

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

**Dear Shareholder(s),**

Notice is hereby given that Postal Ballot No. 01/2022-23, of the Members of Aar Shyam India Investment Company Limited will be conducted in the accordance with Section 110 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the *timebeing in force* hereinafter referred to as the "**Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the "**Rules**"), and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company proposes to pass a Special Resolution and/or Ordinary Resolution as appended below through Postal Ballot/Electronic voting ("e-voting") held on Friday, February 10, 2023 at the registered office of the Company situated at B-42, Lower Ground Floor, Panchsheel Enclave, New Delhi-110017 Panchsheel Enclave South Delhi 110017.

An explanatory statement pursuant to Section 102 of the Act and the Appointment of Director, setting out the material facts and the reasons pertaining to the said resolution, is also appended. The said resolution and explanatory statement are being sent to you along with a postal ballot form ("**Postal Ballot Form**") for your consideration.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Mr. Ratish Tagde, Proprietor of Ratish Tagde & Associates, Company Secretaries (Membership No. F6162, CP No.22018) to act as the Scrutinizers ("**Scrutinizer**") for conducting the Postal Ballot and e-voting process in a fair and transparent manner. The Scrutinizer has given their consent to act as the Scrutinizers to conduct the voting process by e-voting and Postal Ballot.

The Scrutinizer will submit their report to the Chairman of the Company or to any other Director authorized by the Board in writing, after completion of scrutiny of Postal Ballot (including e-voting) in a fair and transparent manner. The results along with the Scrutinizer's Report will be announced on or before **February 10, 2023** and will be displayed at the Registered Office of the Company and hosted on the website of the Company i.e. www.aarshyam.in as well as on the website of the Depository and communicated to the Stock Exchange ("**BSE**" or "**Stock Exchange**"), being the stock exchange where the equity shares of the Company are presently listed.

The resolution, where assented to by the requisite majority of the Public Shareholders by means of Postal Ballot (which shall also include the results of e-voting), will be deemed to have been duly passed at a general meeting convened on that behalf and the same shall be considered having been passed on **February 10, 2023** i.e. the date of declaration of Postal Ballot results.

**To consider and if thought fit, to accord assent/dissent to the following resolution as a Ordinary Resolution:**

- 1. Regularize the appointment of Mr. Abhijeet Yashwant Nagrale (DIN: 05244787) as Director in the category of (Non-Executive Director- Professional category).**

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

**"RESOLVED THAT** Mr. Abhijeet Yashwant Nagrale (DIN: 05244787) who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 14, 2022 and who holds office upto the date of this Postal Ballot of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") but who is eligible for appointment, be and is hereby appointed as Director of the Company, will not liable to retire by rotation.

**AAR SHYAM INDIA INVESTMENT COMPANY LIMITED**

Regd. off: B-42, Lower Ground Floor, Panchsheel Enclave, New Delhi -110 017

CIN: L67120DL1983PLC015266

Email ID: info@aarshyam.in | Website: www.aarshyam.in | Ph No. 91 11 45626909

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**FURTHER RESOVLED THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

By Order of the Board of Directors

**For Aar Shyam India Investment Company Limited**

**Date: January 10, 2023**

**Place: New Delhi**

**(SANYAM TUTEJA)**

**Director**

**DIN: 08139915**

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NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and other applicable provisions in respect of the business specified above is annexed hereto.
2. The resolution as enclosed is proposed to be passed as a special resolution and shall be declared as passed, if the number of votes cast by the public shareholders in favour of the resolution is two times more than the number of votes cast by the public shareholder against the said resolution. The resolution, if passed, shall be deemed to have been passed on February 10, 2023.
3. The notice of the postal ballot will also be available on the Company's website: [www.aarshyam.in](http://www.aarshyam.in) and on the website of the National Securities Depository Limited ("NSDL") at <https://www.evoting.nsdl.com>.
4. As per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the item of business set out in the attached Notice are proposed to be passed by postal ballot.
5. The Company is pleased to provide Electronic Voting (hereinafter referred as "e-voting") facility to its shareholders as an alternative mode to cast their votes electronically instead of dispatching the physical Postal Ballot Form through post. The Company has engaged services of National Securities Depository Limited to provide e-voting facility to its shareholders. It may be noted that e-Voting is optional. In case a shareholder votes through e-voting facility, he/she is not required to send physical Postal Ballot Form and vice versa. In case a shareholder casts his vote through e-voting and physical Postal Ballot Form both, the vote cast through e-voting facility shall only be considered and the voting through physical Postal Ballot Form shall not be considered by the Scrutinizer and will be treated as invalid.
6. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Share Registrars and Transfer Agents / their Depository Participants, in respect of shares held in physical / electronic mode, respectively.
7. In line with the Ministry of Corporate Affairs ("MCA") Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. The physical copy of the Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.aarshyam.in> and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. E-voting in compliance with provisions of Regulation 44 of the SEBI LODR Regulations as well as Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members with facility to exercise their right to vote on the resolution set forth in the Postal Ballot Notice **by electronic mode**. The facility of casting the votes by the members using an electronic voting system will be

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provided by National Securities Depository Limited (NSDL). In conformity with the present regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company in physical mode or in the Register of Beneficial Owners in electronic mode, as per the details furnished by the Depositories as on the close of the business hours on 6th January, 2023.

9. The “Cut-Off-Date” to be eligible to vote by electronic means is **Friday, 6th January, 2023**. Members whose name appears in the Register of Members/ Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting.
10. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ re-appointment at the POSTAL BALLOT as per Item No-1, of the aforesaid notice, is furnished as Annexure to the Notice.
11. At present the Company’s equity shares are listed on the BSE Limited. Members are informed that the scripts of the Company have been activated both in Central Depositories Services Limited (CDSL) and National Securities & Depository Limited (NSDL) and may be dematerialized under the ISIN- INE512R01010. The custodian fees for the current financial year 2022-2023 have been paid to all the aforesaid Depositories.
12. Information and other instructions relating to e-voting are as under:  
In compliance with the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its shareholders facility to exercise their right to vote by electronic means and the business may be transacted through postal ballot / e-voting services provided by NSDL.

**THE INSTRUCTIONS FOR MEMBERS FOR POSTAL BALLOT / E-VOTING ARE AS UNDER:**

**The postal ballot / e-voting period begins on Wednesday, January 11, 2023 (9:00 a.m. IST) and ends on Thursday, February 09, 2023 (5:00 p.m. IST). 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. Friday, January 06, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, January 06, 2023.**

**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

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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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDLViz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the

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	<p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>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></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
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.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

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**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 e services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e services 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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



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password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
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**

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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 [csratishtagde@gmail.com](mailto:csratishtagde@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Form ISR-1 with Folio No., Name of shareholder, scanned copy of any one share certificate (front and back), PAN (self attested scanned copy of PAN card), Mobile number and email id (should be mentioned in form ISR-1) AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor@masserv.com](mailto:investor@masserv.com) or [info@aarshyam.in](mailto:info@aarshyam.in). Please also send original copy of ISR-1 with copy of PAN/ AADHAR to RTA (i.e. MAS Services Limited, T-34, 2nd Floor Okhla Industrial Area, Phase-II New Delhi-110020).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, updated client master (email id and mobile number should be updated in demat account) to [investor@masserv.com](mailto:investor@masserv.com) or [info@aarshyam.in](mailto:info@aarshyam.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

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5. The Company has appointed M/s. Ratish Tgade & Associates, Practicing Company Secretary (Membership No.: F6162, C.P. No.:22018) as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
6. The Scrutinizer shall after last date of receipt of remote e-voting unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and will prepare a scrutinizer's report of the total votes cast in favour or against, if any, not later than two working days from the last date specified for remote e-voting and submit his report to the Chairman or Director or Company Secretary of the Company.
7. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.nationalfertilizers.com](http://www.nationalfertilizers.com) and on the website of NSDL immediately after the declaration of result by the Chairman or Director (Marketing) or Director (Finance) or Company Secretary in writing and communicated to the BSE.

By Order of the Board of Directors

**For Aar Shyam India Investment Company Limited**

**Date: January 10, 2023**

**Place: New Delhi**

**(SANYAM TUTEJA)**

**Director**

**DIN: 08139915**

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**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT,  
2013**

**Item No. 1:**

The Board of Directors appointed Mr. Abhijeet Yashwant Nagrale (DIN: 05244787) as an Additional Director of the Company with effect from November 14, 2022. Pursuant to the provisions of Section 161(1) of the Act, he holds office up to the date of this POSTAL BALLOT and is eligible to be appointed as an Independent Director.

Further details of Mr. Abhijeet Yashwant Nagrale have been given in the Annexure to this Notice.

The Board recommends the Resolution at Item No. 1 of this Notice for approval of the Members. Except Mr. Abhijeet Yashwant Nagrale and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 1 of this Notice.

None of the directors, Key Managerial Personnel and their relatives are concerned or interested except Mr. Abhijeet Yashwant Nagrale in the passing of the aforesaid resolution.

By Order of the Board of Directors  
**For Aar Shyam India Investment Company Limited**

**Date: January 10, 2023**  
**Place: New Delhi**

**(SANYAM TUTEJA)**  
**Director**  
**DIN: 08139915**