



Astal Laboratories Limited
(Formerly known as Macro International Limited)

In view of prevailing MCA Circulars on Postal Ballot process, the voting on the resolution covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer to detailed instructions for e-voting explained in the Notice.

POSTAL BALLOT NOTICE

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 20 & 22 of Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India]

To
The Members/Shareholders,
Astal Laboratories Limited
(Formerly Known as Macro International Limited)

Notice is hereby given that pursuant to the provisions of Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014 ("the Rules"), applicable provisions of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 ["SEBI (D&P) Regulations"], applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India, read with General Circular No. 09/2024 dated September 19, 2024, No. 17/2020 dated April 13, 2020 and No. 14/2020 dated April 08, 2020 and any other relevant circulars issued in this respect by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), and subject to any other applicable laws, rules and regulations {including any statutory modification(s) and re-enactments(s) for the time being in force}, to transact the following Special Businesses by the Members of Astal Laboratories Limited ("the Company") by passing the Special Resolutions appended below, by Postal Ballot through voting by electronic means only ("remote e-voting"). An Explanatory Statement under Section 102(1) of the Act, setting out the material facts along with the reasons/rationale thereof is annexed to the Postal Ballot Notice ("Notice").

In compliance with MCA Circulars, this postal ballot notice ("**Postal Ballot Notice/Notice**") is being sent only through electronic mode to those members whose e-mail addresses are registered with the Registrar and Share Transfer agent of the Company ("**RTA**") M/s Beetal Financial Computer Services Pvt. Ltd. / Depository Participant, as on **Friday, 15th November 2024 ("Cut-off date")**. If a member's e-mail address is not registered with the RTA/ Depository Participant, then please follow the process provided in the notes to register the e-mail addresses. **A physical copy of this Notice along with Postal Ballot forms and pre-paid business reply envelope are not being sent to the Members of the Company.**

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Act, read with the Rules, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), for facilitating remote e-voting. The instructions for e-voting are appended to this Notice.

In accordance with Rule 22 (5) of the Rules, the Board of Directors of the Company at its meeting held on November 12, 2024, has appointed M/s. Mahendra Prakash Khandelwal & Co., Practicing Company Secretaries, Jaipur (Membership No: FCS 6266, COP No: 4459), to act as the Scrutinizer ("the Scrutinizer") for conducting the Postal Ballot through the remote e-Voting process, in a fair and

Regd. Office: 24/147, Ground Floor, Plaza Kalpana, Birhana Road, Kanpur -208001, India
Corporate Office: 8-2-351/w/3/4, Road Number 3, Banjara Hills, Hyderabad, Telangana, 500034
Mob. No: 6302730973, CIN: L74120UP1993PLC015605, SCRIP CODE: 512600, SECURITY ID: ASTALLTD, BSE India
Email: meil100@rediffmail.com: Website: <https://astallabs.com>

transparent manner. The Scrutinizer will submit its Report to the Chairman of the Company, or any person authorised by him after completion of scrutiny of votes cast through remote e-voting. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. The declared voting results, along with the Scrutinizer's report, will be available forthwith on the Company's website <https://astallabs.com> and will also be forwarded to BSE Limited where the Company's shares are listed. CDSL which has been engaged by the Company for facilitating e-voting will also display the result on its website www.evotingindia.com.

The Resolution passed by the members through Postal Ballot shall be deemed to have been passed as if it has been passed at a General Meeting of the members.

SPECIAL BUSINESS:

Item No. 1:

Appointment of Dr. Julius Paul Reinhard Paschke (DIN: 10819043) as an Independent Director (Non-Executive) of the Company.

To consider, and, if thought fit, approve the appointment of Dr. Julius Paul Reinhard Paschke (DIN: 10819043) as an Independent Director (Non-Executive) of the Company to hold office for a first term of consecutive three years up to December 20, 2027 and to pass, with or without modification(s), the following resolution as “**Special Resolution**”:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Dr. Julius Paul Reinhard Paschke (DIN: 10819043), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director and based on the recommendations of the Board of Directors of the Company and Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of consecutive three years w.e.f. 21st December 2024.”

RESOLVED FURTHER THAT the Board and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

Item No. 2:

Shifting of the registered office of the Company outside the local limits of city, town or village where it is presently situated within the same state and under the jurisdiction of the same Registrar of Companies.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 12(5) of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013, if any, the consent of the members of the company be and is hereby accorded to shift the registered office of the company from “**Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur Up 208001**” to “**Office No. B7, A-40, Sector 4, Noida, Gautam Buddha Nagar, Uttar Pradesh 201301**”, a place falling outside the local limits of city, town or village where it is presently situated within the same state and under the jurisdiction of the same Registrar of Companies w.e.f. 21/12/2024.

RESOLVED FURTHER THAT any of the Director and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

**By Order of the Board
For Astal Laboratories Limited**

**Date: 12/11/2024
Place: Hyderabad**

**Sd/-
Mahendra Kumar
(Company Secretary & Compliance officer)
Membership No.: A71224
Regd. Office: 'Plaza Kalpana',
Ground Floor, 24/147,
Birhana Road, Kanpur Up 208001 In**

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Secretarial Standard – 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India setting out material facts relating to the proposed resolution is annexed hereto and forms part of this Notice.
2. Brief profile and other requisite details about the appointment/re-appointment of Director pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India is set out in the Explanatory Statement which forms part of this Notice.

Electronic Copy of Notice:

3. The Notice will also be placed on the website of the Company at <https://astallabs.com> and on the e-voting website of CDSL at www.evotingindia.com. The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited of India Limited at www.bseindia.com
4. The Company is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members/List of Beneficial Owners maintained by Registrar and Share Transfer agent of the Company ("RTA") M/s Beetal Financial Computer Services Pvt. Ltd., as on **Friday, 15th November 2024 ("Cut-off date")**. Those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in this Notice under Note No. 16.
5. After dispatch of Notice of Postal Ballot through e-mail, advertisement shall be published in one English Daily Newspaper having nation wide circulation and one in Hindi Newspaper having wide circulation in the district where the Registered Office of the Company is situated and will also be uploaded under the "Investor Relations" section of the Company's website at <https://astallabs.com>

Scrutinizer:

6. The Board of Directors of the Company at its meeting held on November 12, 2024, has appointed M/s. Mahendra Prakash Khandelwal & Co., Practicing Company Secretaries, Jaipur (Membership No: FCS 6266, COP No: 4459), to act as the Scrutinizer ("the Scrutinizer") for conducting the Postal Ballot through the remote e-Voting process, in a fair and transparent manner.
7. The Scrutinizer will submit its Report to the Chairman of the Company, or any person authorised by him after completion of scrutiny of votes cast through remote e-voting. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. The declared voting results, along with the Scrutinizer's report, will be available forthwith on the Company's website <https://astallabs.com> and will also be forwarded to BSE Limited where the Company's shares are listed. CDSL which has been engaged by the Company for facilitating e-voting will also display the result on its website www.evotingindia.com

Remote e-voting:

8. In compliance with the provisions of Section 108 and 110 of the Act, read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations and SS-2, the Company is providing e-voting facility to its Members, to enable them to cast their votes 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. **A person who is not a Member of the Company as on the Cut-Off Date should treat this Notice for information purpose only.** The detailed procedure with respect to e-voting is mentioned in Note no. 15 of this Notice.
9. The e-voting shall commence on **November 22, 2024 at 9:00 a.m. (IST) and shall end on December 21, 2024 at 5:00 p.m. (IST)**. The e-voting facility will be disabled by CDSL immediately thereafter and the Members will not be allowed to cast their vote beyond the said date and time. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

Inspection of Documents:

10. All the documents relating to proposed resolutions will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email to meil100@rediffmail.com

Reach to CDSL for queries/grievances:

11. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
12. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Resolution passed through e-voting:

13. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for e-voting and as if it has been passed at a General Meeting of the Members conveyed in that behalf.

General Information for Members:

14. The formats for Nomination and Updation of KYC details in accordance with the SEBI Circular are available on the website of the RTA at the link <https://www.beetalmail.com/kyc> and under “Investor Relations” section of the Company’s website at <https://astallabs.com>

15. Procedure for E-Voting:

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed

that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for remote e-voting for Individual shareholders holding securities in demat mode with NSDL/CDSL is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration |

| | |
|---|--|
| | <p>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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.</p> |
| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is 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 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |

| | |
|--------------------------|--|
| Participants (DP) | |
|--------------------------|--|

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

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

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with 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 and 22-23058542-43. |
| 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 |

(iii) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

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

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

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

- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; meil100@rediffmail.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

16. Those Members whose email IDs are not registered can get their Email ID registered as follows:

- Members holding shares in de-mat form can get their E-mail ID registered by contacting their respective Depository Participant.
- Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent Beetal Financial & Computer Services Pvt Ltd. on their email id beetal@beetalfinancial.com or by sending the duly filled in E- communication registration form enclosed with this Notice to our RTA on their email id beetal@beetalfinancial.com.

**By Order of the Board
For Astal Laboratories Limited**

**Date: 12/11/2024
Place: Hyderabad**

**Sd/-
Mahendra Kumar
(Company Secretary & Compliance officer)
Membership No.: A71224
Regd. Office: 'Plaza Kalpana',
Ground Floor, 24/147,
Birhana Road, Kanpur Up 208001 In**

ANNEXURE TO THE NOTICE

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

Item No. 1: Appointment of Dr. Julius Paul Reinhard Paschke (DIN: 10819043) as an Independent Director (Non-Executive) of the Company.

In accordance with applicable provisions of the Companies Act, 2013 (‘the Act’) and on the recommendation of the Nomination and Remuneration Committee in its meeting held on November 05th, 2024, the Board of Directors of the Company at its meeting held on 12th November 2024, recommended the appointment of Dr. Julius Paul Reinhard Paschke (DIN: 10819043) as Independent Director (Non- Executive), for a term of Three (3) years i.e. from December 21, 2024 to December 20, 2027, subject to the requisite approval of Members and such other approvals as may be necessary provisions of the Act and the Articles of Association of the Company.

The terms of appointment of Dr. Julius Paul Reinhard Paschke (DIN: 10819043), are in accordance with the Nomination and remuneration policy of the Company. Other details pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 12.5 of the Secretarial Standard-2 are given in the Annexure I. The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013, with reference to this Special Resolution is annexed hereto as Annexure II.

The Company has also received a Notice in writing from a member under Section 160 of the Act, proposing the candidature of Dr. Julius Paul Reinhard Paschke for the office of Independent Director (Non- Executive) of the Company. Dr. Julius Paul Reinhard Paschke is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the requisite consent to act as Independent Director (Non- Executive) of the Company from Dr. Julius Paul Reinhard Paschke along with the confirmation that he is not debarred from holding the office of Independent Director (Non- Executive) by virtue of any SEBI Orders or any such Authority pursuant to circular dated June 20, 2018, issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed Companies.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the in the said proposed Resolution.

Accordingly, Special Resolution as set out in Item No. 1 of the accompanying Notice is placed for the approval of the members of the Company. The Board of Directors recommends this resolution as a **SPECIAL RESOLUTION** for approval of the members through Postal Ballot.

Item No. 2: Shifting of the registered office of the Company outside the local limits of city, town or village where it is presently situated within the same state and under the jurisdiction of the same Registrar of Companies.

Presently, the Company's Registered Office is located at 'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur Up 208001 In. The Board of Directors of your Company at their meeting held on 12th November 2024 has decided to shift the Registered Office of the Company from **the 'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur Up 208001 In.'** to **"Office No. B7, A-40, Sector 4, Noida, Gautam Buddha Nagar, Uttar Pradesh 201301"**, to carry on the business of the Company more economically and efficiently and with better operational convenience. Shifting of Registered Office to Noida shall facilitate better coordination and interaction with shareholders and leading to improve investors' relationship.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits but within the same State requires approval of the Members by way of Special Resolution.

The Company is seeking the approval of the members through Postal Ballot through voting by electronic means only ("remote e-voting") for shifting of registered office outside the local limits of any city, town or village, where it is presently situated within the same state and under the jurisdiction of the same Registrar of Companies.

Therefore the Board recommends the Resolution as set out in Item No. 2 for approval of the Members as Special Resolution.

None of the Directors, Key Managerial Personnels or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 2 of the Notice.

ANNEXURE II

RELEVANT DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE- APPOINTMENT AS REQUIRED UNDER REGULATION 36 (3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS – 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ARE PROVIDED HERE UNDER:

| | |
|---|--|
| Name of the Director | Dr. Julius Paul Reinhard Paschke (DIN: 10819043) |
| Designation | Independent Non-Executive Director |
| Age | 67 |
| Qualification and Experience (including expertise in specific functional area) / Brief Resume | Dr. Julius Paul Reinhard Paschke is a renowned scientist located in Germany. He retired as Professor in Natural Sciences, University of Halle, Bio Zentrum, Weinberg, Germany and was heading BioSolutions Halle GmbH (BSH) for many years. Dr. Paschke has many international Publications to his credit and has vast industry experience. He is a rare combination of chemist and pharmacist and one of the most renowned professors in the field. |
| Shareholding in the Company at the time of Appointment. | Nil |
| Disclosure of relationships between Directors inter-se; | Dr. Julius Paul Reinhard Paschke is not related to any of the Directors/Key Managerial Personnel of the Company. |
| Number of Board meetings attended | NA |
| Directorship of other Companies | NIL |
| Membership/ Chairmanship of Committees of other Boards as on date of Appointment | NIL |

**By Order of the Board
For Astal Laboratories Limited**

**Date: 12/11/2024
Place: Hyderabad**

**Sd/-
Mahendra Kumar
(Company Secretary & Compliance officer)
Membership No.: A71224
Regd. Office: 'Plaza Kalpana',
Ground Floor, 24/147,
Birhana Road, Kanpur Up 208001 In**