

Advance Steel Tubes Limited

CIN: L24231UP1978PLC004583

Reg. Off.: 45/3, Industrial Area, Site IV, Sahibabad, Ghaziabad, Uttar Pradesh -201020, India

Corp. Off.: 81, Functional Industrial Estate, Patparganj, Delhi – 110092, India

E-mail: info@advance.co.in / cs@advance.co.in | Website: www.advance.co.in

Tel.: 011-43041400 | Fax: 011- 43012143

NOTICE OF 1ST EXTRA-ORDINARY GENERAL MEETING

Dear Members,

Notice is hereby given that the Extra-Ordinary General Meeting (“EOGM”) No. 01/2024-2025 of the members of **Advance Steel Tubes Limited** (Company) will be held on Tuesday on 28th day of May, 2024 at 11:00 A.M. at the Registered office of the Company situated at 45/3, Industrial Area, Site IV, Sahibabad, Ghaziabad, Uttar Pradesh – 201020, India, as per the detailed instructions stated hereinafter, to transact the following business:-

SPECIAL BUSINESS:

1. APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY

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 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s. Mehra Goel & Co., Chartered Accountants (Firm Registration No.: 000517N) be and are hereby appointed as the Statutory Auditors of the Company on such remuneration as may be determined by the Board, to fill the casual vacancy in the office of Company’s Statutory Auditor caused due to resignation of the existing Statutory Auditors i.e. M/s. Singhal Shubham and Company, Chartered Accountants (Firm Registration No.: 028622C) and they shall hold the office till the conclusion of the ensuing 50th Annual General Meeting to be held in the year 2024.

RESOLVED FURTHER THAT any of the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things (including fixing the remuneration in consultation with the Statutory Auditors), which may be deemed necessary and expedient to give effect to this resolution.”

2. APPOINTMENT OF MS. DIVYA CHAWLA (DIN:10568763) AS AN INDEPENDENT DIRECTOR 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 pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act, Regulation 16, 17 & 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other Regulations (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, the Nomination and Remuneration Policy of the Company and based on the recommendation of Nomination and Remuneration Committee, Ms. Divya Chawla (DIN:10568763) who has been appointed as an Additional Director in the category of Independent Director of the Company with effect from March 30, 2024 by the Board of Directors and who holds office upto the date of ensuing General Meeting of the Company in terms of Section 161 of the Act or within three months from her appointment, whichever is earlier in terms of Listing Regulations and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations and whose period of office shall not be liable to retire by rotation and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director to hold office for a term of five years, effective from March 30, 2024 to March 29, 2029.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Ms. Divya Chawla shall be entitled to receive the remuneration or fees as permitted to be received in a capacity of Non-Executive Independent Director under the Act and Listing Regulations, from time to time and mutually discussed.

RESOLVED FURTHER THAT any of the Board of Directors of the Company, be and are hereby severally authorised to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

3. RATIFICATION OF REMUNERATION OF COST AUDITORS APPOINTED BY THE BOARD OF DIRECTORS FOR THE FINANCIAL YEAR 2023 - 2024

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 148 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Cost records and Audit) Rules, 2014, (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration of M/s. Chandra Wadhwa & Co., Cost Accountants (Firm Registration No.: 000239), appointed by the Board of Directors of the Company as Cost Auditors to fill the casual vacancy caused by death of Mr. Gopinathan Mohandas, Proprietor of M/s. Gopinathan Mohandas & Co., Cost Accountants (Firm Registration No.: 101499), to conduct the audit of the cost records of the Company, as applicable, for the Financial Year 2023-2024, amounting to ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand Only), all inclusive, as approved by the Board of Directors be and is hereby ratified.

RESOLVED FURTHER THAT any of the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By order of the Board of Directors

Delhi, May 03, 2024

**Deoki Nandan Agarwal
Managing Director
DIN: 00586794
Registered Office: 45/3, Industrial Area, Site
IV, Sahibabad, Ghaziabad, Uttar Pradesh -
201020, India**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the businesses set out as Item Nos. 1 to 3, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (“EOGM”) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate, not more than ten percent of the total share capital of the Company, carrying voting rights. Provided that a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The instrument appointing the Proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (Forty-Eight) hours before the EOGM. Proxies submitted on behalf of limited companies, trusts, etc. must be supported by appropriate resolution/authority, as applicable. A Proxy form for the EOGM is enclosed along with this notice.
4. Corporate members / Institutional Investors (i.e. other than individuals, HUF’s, NRI’s etc.) intending to send their authorized representative(s) to attend the meeting in terms of Section 113 of the Act are requested to send the Company a certified copy of the Board Resolution / Power of Attorney / Authority Letter authorizing their representative(s) with attested specimen signature of the duly authorized signatory(ies) who are authorized for attending and voting on their behalf at the meeting. Corporate Members / Institutional investors (i.e., other than individuals, HUF’s, NRI’s etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
5. Members / Proxies / Authorised Representatives are requested to bring the attendance slip duly filled in for attending the Meeting and shall handover at the entrance for attending the meeting. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number on the attendance slip for attending the Meeting. *Members of the Company under the category of Corporate Members / Institutional Investors are encouraged to attend and participate in the EOGM.*
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EOGM.
7. The Notice of EOGM [along with Proxy Form, Attendance Slip and Route Map] will be sent to those members / beneficial owners whose names will appear in the Register of Members / list of Beneficial Owners received from the Depositories as on Cut Off date i.e., Friday, April 26, 2024. These documents are being sent electronically to the members whose E-mail IDs are registered with the Company / Depository Participant(s) (DP) unless any member has requested for a physical copy

of the same. For members who have requested physical copy or who have not registered their email address, physical copies of the Notice are being sent through permitted mode.

8. Members may note that the Notice of the EOGM will also be available on Company's website at www.advance.co.in, on the website of Calcutta Stock Exchange i.e., www.cse-india.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com.
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during 9.00 a.m. to 1.00 p.m. on all working days (excluding Saturday, Sunday and other Public Holidays) up to the date of the EOGM of the Company.
10. A statement giving additional details of the Director seeking appointment /re-appointment at the EOGM are annexed herewith Annexure to Items No. 2, as required under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by 'The Institute of Company Secretaries of India'.
11. Beetal Financial & Computer Services (P) Ltd. is the Registrar and Share Transfer Agent (RTA) of the Company. All the shares related correspondence may be addressed at the following address:
Beetal Financial & Computer Services (P) Ltd.
Address: Beetal House, 3rd Floor, 99 Madangir, behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062
Phone No: 011-29961281,29961282; Fax: 011-29961284; Email: beetalrta@gmail.com
12. Members holding shares in physical form are requested to intimate the changes in their registered address in Block Letters with PIN Code of the Post Office, Email-ID, Bank particulars and Permanent Account Number (PAN) to the Company's RTA and in case of members holding their shares in electronic form, this information should be given to their DP immediately.
13. The Company has a dedicated e-mail address i.e., cs@advance.co.in / info@advance.co.in for members to mail their queries or lodge grievances, via email or may send their queries at the Corporate Office address of the Company. We will endeavor to reply the queries at the earliest.
14. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing Companies to send documents to their members in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, Members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register their e-mail address. Members holding shares in demat form are requested to contact their DPs. Members may please note that Notices of EOGM will be available on the Company's website at www.advance.co.in. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

GENERAL INSTRUCTIONS AND GUIDELINES FOR ACCESSING AND PARTICIPATING IN THE EOGM

- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standards on General Meetings (SS-2) issued by 'The Institute of Company Secretaries of India' (ICSI) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is providing Remote e-Voting facility to its Members in respect of the business to be transacted at the EOGM and facility for those Members participating in the EOGM to cast vote through ballot paper / poll paper during the EOGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL), as the authorized e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as voting through ballot papers / poll paper on the date of the EOGM will be provided.
- A person who has acquired the shares and has become a member of the Company and whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories after the dispatch of the Notice of the EOGM and prior to the **Cut-off date i.e., Friday, April 26, 2024** shall be entitled to avail the facility of remote e-voting before EOGM as well as voting through ballot papers / poll papers on the date of the EOGM at the venue of the meeting. Any recipient of the Notice who has no voting rights as on the Cut-off date shall treat this Notice for informative purpose only.
- The remote e-voting period begins on **Saturday, May 25, 2024 at 9:00 A.M. and ends on Monday, May 27, 2024 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 record date (cut-off date) i.e., **Tuesday, May 21, 2024** may cast their vote electronically.
- The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e., **Tuesday, May 21, 2024.**
- The members can opt for only one mode of voting i.e., remote e-voting or physical voting through poll paper at the meeting. In case of voting by both the modes, vote cast through remote e-voting, will be considered final and voting through physical voting at the meeting will not be considered.
- The facility for voting through Poll would be made available at the EOGM and the members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the Meeting but shall not be entitled to cast their vote again.

- Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- The Board of Directors of the Company has appointed CS Vipin Shukla, Practicing Company Secretary (Membership No. F-6798 & Certificate of Practice No. 18011), Proprietor of M/s. Vipin Shukla & Company, Company Secretaries, New Delhi, as Scrutinizer to scrutinize the remote e-Voting process and voting through ballot / poll papers during the meeting in a fair and transparent manner.
- The Scrutinizer shall after the conclusion of voting at the EOGM, unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes casted in favor or against, invalid votes, if any, and whether the resolution has been carried or not and such report shall then be sent to the Chairman of the meeting or a person authorized by him within the time prescribed under the Listing Regulations and / or the Act, who shall then countersign and declare the result of the voting forthwith.
- The Chairman shall at the end of discussion on the resolutions placed at the EOGM on which voting is to be held allow voting with the assistance of the Scrutinizer by use of Polling Paper for all those members / proxies who are present at the EOGM but have not cast their votes by availing the remote e-Voting facility.
- The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.advance.co.in and at the website of NSDL at www.evoting.nsdl.com immediately after the declaration of results by the Chairman of the meeting or a person authorized by him. The results shall also be immediately forwarded to the Calcutta Stock Exchange. The results shall be displayed at the Registered Office at 45/3, Industrial Area, Site IV, Sahibabad, Ghaziabad, Uttar Pradesh – 201020, India and at the Corporate Office at 81, Functional Industrial Estate, Patparganj, Delhi – 110092, India.

OTHER INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Saturday, May 25, 2024 at 09:00 A.M. and ends on Monday, May 27, 2024 at 05:00 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 record date (cut-off date) i.e. Tuesday, May 21, 2024, 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.

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 for Individual shareholders holding securities in demat mode

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 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">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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under

‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

3. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 **App Store**  **Google Play**



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. 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 user 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 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at 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 e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to

	see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) 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.

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 evoting@nsdl.com or call at 022 - 4886 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

B) Login Method for e-Voting 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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 fcsvipinshukla1973@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board

Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

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 : 022 - 4886 7000 or send a request to Ms. Pallavi Mharte, Senior Manager at evoting@nsdl.com

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 member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAR (self-attested scanned copy of Aadhar Card) by email to info@advance.co.in/cs@advance.co.in and evoting@nsdl.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), and AADHAR (self-attested scanned copy of Aadhar Card) to info@advance.co.in/cs@advance.co.in and evoting@nsdl.co.in. If you are an Individual Members 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 for Individual Members holding securities in demat mode.**
3. Alternatively, members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

By order of the Board of Directors

Delhi, May 03, 2024

Deoki Nandan Agarwal
Managing Director
DIN: 00586794
Registered Office: 45/3, Industrial Area, Site
IV, Sahibabad, Ghaziabad, Uttar Pradesh -
201020, India

ANNEXURE TO THE NOTICE

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

Pursuant to Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 1 to 3 of the accompanying Notice dated May 3, 2024.

Item No. 1

M/s Singhal Shubham and Company, Chartered Accountants have tendered their resignation as Statutory Auditors with effect from March 27, 2024 citing reason that due to pre-occupation, they will not be able to conclude the Statutory Audit for the Financial Year 2023-2024.

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 recommendations of the Board of Directors and Audit Committee of the Company. Accordingly, the Board of Directors of the Company has recommended the appointment of M/s. Mehra Goel & Co., Chartered Accountants (Firm Registration No.: 000517N) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Singhal Shubham and Company, Chartered Accountants (Firm Registration No.: 028622C). Accordingly, shareholders' approval by way of ordinary resolution is sought.

M/s. Mehra Goel & Co., Chartered Accountants (Firm Registration No. 000517N), 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. 01 of the notice as an ordinary resolution.

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

Item No. 2

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (Board) at its meeting held on March 30, 2024 has appointed Ms. Divya Chawla (DIN: 10568763) as an Additional Director (Non-Executive, Independent) of the Company for a first term of five (5) years effective from March 30, 2024, not liable to retire by rotation, subject to approval of the Shareholders of the Company.

Further, in terms of the amended Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulation), Company shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to take

either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the said Regulations.

The Company has received from Ms. Divya Chawla consents in writing to act as Directors in Form DIR-2 in pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. She do not holds any equity shares of the Company.

The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Ms. Divya Chawla for the office of Directors of the Company.

Brief profile Ms. Divya Chawla is as under:

Ms. Divya Chawla is an Associate Member of the Institute of Company Secretaries of India. She is into the Whole Time Practice. As a dedicated and experienced Company Secretary she is hands on in various comprehensive service areas, including Due Diligence, Governance, Risk, and Compliance (GRC), Term Sheet analysis, Forensic Audit, Insolvency and Bankruptcy Board of India (IBBI) SFA Valuation, and Agreement Reviewing. She has strong analytical and problem-solving skills. She has a keen eye for detail, a deep understanding of legal and regulatory frameworks, and a commitment to ensuring compliance and risk management.

Item No. 3

As per the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 (Rules), as amended from time to time, the Company is required to maintain Cost Records as specified by the Central Government as per Section 148(1) of the Act and the rules framed thereunder, and the Company has made and maintained such cost accounts and records.

Accordingly, the Board had, at its Meeting held on March 30, 2024, on the recommendations of the Audit Committee, appointed M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration No. 000239), being eligible, to conduct Cost Audit for the products covered under section 148 of the Act read with rules framed thereunder as the Cost Auditors of the Company for auditing the cost accounts of your Company for the financial year 2023-2024 at a remuneration of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand Only), all inclusive.

In accordance with the provisions of Section 148(3) of the Act read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration as mentioned above, payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, the consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024.

None of the Director(s) or Key Managerial Personnel(s) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends ratification of payment of remuneration to the Cost Auditors for approval of the members through Ordinary Resolution, set out at Item No. 3 of the Notice.

ANNEXURE TO ITEMS NO. 2

Details of Directors seeking appointment / re-appointment

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Particulars	Description	
Name of the Director	Ms. Divya Chawla	
DIN	10568763	
Designation	Non-Executive Independent Director	
Nationality	Indian	
Date of Birth	May 31, 1997	
Date of First Appointment on the Board	March 30, 2024	
Qualification(s)	Company Secretary, Bachelors in Commerce	
Expertise in Specific functional area	Due Diligence, Governance, Risk, and Compliance (GRC), Term Sheet analysis, Forensic Audit, Insolvency and Bankruptcy Board of India (IBBI) SFA Valuation, and Agreement Reviewing.	
Number of shares held in the Company	NIL	
Term of Appointment	March 30, 2024 to March 29, 2029	
List of the directorships held in other companies	Sophia Exports Limited as an Additional Director	
Number of Board Meetings attended during the FY 2023-2024	1	
Chairman/ Member in the Committees of the Boards of companies in which she is Director*	Name of the Company	Committees Names
	Sophia Exports Limited	Nomination and Remuneration Committee
		Audit Committee
		Stakeholder Relationship Committee
Relationships with other Directors and KMPs	Not related to any of the Director(s) / Key Managerial Personnel of the Company.	
Remuneration last drawn	Not Applicable	
Affirmation w.r.t. SEBI Letter	She affirms that she is not debarred from holding the office by virtue of any SEBI Order or any other authority.	
Affirmation pursuant to provisions of Section 164 of the Companies Act, 2013	She confirms that she is not disqualified from holding the office of Director.	

Form No. MGT-11

Proxy form

**[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]**

Name of the Member(s):		
Registered Address:		
E-mail Id:	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the Advance Steel Tubes Limited hereby appoints

Name :..... E-mail Id:.....

Address:.....

Signature:....., or failing him/her

Name :..... E-mail Id:.....

Address:.....

Signature:....., or failing him/her

Name :..... E-mail Id:.....

Address:.....

Signature:.....

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Advance Steel Tubes Limited to be held on the Tuesday, 28th day of May, 2024 at 11:00 A.M. at the registered office situated at 45/3, Industrial Area, Site IV, Sahibabad, Ghaziabad, Uttar Pradesh – 201020, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business:

1. Appointment of Statutory Auditor to fill casual vacancy.
2. Appointment of Ms. Divya Chawla (DIN:10568763) as an Independent Director of the company.
3. Ratification of remuneration of Cost Auditors appointed by the Board of Directors for the Financial Year 2023 - 2024

Signature of Member(s) / Shareholder(s):

Signature of Proxy holder(s):



Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.

Attendance Slip for attending Extra-Ordinary General Meeting of Advance Steel Tubes Limited

ATTENDANCE SLIP – ADVANCE STEEL TUBES LIMITED

Regd. Folio No. _____/DP ID _____ Client ID/Ben. A/C _____ No. of shares held _____

I certify that I am a registered member/proxy for the registered member of the Company and hereby record my presence at the 1st Extra-Ordinary General Meeting of the Company on Tuesday, May 28, 2024, 11:00 A.M. at the registered office situated at 45/3, Industrial Area, Site IV, Sahibabad, Ghaziabad, Uttar Pradesh – 201020, India.

Member's/Proxy's name in Block Letters.....

Member's/Proxy's Signature.....

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

Route Map

Venue of the EOGM : 45/3, Industrial Area, Site IV, Sahibabad, Ghaziabad, Uttar Pradesh – 201020, India

