

AARTECH SOLONICS LIMITED
CIN: L31200MP1982PLC002030
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POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the Members of Aartech Solonics Limited ("**Company**" or "**AARTECH**"), pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through e-voting vide MCA General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 08, 2021 and Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "**MCA Circulars**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification or re-enactment thereof for the time being in force and pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**"), that the resolution appended below to be passed by the members of the Company through postal ballot by remote e-voting process ("**E-voting**").

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, pertaining to the resolutions proposed in this Notice setting out all material facts and reasons thereof as annexed herewith for your consideration and approval.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at its meeting held on 11th May, 2023 has appointed Mr. Avadhesh Parashar, Partner of M/s. APVN & Associates, Practicing Company Secretaries, (Membership No. F-11543, and Certificate of Practice No. 9067) to act as Scrutinizer for conducting the Postal Ballot process through remote e-voting in a fair and transparent manner. The Company has engaged the services of Bigshare Services Pvt. Ltd. ("Bigshare") for providing remote e-voting facilities to the Members.

In view of the current pandemic situation faced due to COVID-19 and in compliance of Circulars issued by the Ministry of Corporate Affairs for clarification on passing of Special and Ordinary Resolutions by the Company, Notice of Postal Ballot is being sent through email only to the members who have registered their email id with the Company/Depository Participants and whose name appears in the register of members of the Company or register of beneficial owners as maintained by the depository as on **Friday, 12th day of May, 2023 ('Cut-off date')**. **The e-voting will commence from 9:00 am on Sunday, 21st day of May, 2023 and ends at 5:00 pm on Monday, 19th day of June, 2023.** Further, the MCA Circular has inter alia, extended the relaxation to the Company for the requirement of sending hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for Postal Ballot. Therefore, the Company is not required to send a physical copy of the Postal ballot form to the Members for voting. Members are required to communicate their assent or dissent through the remote e-voting system only.

The members are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company not later than 05.00 p.m. on **Monday, 19th day of June, 2023** failing which it will be strictly considered that no reply has been received from the Member. Members desiring to exercise their votes are requested to carefully read the instructions in the Notes under the section "**Instructions for voting through e-voting.**"

The Scrutinizer will submit its report to the Chairman of the Company, or any person as authorized by him, upon completion of scrutiny of the votes casted through e-voting in fair and transparent manner. The results shall be declared on or before **Wednesday, 21st day of June, 2023** and communicated to the BSE Limited. The results will also be uploaded on the Company's website www.aartechsolonics.com and as well as on the website of Bigshare at <https://ivote.bigshareonline.com>.

The resolution, if approved by the requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e., **Monday, 19th day of June, 2023**

SPECIAL BUSINESS:

1. To approve continuation of directorship of Mr. Anil Anant Raje (DIN: 01658167), as Non-Executive Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable provisions of the Companies Act, 2013, as amended, and relevant rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force the consent of the members be and is hereby accorded, for continuation of Mr. Anil Anant Raje (DIN: 01658167), who has already attained the age of 75 years, to continue as Non-Executive Director on the Board of the Company who is liable to retire by rotation, on the existing terms and conditions.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and things as may be considered necessary and expedient to give effect to the aforesaid resolution."

2. To approve Appointment of Ms. Supriya Sunil Chitre (DIN: 09237218), as Non – Executive, Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable provisions, if any of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations, 2015'), and on recommendations made by the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Supriya Sunil Chitre (DIN: 09237218), who was appointed as an Additional Director (Non-executive, Independent) of the Company on the meeting of the Board of Directors held on 23rd March, 2023 and has submitted a declaration confirming

that she meets the criteria of independence as specified in the Act and SEBI (LODR), 2015, be and is hereby appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation and to hold office for a first term of five consecutive years, effective from 23rd March, 2023 upto 22nd March, 2028 (both Inclusive) on the Board of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and things as may be considered necessary and expedient to give effect to the aforesaid resolution."

3. To re-appoint Mr. Pradeep Vasant Narkhede as the Chief Financial Officer (CFO) of the Company for a period of 5 (Five) years.

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

"RESOLVED THAT pursuant to the provisions of Section 2(19) and Section 203 of the Companies Act, 2013, read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions (including any modification or re-enactment thereof) if any, of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and on the recommendation of Nomination and Remuneration Committee, Mr. Pradeep Vasant Narkhede, who has been appointed as CFO on the meeting of Board of Directors held on 11th May, 2023 be and is hereby appointed as the Chief Financial Officer (CFO) of the Company who shall also be the whole-time Key managerial Personnel for a period of 5 (Five) years with effect from May 12th, 2023 to May 11th, 2028 (both days inclusive).

RESOLVED FURTHER THAT appointment of Mr. Pradeep Vasant Narkhede as the Chief Financial Officer who shall also be the whole-time Key managerial Personnel of the company be and is hereby approved by the members on such terms and conditions and remuneration (and perquisites) as may be fixed, revised, modified and approved by the Board of directors from time to time.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to file necessary e-forms with the Registrar of Companies, Gwalior and to do all such acts, deeds, matters and things as deem necessary, proper, or desirable for the purpose of giving effect to the aforesaid resolution."

For Aartech Solonics Limited

**Sd/-
Amit Anil Raje
Chairman & Managing Director
DIN: 00282385**

NOTES:

1. The explanatory statement and reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("The Rules") setting out material facts is annexed herewith and forms part of this Postal Ballot Notice.

2. The Board of Directors have at their meeting held on 11th May, 2023 appointed Mr. Avadhesh Parashar, Partner of M/s. APVN & Associates, Practicing Company Secretaries, (Membership No. F-11543, and Certificate of Practice No. 9067) to act as the Scrutinizer, for conducting the Postal Ballot (including e-voting) process in a fair and transparent manner.
3. In view of the prevailing situation of COVID 19 pandemic and as per the provisions of MCA Circulars, owing to the difficulties involved in dispatching of physical copy of the Postal Ballot Notice, soft copy of Postal Ballot Notice is being sent only through electronic mode to all the Members, whose e-mail addresses are registered with company/depository and whose names appear in the Register of Members/List of Beneficial Owners, received from Registrar and Transfer Agents (RTA) as on **Friday, 12th day of May, 2023** and they shall be entitled to accord their assent or dissent through remote e-voting facility only. A person who is not a Member of the Company on the Cut-off Date should treat this Notice as for information purpose only.
4. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.aartechsolonics.com, the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and also on the website of Bigshare (agency for providing the Remote e-Voting facility) at <https://ivote.bigshareonline.com>.
5. In accordance with the Rule 22(3) of the Companies (Management and Administration) Rules, 2014 after the Notice of postal ballot is dispatched via E-mail, an advertisement will be published in at least one English language and one vernacular language newspaper.
6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on **Friday, 12th day of May, 2023**. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
7. The Scrutinizer will submit its report to the Chairman of the Company after the completion of scrutiny and the result of the e-voting will be announced by the Chairman or any person authorized by him, on or before **Wednesday, 21st day of June, 2023** at the Registered Office of the Company and will also be displayed on the website of the Company i.e. www.aartechsolonics.com, besides being communicated to the BSE Limited (BSE Limited) and Bigshare Services Private Limited.
8. All documents referred to in the notice will be available for electronic inspection from date of circulation of this Notice up to the conclusion of remote e-voting period i.e., upto 05:00 p.m. on Monday, **19th day of June, 2023**. Members desirous of inspecting the relevant documents may send an e-mail to compliance@artechsolonics.com from their registered e-mail addresses mentioning their names, folio numbers/ DP ID and Client ID. The relevant documents are also available on the website of the Company i.e., www.aartechsolonics.com.
9. In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and the Secretarial Standard on General Meetings, the Company is providing a facility to all its members to enable them to cast their vote on the matters listed in this Notice by electronic means (remote e-voting) only. The e-voting facility is provided by Bigshare Services Private Limited (Bigshare).

THE GENERAL INFORMATION AND INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The voting period begins **9:00 am on Sunday, 21st day of May, 2023 and ends at 5:00 pm on Monday, 19th day of June, 2023**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-

off date **Friday, 12th day of May, 2023** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

- (ii) 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 shareholder's/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.

- (iii) 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL .	<p>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/myeasinew/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link 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 evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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.nsd.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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p>

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</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>
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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., 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

2. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter your '**USER ID**' (User id description is given below) and '**PASSWORD**' which is shared separately on you register email id.
 - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
 - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
 - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note: If you have not received any user id or password, please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password'.
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id.**"

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on 'Forgot your password.'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET.**'
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
 - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
 - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD.**"

Note: The power of attorney (POA) or board resolution has to be named as the "InvestorID.pdf" (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD.**" Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder`s other than individual shareholders holding shares in Demat mode & Physical mode	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22

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

Item No. 1:

To approve continuation of directorship of Mr. Anil Anant Raje (DIN: 01658167), as Non-Executive Director of the Company

The Company is under the process of Migration of its Equity Shares from SME Platform of BSE Limited ("BSE SME") to Main Board of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and therefore the composition and terms of appointment of Directors of the Company need to be compliant with all the applicable regulations as given under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("LODR"), the Company is required to obtain approval of shareholders for continuing the directorship of any non-executive director, who has attained the age of 75 years by passing a special resolution in the general meeting. Mr. Anil Anant Raje (DIN: 01658167) is aged 78 years and therefore his continuation as the non-Executive director will require approval of the Members by way of Special Resolution in the general meeting.

Justification for the continuation of Mr. Anil Anant Raje (DIN: 01658167) as Non-Executive Director of the Company:

Mr. Anil Anant Raje (DIN: 01658167), aged 78 years, is a Promoter and was appointed as a Director of the Company since August, 24, 1982.

Mr. Anil Anant Raje holds a bachelor's degree in engineering (Electrical Branch) from MACT (now MANIT) and stood 2nd in the merit list in the University. He possesses more than 40 years of experience in multi-dimensional aspects of business operations in the power sector. He is pioneer in the design, development and implementation of the first generation import substitute fast bus transfer system for the thermal power stations and process industries in India and is and internationally acknowledged expert in this field with several international conference papers to his credit. He is serving our Board, since the Incorporation of our company.

The Board of Directors at its meeting held on 23rd March, 2023 and on the recommendations made by the Nomination and Remuneration Committee considers that his business knowledge, acumen, experience and substantial contribution made by him during his tenure, the association of Mr. Anil Anant Raje would be beneficial to the Company and it is desirable to continue the appointment of Mr. Anil Anant Raje as a Non-Executive Director of the Company.

Except Mr. Amit Raje, Mrs. Arati Nath and Mr. Anil Anant Raje, no other Director, Key Managerial Personnel and their relatives is concerned or interested financially or otherwise in the resolutions at Item no. 1 of this Notice.

The Board of Directors recommends the resolution at Item No. 1 of this Notice for your approval as a Special Resolution.

Item No. 2:**To approve Appointment of Ms. Supriya Sunil Chitre (DIN: 09237218), as Non – Executive, Independent Director of the Company.**

Ms. Supriya Sunil Chitre (DIN: 09237218), was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company, by the Board of directors at its meeting held on 23rd March, 2023 under Section 161 of the Companies Act, 2013 and in accordance with the Article of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee.

In terms of Section 161 (1) of the Companies Act 2013, Ms. Supriya Sunil Chitre (DIN: 09237218), holds office as an Additional Director only up to the date of the forthcoming General Meeting and is eligible for appointment as a Director.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT, PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2:

Name	Supriya Sunil Chitre
DIN	09237218
Date of first appointment at the Board	23 rd March, 2023
Date of Birth	09/05/1982
Qualification	Post Graduation in Clinical Psychology and Bachelor of Business Administration
Nature of expertise in specific functional areas	<p>Squadron Leader Supriya Chitre (Retd) was commissioned in the education branch of the Indian Airforce on 16 June 2007. Being an educationist and psychologist by profession she has had a fruitful tenure of 10 yrs in the Indian Air force. She has served in the National Defence Academy as a psychologist, counselor, and instructor.</p> <p>After retiring from the forces, she realized the need to pass on the baton to the youngsters by sharing her knowledge, experiences, legacy, and faith she had earned from the Indian Air Force. This thought inspired her to train people into different walks of life; be it students who wish to succeed in a career or corporates who are willing to develop themselves as better leaders or aspirants who wish to join defence forces. She firmly believes in the potential the current generation has and assumes it as her responsibility to shape them as better human beings and in turn to contribute towards the cause of Nation Building.</p>
Directorship in the Boards of other Indian listed entities	NIL

Membership/ Chairmanship in Committees of other Indian listed entities	NIL
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In terms of Section 149 of the Companies Act 2013 and other applicable provisions of the Act and SEBI (LODR) Regulations, 2015, Ms. Supriya Sunil Chitre is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Companies Act, 2013 and Listing Regulations.

In the opinion of the Board, Ms. Supriya Sunil Chitre fulfills the conditions specified in the Act and the Rules made there under and SEBI (LODR) Regulations, 2015 for appointment as Independent Director and she is independent of the management and recommends her appointment for a term of 5 consecutive years effective from 23rd March, 2023 to 22nd March, 2028 (Both days inclusive).

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the approval of the Members is sought for the appointment of Ms. Supriya Sunil Chitre as the Non- Executive Independent Director.

The Board of Directors of the Company ('the Board') on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the appointment of Ms. Supriya Sunil Chitre (DIN: 09237218) as an Independent Director of the Company with effect from 23rd March, 2023 to 22nd March, 2028 (Both days inclusive) in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolutions relating to his appointment.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Ms. Supriya Sunil Chitre, her association would benefit the company. Declarations have been received from Ms. Supriya Sunil Chitre that she meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment of Directors and their Qualifications) Rules 2014

Accordingly, the Board recommends the resolution set forth in Item No. 2 to be passed as Ordinary Resolution by the Members of the Company through Postal Ballot.

None of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution except to the extent of their shareholding in the Company.

Item No. 3:

To re-appoint Mr. Pradeep Vasant Narkhede as the Chief Financial Officer (CFO) of the Company for a period of 5 (Five) years.

The Board of Directors, in its meeting held 11th May, 2023 approved the re-appointment of Mr. Pradeep Vasant Narkhede as the Chief Financial Officer of the Company for a period of 5 (Five) years with effect from May 12, 2023 to May 11, 2028 (both days inclusive) on such terms and

conditions as may be decided by the board from time to time, subject to the approval of the shareholders in General Meeting.

Mr. Pradeep Vasant Narkhede is associated with the company since 1989 and had been appointed as the Chief Financial Officer of the Company for a term of 3 (Three) years effective from 12th May, 2020 to 11th May, 2023 (both days inclusive), whose term of appointment has come to an end.

The Board of Directors and on the recommendations made by the Nomination and Remuneration Committee considers that his business knowledge, acumen, experience and substantial contribution made during his tenure, the association of Mr. Pradeep Vasant Narkhede would be beneficial to the Company and it is desirable to continue the appointment of Mr. Pradeep Vasant Narkhede as the Chief Financial Officer and whole- time Key Managerial Personnel of the Company for further term of 5 (Five) years.

Accordingly, the Board recommends the resolution set forth in Item No. 3 to be passed as Special Resolution by the Members of the Company through Postal Ballot.

None of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution except to the extent of their shareholding in the Company.

All documents referred to in the notice will be available for electronic inspection from date of circulation of this Notice up to the conclusion of remote e-voting period i.e., up to 05.00 p.m. on **Monday, 19th day of June, 2023**. Members desirous of inspecting the relevant documents may send an e-mail to compliance@aartechsolonics.com from their registered e-mail addresses mentioning their names, folio numbers/ DP ID and Client ID. The relevant documents are also available on the website of the Company i.e., www.aartechsolonics.com.

By Order of the Board
For **Aartech Solonics Limited**

Sd/-

Date: 19th May, 2023
Place: Bhopal

Amit Anil Raje
Chairman & Managing Director
DIN: 00282385