



"TRINITY PLAZA", 3RD FLOOR,
84/1A, TOPSIA ROAD (SOUTH)
KOLKATA - 700 046, INDIA
PHONE : (033) 4055 6800 / 2285 1079 & 81
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E-MAIL : asutosh@asutosh.co.in
CIN : L51109WB1981PLC034037

Date: 4th August, 2021

The Secretary
Department of Corporate Services
BSE Limited
P. J. Towers, 25th Floor, Dalal Street
Mumbai – 400001

SUB: NOTICE OF ANNUAL GENERAL MEETING

Dear Sir,

Enclosed please find herewith a copy of the Notice of the Annual General Meeting of the Company in terms of Regulation 30 of SEBI (LODR) Regulations, 2015.

The above is for your information and records.

Thanking you.

Yours Faithfully,

FOR ASUTOSH ENTERPRISES LIMITED

[V.N. AGARWAL]
DIRECTOR

ENCL: AS ABOVE



NOTICE is hereby given that the Company will be held on Monday, 22nd April 2021 at the Registered Office of the Company, Kolkata-700046 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the financial year ended 31st March 2021 and the Auditors report thereon.
2. To appoint a Director in place of Mr. S.K. Roychowdhury on rotation at this Meeting and to fix his remuneration.

SPECIAL BUSINESS

3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

AGENDA

"E" Pursuant to the provisions of any of the Companies Act, 2013 (including Mr. S.K. Roychowdhury) of independence under Section 174(3) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Mr. S.K. Roychowdhury is appointed as an Independent Director for a period of five years commencing from April, 2021 and his office shall be at the Registered Office of the Company.

REGISTERED OFFICE:
TRINITY FLOORS,
84/1A, T. N. Sengupta Road,
KOLKATA - 700046
CIN: L51102NP220100007
DATE: 2ND APRIL, 2021

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective must be received at the registered office of the Company not less than 48 hours before the commencement of the meeting. Members are requested to note that a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
2. The AGM will be held by strictly adhering to the Social Distancing Norms and other Safety Protocols/SOPs (including use of face masks and hand sanitizers) issued by the Ministry of Health & Family Welfare, Government of India in view of the prevailing Covid Pandemic. Entry to the Venue shall be on a '*first come first serve basis*' in view of the maximum permissible limit, as applicable at that time, for a gathering at a place.
3. The Register of Members and Share Transfer Books will remain closed from 24th August, 2021 (Tuesday) to 30th August, 2021 (Monday) (both days Inclusive).
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business is annexed hereto.
5. In terms of MCA Circular and SEBI Circular and amendments made thereon dispensing with the requirements of sending physical copies of Annual Reports to the Shareholders in view of the Covid Pandemic, the Notice of AGM is being sent by mail only to those Shareholders who have registered their e-mail addresses with the Company/Depositories. Members who have not registered their mail addresses are therefore requested to register/update the same with the Company's Registrar and Share Transfer Agent/Depositories. The Notice of the Meeting will be available on the Company's website www.asutosh.co.in and the websites of the Stock Exchange and National Securities Depository Limited (NSDL).
6. In compliance with 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(1) of SEBI (LODR) Regulations, 2015, the Company is providing Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by NSDL.
7. The facility for voting through Ballot Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
8. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
9. The remote e-voting period shall commence on 27th August 2021 (9:00 am) and end on 29th August, 2021 (5:00 pm). During this period the Members of the Company as on the cut-off date of 23rd August, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the

vote on a resolution is cast by the member, the member can change it subsequently.

10. The procedure to login to e-voting system is given hereunder:-

Step 1 : Log-in to NSDL e-voting system

- a) Visit the e-Voting website at <https://www.evoting.nsdl.com>
- b) Once the home page of e-Voting is displayed, click on the link which is available under 'Shareholder/Member Login'.
- c) A new screen will open. You will be asked to enter your User ID and a Verification Code as registered for NSDL e-voting. You can access the e-voting system at <https://eservices.nsdl.com/> or visit the NSDL e-services after using your User ID. You can proceed to Step 2 i.e. Cast your vote.
- d) Your User ID details are given below:
 - i) For Members who hold share in demat form, the User ID is 8 Character DP ID followed by 8 Character Beneficiary ID. For example, IN300*** and Client ID is 12***
 - ii) For Members who hold share in physical form, the User ID is 16 Digit Beneficiary ID followed by 8 Character Client ID. For example, 12***** and Client ID is 12***
 - iii) For Members holding share in physical form, the User ID is Folio Number registered with NSDL followed by 8 Character Client ID. For example, 001*** and EVEN is 101456 then the User ID is 001***101456
- e) Your password details are given below:
 - i) If you are already registered, you can use your existing password to login and cast your vote.
 - ii) If you are using NSDL e-Voting for the first time, you will need to retrieve the 'initial password' from the NSDL e-Voting system. Once you retrieve your 'initial password', the system will force you to change it.
 - iii) How to retrieve your 'initial password':
 - (i) If your email ID is registered with the Company, your 'initial password' will be communicated to you on your email ID. Trace the email sent to your email ID and open the attached .pdf file. The .pdf file is your 8 Character Client ID for CDSL account and 8 Character Beneficiary ID for NSDL account. The .pdf file contains the 'initial password'.
 - (ii) If your email ID is not registered with the Company, your 'initial password' will be communicated to you on your mobile number.

- f) If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- i) 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.
- ii) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- iii) 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.
- iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting System with NSDL.
- g) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- h) Now, you will have to click on “Login” button.
- i) 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

- a) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b) After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- c) Select “EVEN” of the Company.
- d) Now you are ready for e-Voting as the Voting page opens.
- e) 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.
- f) Upon confirmation, the message “Vote cast successfully” will be displayed.
- g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- i) 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 guptarinku123@gmail.com with a copy marked to evoting@nsdl.co.in.
- j) 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.

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.: 1800-222-990 or send a request at evoting@nsdl.co.in.

11. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd August, 2021.
12. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd August, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to Issuer at asutosh@asutosh.co.in.
13. A person, whose name is recorded in the Register of Members as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
14. Ms. Rinku Gupta, Company Secretary in Practice (Membership No. FCS-9248) has been appointed as the Scrutinizer for providing facility to the Members of the Company and to scrutinize the voting and remote e-voting process in a fair and transparent manner.
15. The Chairman of Meeting shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
16. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the Company’s website and on the website of NSDL immediately after its declaration and shall also be communicated to the Stock Exchange.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3:

The Board of Directors of the Company at their Meeting held on 24th June 2021, considered the proposal for the appointment of Mr. S.K. Roychowdhury (DIN: 09116850) as an Additional Director in terms of Section 161(1) of The Companies Act, 2013 ('the Act') and the recommendation of Nomination and Remuneration Committee. The appointment, Mr. S.K. Roychowdhury is liable to hold office till the next Annual General Meeting. Declaration has been received from Mr. S.K. Roychowdhury that he is an Independent Director as prescribed under Section 149(6) of the Act and thereunder and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015. He has received a Notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

Accordingly, the Board is of the opinion that Mr. S.K. Roychowdhury meets the criteria specified in the Act and the Listing Regulations for appointment as an Independent Director. The Directors are of the opinion that considering the knowledge and experience of Mr. S.K. Roychowdhury, his appointment as an Independent Director will be in the best interest of the Company. Hence, the Board recommends that the Ordinary Resolution No. 3 of the Notice be approved by the Shareholders.

Except Mr. S.K. Roychowdhury, no other Director or Key Managerial Personnel are concerned or interested in the said resolution.

REGISTERED OFFICE:
TRINITY PLAZA, 3RD FLOOR,
84/1A, TOPSIA ROAD (SOUTH),
KOLKATA-700046
CIN: L51109WB1981PLC034037
DATE: 29TH JUNE, 2021

FOR ASUTOSH IN RPR SE MIT

N. AGARWAL
DIR

**DISCLOSURE OF DETAILS OF DIRECTORS SEKI
AGM PURSUANT TO REGULATION 36(3) OF SEBI (LOE) 'G' I**

Name of the Director	MRS. RITU AG
Date of Birth	31 st March, 1975
Date of 1st Appointment	26 th May, 1995
Qualifications	Bachelor of Business Data Processing
No. of shares held	---
Relationship with other Directors	Mrs. Ritu Agarwal is daughter-in-law of Mr. V.N. Agarwal
Nature of Expertise	Having considerable experience in Business Management and Multinational Market
Other Directorships in Indian Companies	1. WPIL Limited 2. Bengal Steel Industries Ltd. 3. Spaans Babcock India Limited 4. Morgan Finvest Pvt. Ltd. 5. Live-Life Buildcon Pvt. Ltd.
Other Committee Memberships/ Chairmanships	<u>In WPIL Limited</u> Nomination and Remuneration Committee - Member