

ASCU ARCH TIMBER PROTECTION LTD

L29299WB1964PLC026250

Registered Office : P-46A, Radha Bazar Lane, 4th Floor, Kolkata – 700 001
Corporate Office : 3F, Park Plaza, North Block, 71, Park Street, Kolkata-700 016

Phone No. (033) 4051 3000 Fax No.(033) 4051 3326

E-mail: kolkata.ascu@ascu.co.in

Website: www.ascuarchtimberprotectionltd.co.in

NOTICE OF 57th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 57th Annual General Meeting of the Members of **Ascu Arch Timber Protection Limited** will be held on **Friday, the 23rd September, 2022 at 3.00 p.m.** through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements for the financial year ended **March 31, 2022** together with the reports of Directors and Auditors thereon.
2. **To appoint M/s. Batliboi, Purhoit & Darbari (Firm Registration No.303086E) as Statutory Auditors of the Company for five years and to fix the remuneration payable to them and if thought fit, to pass the following resolution, with or without modification(s), as Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Batliboi, Purhoit & Darbari (Firm Registration No.303086E)** be and is hereby appointed as Statutory Auditors of the Company commencing from this Annual General Meeting till the conclusion of the 62nd Annual General Meeting of the Company to be held in 2027, at a remuneration to be fixed by the Board of Directors as may be recommended by the Audit Committee in consultation with the Auditors, in addition to reimbursement of actual expenses/taxes etc. incurred in connection with the audit and billed to the Company.

SPECIAL BUSINESS:

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

“RESOLVED THAT in accordance with the provisions of Section 197, 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to the limits specified in Schedule V to the said Act and approval of the shareholders in the ensuing General Meeting, the Board hereby approve the re-appointment of and remuneration payable to Mr Rajiv Agarwal (holding DIN: 00056650) as Whole-time Director of the Company for a period of three (3) years effective from 29th July, 2022, whose period of office shall not be liable to determination by retirement of Directors by rotation during his tenure as Whole-time Director, on the terms and conditions as set out in the Agreement to be entered into between the Company on the one part and Mr. Rajiv Agarwal on the other part, a draft copy whereof initialled by the Chairman for the purpose of identification, is submitted to this meeting.

RESOLVED FURTHER THAT in the event of loss or absence or inadequacy of profits, Mr Rajiv Agarwal will be paid the remuneration as set out in the agreement entered into with him as minimum remuneration provided the same does not exceed the ceiling limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 with the authority to the Board of Directors to alter, vary, increase or enhance such remuneration subject to the overall limits or ceilings specified in Schedule V of the Companies Act, 2013 read with Section 197, 203 and other applicable provisions of the Companies Act, 2013 or any other amendments thereof or re-

enactments thereof as may be agreed by the Board of Directors and Mr Rajiv Agarwal without any further reference to the members in General Meeting.”

Regd. Office :
P-46A, Radha Bazar Lane, 4th Floor,
Kolkata – 700 001

By order of the Board of Director

Sd/-

Dated : August 12, 2022

(P. K. Lohia)
Director
(DIN:00056706)

NOTES:

1. In view of the prevailing COVID-19 pandemic, the Ministry of Corporate Affairs (the “MCA”) vide its General Circulars No. 02/2021 dated January 13, 2021 (hereinafter, referred as the “MCA Circular”) read with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2022/079 Dated June 03, 2022, has allowed companies to conduct their annual general meetings through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), thereby, dispensing with the requirement of physical attendance of the members at their AGM and accordingly, the **57th Annual General Meeting (the “AGM” or the “Meeting”) of Ascu Arch Timber Protection Limited (the “Company”)** will be held through VC or OAVM in compliance with the said circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the “Act”) and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”). Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
2. Keeping the convenience of the Members positioned in different time zones, the Meeting has been scheduled at 3.00 P.M. IST.
3. **IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2020/79 DATED MAY 12, 2020, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 57TH AGM OF THE COMPANY (THE “NOTICE”).**

However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at sushiltiwari_associates@rediffmail.com with a copy marked to evoting@nsdl.co.in.

4. Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.
5. 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 during the AGM.

6. Dispatch of Annual Report through E-mail

In accordance with the MCA Circulars and the said SEBI Circular dated May 12, 2020, the Notice alongwith the Annual Report of the Company for the financial year ended March 31, 2022, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the “RTA”), i.e., M/s. Niche Technologies Private Limited or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2022 shall be available on the websites of the Company viz., www.ascuarchtimberprotectionltd.co.in and of the Stock Exchanges where Equity Shares of the Company are listed. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., National Securities Depository Limited (NSDL), viz., www.evoting.nsdl.com.

7. PROCEDURE FOR ATTENDING THE AGM THROUGH VC OR OAVM

Members will be able to attend the AGM through VC or OAVM or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-Voting login credentials and selecting the EVEN for the AGM.

Further details in this regard are annexed separately and form part of this Notice.

8. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, read together with the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has engaged the services of NSDL to provide remote e-Voting facility and e-Voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting. **The instructions to cast votes through remote e-Voting and through e-Voting system during the AGM are annexed separately and form part of this Notice.**

The remote e-Voting period will commence on Tuesday, September 20, 2022 (9:00 A.M. IST) and will end on Thursday, September 22, 2022 (5:00 P.M. IST). During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date, i.e., **Friday, September 16, 2022**, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Only those Members who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting and accordingly, their presence shall also be counted for the purpose of quorum under Section 103 of the Act. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Friday, September 16, 2022 being the cut-off date**, are entitled to vote on the Resolutions set forth in the Notice. The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date. **A person who is not a member as on the cut-off date, i.e., Friday, September 16, 2022 should treat this Notice for information purpose only.**

The Board of Directors has appointed **Mr. Sushil Tiwari, Practicing Company Secretary (M.No. 6199 and C.P. No. 1903), 31A, S. P. Mukherjee Road, Kolkata - 700025** as the Scrutinizer for scrutinizing the process of remote e-Voting and also e-Voting during the Meeting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-Voting in presence of atleast two witnesses not in employment of the Company and submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 48 hours after the conclusion of the Meeting. Thereafter, the Results of e-Voting shall be declared forthwith by the Chairman or by any other director/person duly authorised in this regard. The Results declared along with the Report of the

Scrutinizer shall be placed on the Company's website (www.ascuarchtimberprotectionltd.co.in) and on the e-Voting website of NSDL (www.evoting.nsdl.com) immediately after the results are declared and shall simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results declared along with the said Report shall also be made available for at least 3 days on the Notice Boards of the Company at its Registered /Corporate Office in Kolkata.

Subject to the receipt of requisite number of votes, the businesses mentioned in the Notice / the resolution(s) forming part of the Notice shall be deemed to be passed on the date of the AGM, i.e., **Friday, the 23rd September, 2022**. Members holding shares in physical mode or whose e-mail addresses are not registered, may cast their votes through e-Voting system, after registering their e-mail addresses by sending the following documents to the Company at **kolkata.ascu@ascu.co.in** or to the RTA at **nichetechpl@nichetechpl.com**:

- (i) Scanned copy of a signed request letter, mentioning the name, folio number / demat account details & number of shares held and complete postal address;
- (ii) Self-attested scanned copy of PAN Card; and
- (iii) Self-attested scanned copy of any document (such as AADHAAR card / latest Electricity Bill / latest Telephone Bill / Driving License / Passport / Voter ID Card / Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding.

Members, who hold shares in physical mode and already having valid e-mail addresses registered with the Company / the RTA, need not take any further action in this regard.

9. Procedure for raise Questions / seek Clarifications

- (a) As the AGM is being conducted through VC or OAVM, the Members are encouraged to express their views / send their queries well in advance for smooth conduct of the AGM but not later than 5:00 P.M. (IST) Saturday, September 19, 2022, mentioning their names, folio numbers / demat account numbers, e-mail addresses and mobile numbers at **kolkata.ascu@ascu.co.in** and only such questions / queries received by the Company till the said date and time shall be considered and responded during the AGM.
- (b) Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests from Tuesday, September 13, 2022 (9:00 A.M. IST) to Monday, September 19, 2022 (5:00 P.M. IST) at **kolkata.ascu@ascu.co.in** from their registered e-mail addresses mentioning their names, folio numbers / demat account numbers, PAN details and mobile numbers. Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Chairman of the Meeting / the Company reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.
- (c) Members seeking any information on the financial accounts, operations or any matter to be placed at the AGM, are requested to write to the Company till 5.00 P.M. (IST) on Monday, September 19, 2022 through e-mail at **kolkata.ascu@ascu.co.in** and the same will be suitably replied by the Company.

10. Procedure for inspection of documents

All documents referred to in the Notice shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members desirous of inspecting the same may send their requests at **kolkata.ascu@ascu.co.in** from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers.

During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection upon login at NSDL e-Voting system at <https://www.evoting.nsdl.com>

11. Book Closure Period

The Share Transfer Books and Register of Members of the Company will remain closed from **Saturday, September 17, 2022 to Friday, September 23, 2022 (both days inclusive)** for the purpose of the AGM.

12. Transfer of Unclaimed or Unpaid amounts to the Investor Education and Protection Fund (IEPF)

Pursuant to erstwhile Section 205 of the Companies Act, 1956, all unclaimed or unpaid dividends upto the financial year ended December 31, 1993 were transferred to the General Revenue Account of the Central Government. Consequent upon amendments in erstwhile Sections 205A and 205C of the Companies Act, 1956 and introduction of Sections 124 and 125 of the Act, Rules made thereunder (as amended), the amount of dividend for the subsequent years remaining unclaimed or unpaid for a period of seven years or more from the date they first become due for payment, including the amounts which were earlier transferred to General Revenue Account, have been transferred to the account of Investor Education and Protection Fund (IEPF) established by the Government of India..

Members are informed that once the unclaimed or unpaid dividend is transferred to the designated account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend.

Members are requested to quote their Folio numbers / DP Id and Client Id in all communication / correspondence with the Company or its RTA.

The eligible Members are entitled to claim such unclaimed or unpaid dividend and shares including benefits, if any, accruing on such shares from the IEPF Authority by making an online application in Web Form IEPF-5 and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents at the Registered Office of the Company for verification of their claims. Relevant details and the specified procedure to claim refund of dividend amount / shares along with an access link to the refund web page of IEPF Authority's website for claiming such dividend amount / shares has been provided on the Company's website, i.e., **kolkata.ascu@ascu.co.in** under the "Investor Relations" category.

The due dates for transfer of the unclaimed or unpaid dividend relating to subsequent years to IEPF are as follows:

Dividend for the Financial Year ended	Due dates for transfer to IEPF
March 31, 2016	05/10/2023
March 31, 2017	24/11/2024
March 31, 2018	23/11/2025

Regd. Office:
P-46A, Radha Bazar Lane, 4th Floor,
Kolkata-700001
Dated : August 12, 2022

By order of the Board of Directors
Sd/-
(P. K. Lohia)
Director
(DIN:00056706)

[EXPLANATORY STATEMENT PURSUANT TO SECTION 102\(1\) OF THE COMPANIES ACT, 2013.](#)

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 2 and 3 of the accompanying Notice:

Item No. 2

The Board in their Meeting held on July 28, 2022 has appointed M/s. Batliboi, Purhoit & Darbari (Firm Registration No.303086E) as the Statutory Auditor of the Company to fill the casual vacancy caused by the death of R. M. Jain proprietor of M/s. R.M. Jain & Associates, Chartered Accountants (Firm's Registration No. 304127E). After considering the profile and credibility and eligibility of M/s. Batliboi, Purhoit & Darbari, the Board recommended to the Shareholders for the appointment of M/s Batliboi, Purhoit & Darbari as Statutory Auditors of the Company for 5 years commencing from the ensuing Annual General Meeting.

Accordingly, the appointment of **M/s. Batliboi, Purhoit & Darbari (Firm Registration No.303086E)** as statutory auditors and fixing the remuneration payable to them for the financial year ending 31st March 2023 is being placed before the shareholders for approval.

None of the Directors or Key Managerial Personnel of the Company is deemed to be concerned or interested in this resolution.

The Board recommends the Ordinary Resolution set out at Item no. 2 for the approval of Members.

Item No : 5

At the meeting of the Board of Directors held on 12th August, 2022, Mr Rajiv Agarwal was reappointed, subject to the approval of the members in General Meeting and of Central Government, if necessary under section 197, 203 and other applicable provisions of the Companies Act, 2013, as Whole-time Director for a period of three (3) years w.e.f. 29th July, 2022. The Board felt that Mr. Agarwal, the Whole-time Director since 2003 has the thorough knowledge of the overall operations and affairs of the Company and his re-appointment to the said post would be beneficial to and in the best interest of the Company .

The material terms and conditions as set out in the Agreement to be entered into between the Company and Mr Agarwal a draft copy whereof, initialled by the Chairman for the purpose of identification and placed before this Meeting ,are as follows :-

a) REMUNERATION:

i) SALARY :

₹.130000/- (Rupees One lakh thirty thousand only) per month in the grade ₹.130000/- ₹.10000/- – ₹.150000/-- with an annual increment of ₹.10000/- (Rupees Ten thousand only) effective 1st April, of every year starting from year 2023 during the currency of this Agreement.

ii) OTHER ALLOWANCES/BENEFITS

- a) House Rent Allowance/: @ 60% (Sixty percent) of the salary, per month.
Accommodation.

OR

Free unfurnished accommodation provided by the Company, the cost of hiring of which will be subject to the ceiling of 60% of the Salary

OR

In case the accommodation is owned by the Company, 10% of the salary of Mr. Agarwal shall be deducted by the Company.

- b) Transport Allowance : ₹.Rs. 800/-
(Rupees Eight hundred only) per month.
- c) Medical Insurance : Premium not exceeding ₹.12000/-
Rupees Twelve thousand only) per annum.
- d) Personal Accident : Premium not exceeding ₹. 2500 /-
Insurance (Rupees Two thousand Five hundred only)per annum.
- e) Medical Reimbursement : Reimbursement of medical expenses actually incurred for self and family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.
- f) Leave Travel Concession for self and family once in a year incurred in accordance with any rules of the Company, subject to a maximum of one month's salary in a year.

b) PERQUISITES :

- I. Company's contribution to the Provident Fund, Superannuation Fund or Annuity Fund according to the rules of the Company to the extent these either singly or put together are not taxable under Income Tax Act.
- II. Gratuity as per Payment of Gratuity Act.
- III. Mr. Agarwal shall be entitled to twenty days privilege/earned leave during each twelve months of service with full remuneration. Such leave is to be taken at such time or times as may be agreed between him and the Board. Such leave shall be accumulated and is encashable at the end of the tenure, as per Rules of the Company.

Besides the remuneration and perquisites referred to hereinbefore Mr. Agarwal shall be entitled to the following :-

1) Free use of car with driver on Company's business.

2) Free telephone facility at residence.

Use of car with driver for personal purposes and personal long distance calls on telephone shall be chargeable to Mr. Agarwal.

In the event of loss or inadequacy of profits, Mr. Agarwal shall be paid the above remuneration and perquisites or any modification or changes thereof, if any, within the limits stipulated under Schedule V of the Companies Act, 2013 as minimum remuneration.

Explanation – "Family" means the spouse and the dependent children of Mr. Agarwal.

Other terms of appointment other than the remuneration will be according to the rules of the Company save as expressly provided by the Board.

Remaining provisions of the agreement set out the mutual rights and obligations of the parties thereto and other administrative details. The above may also be deemed to be an Abstract of the terms of appointment of Whole-time Director in accordance with the applicable provisions of the Companies Act, 2013.

The remuneration as set out above is in accordance with and within the limits as prescribed in Schedule V of the Companies Act, 2013.

Pursuant to provision of Article 102 of the Articles of Association of the Company, Mr Agarwal will not be liable to retire by rotation. With the exception of Mr Agarwal, no other director is interested or concerned in the Resolution set out in Item (5). A copy of the said Agreement to be entered into between the Company and Mr Agarwal a draft copy whereof, initialled by the Chairman for the purpose of identification will be available for inspection of the Members at the Registered Office of the Company on any working day during the usual business hours of the Company and will also be available at the meeting.

Brief Profile of Mr. Rajiv Agarwal

Mr. Rajiv Agarwal aged about 54 years residing at 75, Bondel Road, Flat No-4A, Sugam Hemant Apts., Ballygunge , Kolkata – 700019 is a CA (Inter) and an MBA graduate with sound financial and commercial knowledge and experience of more than 29 years in the related field.

Other Directorships of Mr. Rajiv Agarwal:

Kusum Industrial Gases Ltd., North Dinajpur Power Limited, Rajgarh Agro Products Limited, Techno Birbhum Green Power Generating Company Limited, Techno Ganga Nagar Green Power Generating Company Limited, Saffron Enclave Private Limited, Telojan Techno Agro Limited, Varanasi Commercial Ltd., Techno Data Center Limited, Indian Electrical and Electronics Manufacturers Association, Ascu Arch Timber Protection Limited, Trimurti Associates Pvt Ltd., Surya Heating Systems Pvt Ltd., Ascu Heat Pumps Pvt Ltd.

None of the Directors or Key Managerial Personnel of the Company other than Mr. Rajiv Agarwal is deemed to be concerned or interested in this resolution.

The Board recommends the Ordinary Resolution set out at Item no. 3 for the approval of Members.

THE FOLLOWING INSTRUCTIONS SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF 57TH ANNUAL GENERAL MEETING OF ASCU ARCH TIMBER PROTECTION LIMITED DATED AUGUST 13, 2022:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, June 03, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.ascuarchtimberprotectionltd.co.in .The Notice can also be accessed from the websites of the Stock Exchanges i.e. Calcutta Stock Exchange respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on 20th September, 2022 at 09:00 A.M. and ends on 22nd September, 2022 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. 16th September, 2022 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 16th September, 2022.

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

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





Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider 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 or joining virtual meeting & voting

	<p>during the meeting.</p> <ol style="list-style-type: none"> 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.jsp 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. 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistra

	<p>tion</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdsindia.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 provided links for the respective ESP i.e. NSDL 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 or joining virtual meeting & voting during the meeting.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user 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.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 and join General Meeting on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sushiltiwari_associates@rediffmail.com with a copy marked to evoting@nsdl.co.in.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 16th September, 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 16th September, 2022 may follow steps mentioned in the Notice of the AGM under Step 1:“Access to NSDL e-Voting system”(Above).
3. 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.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to to Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self

- attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to kolkata.ascu@ascu.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) kolkata.ascu@ascu.co.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at kolkata.ascu@ascu.co.in latest by 5:00 p.m. (IST) on Monday, 19th day of September, 2022.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at kolkata.ascu@ascu.co.in in latest by 5:00 p.m. (IST) on Monday, 19th day of September, 2022. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL and / or Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.