Reg Office : 407, Satyamev Eminence, B/S. Saptak Bungalows, Science City Road, Sola, Ahmadabad City Gujarat Ahmedabad India 380060

Phone No : +91 : 079-40081221

Email id : cs@astronpaper.com
Website : www.astronpaper.com
CIN: L21090GJ2010PLC063428

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PAPER & BOARD MILL LTD.
Excelling with Innovation

NOTICE

NOTICE is hereby given that the 01/2025–26 Extraordinary General Meeting (EGM) of ASTRON PAPER & BOARD MILL LIMITED will be held at 2:00 P.M. on Thursday, 19th March, 2026, through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder. The deemed venue of the meeting shall be 407, Satyamev Eminence, B/s. Saptak Bungalows, Science City Road, Sola, Ahmedabad – 380060, Gujarat, India, to transact the following Special Business:

Special Business:

1) **Appointment of Statutory Auditors to fill casual vacancy**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, M/s. H K Shah & Co., Chartered Accountants (FRN: 109583W), Ahmedabad, be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. SNDK & Associates LLP, Chartered Accountants, to hold office with effect from 23rd December, 2025 until the conclusion of the 16th Annual General Meeting of the Company, on such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses as may be approved by the Board of Directors.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this Resolution, including filing of necessary forms with the Registrar of Companies and intimations to the Stock Exchanges."

2) **Regularization of Ms. Jankiben Patel as an Independent Director**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16(1)(b), 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Jankiben Patel (DIN: 09183490), who was appointed as an Additional Director (Independent Category) of the Company with effect from 23rd December, 2025, and who has submitted a declaration confirming that she meets the criteria of independence as provided under the Companies Act, 2013 and SEBI LODR, be

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and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 23rd December, 2025 up to 22nd December, 2030.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this Resolution, including filing of necessary forms with the Registrar of Companies and intimations to the Stock Exchanges."

Date :- 13/02/2026
Place:-Ahmedabad

By Order of the Board of Directors
For ASTRON PAPER & BOARD MILL LIMITED

Kiritbhai Ghanshyambhai Patel
Managing Director
DIN :03353684

NOTES:

1. The Ministry of Corporate Affairs (the "MCA") vide its General Circular No.14/2020 dated 08/04/2020, Circular No.17/2020 dated 13/04/2020, Circular No.22/2020 dated 15/06/2020, Circular No.33/2020 dated 28/09/2020, Circular No.39/2020 dated 31/12/2020 and Circular No.10/2021 dated 23/06/2021, Circular No. 20/2021 dated 08/12/2021, Circular No. 03/2022 dated 05/05/2022, Circular No. 11/2022 dated 28/12/2022 and Circular No. 09/2023 dated 25/09/2023 in relation to "Clarification on passing of Ordinary and Special Resolution by the Companies under Companies Act, 2013 read with rules made thereunder, through Video Conferencing (VC) or Other Audio Visual Means (OAVM)" (hereinafter, collectively referred as the "MCA Circulars") and in compliance with the provisions of the Companies Act, 2013 (the "Act") this EGM is being convened to be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), thereby, dispensing with the requirement of physical attendance of the members at a common venue and accordingly, the Extra-Ordinary General Meeting (the "EGM") of the Company will be held through VC or OAVM in compliance with the aforesaid circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the "Act") and Rules made there under. The registered office of the Company shall be deemed to be the venue for the EGM.
2. As the EGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. The Members can join the EGM 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 through VC/OAVM will be made available to at least 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,

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Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

4. Members attending the EGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. A member is entitled to attend the Meeting through video conferencing and vote at the meeting.
5. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to the requisite Item of the Notice is annexed hereto and forms part of this Notice.
6. In Compliance with aforesaid Circulars issued by MCA, the Notice for EGM of the Company, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or Depository Participants or the Registrar and Share Transfer Agent (the "RTA"). In case any Member is desirous of obtaining hard copy of the notice of the EGM of the Company, may send request to the Company's e-mail address at cs@astronpaper.com mentioning Folio No. /DP ID and Client ID.
7. Members who have questions or seeking clarifications on the items as contained in this Notice are requested to send email to the Company on cs@astronpaper.com on or before 05:00 PM on Thursday, 12th March, 2026. This would enable the Company to compile the information and provide the replies at the meeting. The Company will be able to answer only those questions at the meeting which are received in advance as per the above process. The Company will allot time for members to express their views or give comments during the meeting.
8. The Members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID / Folio number and mobile number, on e-mail ID, cs@astronpaper.com on or before 05:00 PM on Thursday, 12th March, 2026. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.
9. Pursuant to Section 113 of the Act, institutional / corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the EGM, before e-voting / attending EGM, to cs@astronpaper.com.
10. 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, May 05, 2020 and December 28, 2022 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with MUFGIntime India Private Limited 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 will be provided by MUFGIntime India Private Limited.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at https://www.astronpaper.com/annual-reports/. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of MUFGIntime India Private Limited (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com

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12. Updation of PAN and other details

    SEBI vide its Circular dated March 16, 2023 mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities through Form ISR-1. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

    In terms of above Circular, Folios of Physical shareholders wherein any one of the above said details such as PAN, email address, mobile number, bank account details and nomination are not available, are required to be frozen with effect from October 1, 2023 and such physical shareholders will not be eligible to lodge grievance or avail service request from the RTA of the Company and will not be eligible for receipt of dividend in physical mode.

    Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. As per the above SEBI Circular, the frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, after December 31, 2025.

    Accordingly, individual letters have been sent to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details.

13. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company had stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

    Further, Members may please note that SEBI has, vide its Circular dated January 25, 2022 mandated Listed Companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4.

14. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrar to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. This request should be submitted in Form ISR-1. Members holding shares in physical form are requested to submit the filled-in form to the Company or to the Registrar in physical mode as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DPs only and not to the Company.

15. Nomination facility:

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As per the provisions of Section 72 of the Act and the aforementioned SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no.

16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard-2 on General Meetings issued by ICSI and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, read with MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted as mentioned in the Notice of the EGM. For this purpose, the Company has appointed MUFGIntime India Private Limited for facilitating voting through electronic means. The facility for casting votes by a Member using remote e-Voting system as well as e-Voting during the EGM will be provided by MUFGIntime India Private Limited. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if they have been passed at the EGM.

The remote e-voting period begins on Monday, 16th March, 2026 (9:00 am) and ends on Wednesday, 18th March, 2026 (5:00 pm) The remote e-voting module shall be disabled by MUFGIntime India Private Limited 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. Thursday, 12th March, 2026 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 Thursday, 12th March, 2026.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Monday, 16th March, 2026 (9:00 am) and ends on Wednesday, 18th March, 2026 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Thursday, 12th March, 2026may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) 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

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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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System My easi 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, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My easi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

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Individual Shareholders holding securities in demat mode with **NSDL Depository**	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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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 or joining virtual meeting & voting during the meeting.

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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 toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) 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.

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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 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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. • 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.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

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(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **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.

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- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; pinakincs@yahoo.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.

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7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the EGM 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 available during the EGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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

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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 toll free no. 1800 21 09911.

ANNEXURE – I

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Notice:

Item No. 1: Appointment of Statutory Auditors

M/s. SNDK & Associates LLP, Chartered Accountants, resigned as the Statutory Auditors of the Company with effect from 14th November, 2025, resulting in a casual vacancy in the office of Statutory Auditors under Section 139(8) of the Companies Act, 2013.

The Company has received the resignation letter from M/s. SNDK & Associates LLP, wherein they have stated that their resignation is due to (insert reason as per resignation letter—e.g., pre-occupation, internal resource constraints, etc.). The outgoing auditors have also confirmed that there are no other material reasons for their resignation.

In accordance with the requirements of the SEBI Circular dated 18 October 2019, the Audit Committee at its meeting held on 23rd December, 2025, reviewed the resignation, the reasons provided, and the confirmation received from the outgoing auditors. The Audit Committee noted that there were no concerns or issues raised by the outgoing auditors that needed to be brought to the attention of the Members. The Audit Committee thereafter recommended the appointment of M/s. H K Shah & Co., Chartered Accountants (FRN: 109583W), Ahmedabad, to fill the casual vacancy.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 23rd December, 2025, approved the appointment of M/s. H K Shah & Co., Chartered Accountants, as the Statutory Auditors of the Company to fill the casual vacancy, subject to approval of the Members.

M/s. H K Shah & Co. have:

- provided their written consent to act as Statutory Auditors;
- confirmed their eligibility under Section 141 of the Companies Act, 2013; and
- confirmed that they hold a valid Peer Review Certificate issued by the ICAI;

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If appointed, they shall hold office from 23rd December, 2025 until the conclusion of the 16th Annual General Meeting of the Company.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested in this Resolution.

The Board recommends the Resolution set out at Item No. 1 for approval of the Members as an Ordinary Resolution.

Item No. 2: Regularization of Ms. Jankiben Patel (DIN: 09183490) as an Independent Director

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), at its meeting held on 23rd December, 2025, appointed Ms. Jankiben Patel (DIN: 09183490) as an Additional Director (Independent Category) with effect from the same date, pursuant to Section 161 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

In terms of Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI LODR, Ms. Patel has submitted a declaration confirming that she meets the criteria of independence and is not disqualified from being appointed as a Director. She has also confirmed that she is registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs (IICA), as applicable.

The NRC, after evaluating her profile, skills, experience and independence, recommended her appointment as an Independent Director for a term of five consecutive years commencing from 23rd December, 2025 to 22nd December, 2030, not liable to retire by rotation.

Brief Profile of Ms. Jankiben Patel

Ms. Jankiben Patel is a dynamic professional with global experience in sales, marketing, corporate advisory, and debt management. She has worked with leading organisations in New Zealand and has served as a Director at Aasthaa Debts Management Pvt. Ltd., Ahmedabad. She is skilled in negotiations, client servicing, business development, operational strategy, and multicultural communication. She is currently pursuing LL.B. from Gokul Global University.

Skills, Expertise and Competence

Her core competencies include:

- Corporate advisory
- Debt & financial management
- International sales & marketing
- Client relationship management

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- Negotiation & dispute handling
- Business development & strategy
- Operations & process management

The Board is of the opinion that her diverse experience and strategic capabilities will meaningfully contribute to the Company's governance and business oversight.

Other Disclosures (as required under SS-2 and SEBI LODR):

- Age: 30 years
- DIN: 09183490
- Date of first appointment: 23rd December, 2025
- Shareholding in the Company: Nil
- Relationship with Directors/KMP: None
- Directorships in other companies:- Aasthaa Debts Management Pvt. Ltd. (till 2025) Committee positions: Nil
- Remuneration: Only sitting fees and reimbursement of expenses, as applicable to Independent Directors

A copy of the draft letter of appointment of Ms. Patel as an Independent Director is available for inspection by Members.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in this Resolution, except Ms. Jankiben Patel to the extent of her appointment.

The Board recommends the Special Resolution set out at Item No. 1 for approval of the Members.

Date :- 13/02/2026
Place:-Ahmedabad

By Order of the Board of Directors
For ASTRON PAPER & BOARD MILL LIMITED

Kiritbhai Ghanshyambhai Patel
Managing Director
DIN :03353684