/2021
4.	KOTIA ENTERPRISES LIMITED	Additional Director	Nil	03/09/2022
5.	GOALPOST INDUSTRIES LIMITED	Director	Nil	30/06/2021
6.	VALECHA ENGINEERING LIMITED	Director	Nil	22/12/2021
7.	ASSOCIATED ELECTRONICS RESEARCH FOUNDATION.	Additional Director	Nil	30/03/2022
8.	GOLDEN BIOFUELS LIMITED	Additional Director	Nil	07/05/2022
9.	LEMON ELECTRONICS LIMITED	Additional Director	Nil	05/01/2022

## Annexure-2

### Membership / Chairmanship of Committees of other Boards as on March 31, 2022

<b>A. Name of the Committees in which I am the Chairman</b>	
<b>Name of the Committee</b>	<b>Name of the Company</b>
Audit Committee	Quasar India Limited
Stakeholder Relationship Committee	Quasar India Limited
<b>B. Name of the Committees in which I am the Member</b>	
<b>Name of the Committee</b>	<b>Name of the Company</b>
Audit Committee	Adishakti Loha And Ispat Limited
Stakeholder Relationship Committee	Adishakti Loha And Ispat Limited
Audit Committee	Goalpost Industries Limited
Stakeholder Relationship Committee	Goalpost Industries Limited

# 1. Instructions for remote e-voting are as below:

- (i) Remote e-voting period shall commence on Tuesday 17<sup>th</sup> January, 2023 and end on Wednesday 15<sup>th</sup> February, 2023 (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. 13<sup>th</sup> January, 2023 (including those Members who may not have received this Notice due to nonregistration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again
- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, s so that the user can visit the e-Voting service providers' website directly.</li> <li>3) 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>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the</li> </ol>

<p>securities in demat mode with <b>NSDL</b></p>	<p>“Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

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

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

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

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN of the Company for which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company and to the Scrutinizer at the email address viz; [kmpminfo@gmail.com](mailto:kmpminfo@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Scrutinizer at [kmpminfo@gmail.com](mailto:kmpminfo@gmail.com) and/or RTA email at [viren@skylinerta.com](mailto:viren@skylinerta.com).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai.

**POSTAL BALLOT FORM**  
(Pursuant to Section 110 of the Companies Act, 2013)

1.	Name and address of the Sole/First named Member	
2.	Name(s) of the Joint Member(s), if any	
3.	Registered folio No./ DP ID No. / Client ID No. * (* Applicable to investors holding shares in dematerialized form)	
4.	Number of Shares held	

I/we hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the special businesses stated in the notice of the postal ballot dated 13<sup>th</sup> January 2023 of the Company, by giving my/our assent or dissent to the said resolution by placing the tick(√)mark at the appropriate box below:

Sr. No.	Description	No. of Shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	TO SUB- DIVISION OF EVERY 1 (ONE) EQUITY SHARE OF THE NOMINAL/FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH INTO 10 (TEN) EQUITY SHARES OF THE NOMINAL/FACE VALUE OF RS. 1/- (RUPEES ONE ONLY) EACH.			
2.	TO ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.			
3.	TO CONSIDER AND APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY DUE TO RESIGNATION.			
4.	TO CONSIDER AND APPOINTMENT OF MR. ACHAL KAPOOR (DIN:09150394) AS AN INDEPENDENT DIRECTOR OF THE COMPANY			

**Place:**

**Date:**(Signature of the Member)

**Notes:**

1. Please read the instructions printed overleaf carefully before exercising the vote.
2. Last date for receipt of the Postal Ballot form by the Scrutinizer is 15/02/2023.

The E-voting facility will be available from Tuesday 17 January 2023 at 09.00 AM (IST) and shall end on Wednesday, 15<sup>th</sup> February 2023 at 05.00 PM (IST). For E-voting refer to the instructions for voting provided in the Postal Ballot Notice.

## **INSTRUCTIONS**

1. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions mentioned herein and those mentioned in the Postal Ballot Notice and return the same duly completed in the enclosed Self-addressed Postage Pre-Paid Reply Envelope to the Scrutinizer. Postage on Self-addressed Pre-paid Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot Form, if deposited in person or sent by Courier or by Registered Post at the expense of the Registered Member will also be accepted by Scrutinizer.
2. The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than the close of business hours i.e. 5:00 p.m. on Wednesday 15<sup>th</sup> February, 2023 at 05.00 PM (IST) Postal Ballot Form(s) received after this date and time will be treated as if the reply from the Member has not been received.
3. The Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the Member. Any unsigned or incomplete Postal Ballot Form will be liable to be rejected.
4. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in the absence of such Member, by the next named joint-holder. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
5. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the Postal Ballot Form shall be accepted only if the same is accompanied by a Certified True Copy of the Board Resolution/Authorisation together with the specimen signature(s) of the duly Authorised Signatory(ies).
6. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (√) in the appropriate column. Postal ballot form bearing tick mark (√) in both the column will render the form invalid. This Postal Ballot Form should be used for voting; no other form shall be accepted.
7. Any incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be liable to be rejected. The Postal Ballot shall not be exercised by a Proxy.
8. Voting Rights shall be reckoned on the Paid-up Value of shares registered in the name of the Member as on 13<sup>th</sup> January, 2023.
9. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
10. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
11. Members are requested not to send any other paper(s) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all postal ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
13. The Resolutions, if assented by requisite majority, shall be considered as passed on Wednesday, 15<sup>th</sup> February 2023 at 05.00 PM (IST) (i.e. last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting by Wednesday, 15<sup>th</sup> February 2023 at 05.00 PM (IST)).