

Date: 03/09/2022

Name of Shareholder:

Folio No. / DP Id & Client Id:

**Dear Member,**

We are pleased to inform you that the 33rd Annual General Meeting (“AGM”) of Advance Lifestyles Limited (“Company”) is scheduled to be held on Friday, September 30, 2022 at 11:00 A.M. (IST) through Video Conferencing (“VC”) or other audio visual means (“OAVM”), to transact the business(es) as mentioned in the AGM Notice.

In compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder (“Act”) read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2022 dated May 5, 2022 and any other circulars issued in this regard by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (“SEBI Listing Regulations”) read with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/PIP/2022/62 dated May 13, 2022, and any other applicable circulars issued in this regard by SEBI (collectively referred to as “Circulars”), the AGM Notice along with the Integrated Annual Report for the financial year 2021-22 (“Integrated Annual Report”) is being sent only to those members whose e-mail addresses are registered with the Company/ depositories/ depository participant through electronic mode.

Pursuant to Sections 101 and 136 of the Act, the AGM Notice and the Integrated Annual Report of the Company are available on the website of the Company are enclosed.

Please note that the aforesaid documents are also available on the website of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), and also at the website of the Company i.e. [www.advance.net.in](http://www.advance.net.in).

The Company has appointed Central Depository Services Limited (“CDSL”) to provide the e-voting facility i.e. remote e-voting and e-voting at the AGM.

**Procedure for remote e-voting:**

In compliance with the provisions of the Act read with rules thereunder, Secretarial Standard-2 (“SS-2”) issued by the ICSI, SEBI Listing Regulations read with Circulars, **the Company is pleased to provide e-voting facility to its members to cast their vote(s) electronically on all the resolutions set out in the Notice.**

The cut-off date for the purpose of ascertaining the eligibility of members to avail e-voting facility will be **Friday, September 23, 2022 (“Cut-off date”)**. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date. Members are eligible to cast their vote(s) only if they are holding shares as on the Cut-off date. A person who is not a member as on the Cut-off date should treat this communication for information purposes only.

**ADVANCE LIFESTYLES LIMITED**

CIN: L45309MH1988PLC268437

Regd. Office: 2<sup>nd</sup> Floor, West Wing Electric Mansion, Appasaheb Marathe Marg, Worli, Mumbai-400 025 Maharashtra-Ph: 022-4231 9900

Website: [www.advance.net.in](http://www.advance.net.in), E-mail: [cs.advancelifestyles@gmail.com](mailto:cs.advancelifestyles@gmail.com)

Members may cast their vote(s) remotely, using remote e-voting, which shall be available during the following voting period:

<b>Commencement of Remote e-voting</b>	<b>Tuesday, September 27, 2022 at 11.00 A.M. IST</b>
<b>Conclusion of Remote e-voting</b>	<b>Thursday, September 29, 2022 at 5.00 P.M. IST</b>

The remote e-voting shall not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by CDSL upon expiry of aforesaid period.

Your remote e-voting particulars are set out below:

<b>EVS No.</b>	<b>User ID</b>	<b>PAN / Sequence Number</b>
<b>220829038</b>		USE YOUR PAN

The detailed procedure for remote e-voting and e-voting at the AGM is provided in the notes to the Notice. Please read the detailed instructions given in the Notice carefully before exercising your vote.

2) For queries/ login issues: Send an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 022-23058738 or 22-23058542-43.

3) Shareholders who want to speak or ask questions at AGM, please note:

- Shareholders who would like to speak or ask questions during the AGM must register his/her request latest by **September 25, 2022 till 05.00 P.M. (IST)** with the company by sending email at [cs.advancelifestyles@gmail.com](mailto:cs.advancelifestyles@gmail.com) his/her registered email address mentioning his/her Name, DP ID and Client ID / Folio No., No. of Shares, PAN and Mobile No.
- Only Registered speakers will be allowed to speak during the meeting.

#### Procedure for e-voting during AGM:

- In addition to the remote e-voting, a facility for e-voting shall also be provided during AGM. The Chairman will also inform about the e-voting during the proceedings of AGM.
- Subsequent voting not allowed: Members who have casted their vote by remote e-voting prior to the AGM will be entitled to attend the AGM but shall not be entitled to vote again.

#### Scrutinizer and Voting results:

The Board has appointed Mr. Dushyant B Dholakia (COP No.: 12302), , Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM, in a fair and transparent manner. The voting results will be announced on or before **Saturday, October 01, 2022**. The voting results along with Scrutinizer Report, will be displayed at the registered office of the Company and will be hosted at the Company's website viz. [www.advance.net.in](http://www.advance.net.in) . The voting results will also be intimated simultaneously to the BSE-Stock Exchange where the Company's equity shares are listed.

This communication forms an integral part of the Notice.

Thanking you,

**For ADVANCE LIFESTYLES LIMITED**

Sd/-

**Sundeep Agarwal**  
Managing Director

Encl: Annual Report-2021-2022 including Notice for  
AGM and Instructions for e-voting..

#### ADVANCE LIFESTYLES LIMITED

CIN: L45309MH1988PLC268437

Regd.Office:2<sup>nd</sup> Floor, West Wing Electric Mansion, Appasaheb Marathe Marg, Worli, Mumbai-400 025 Maharashtra-Ph:022-4231 9900

Website: [www.advance.net.in](http://www.advance.net.in), E-mail: [cs.advancelifestyles@gmail.com](mailto:cs.advancelifestyles@gmail.com)

# **33<sup>rd</sup> ANNUAL REPORT**

## **2021-2022**

**ADVANCE LIFESTYLES LIMITED**

**2<sup>nd</sup> FLOOR, WEST WING, ELECTRIC MANSION, APPASAHEB MARATHE MARG, WORLI, MUMBAI 400025**

**BOARD OF DIRECTORS**

CHAIRMAN: **MR. PRADEEP PHULCHAND AGARWAL (Upto 09.03.2022)**

CHAIRMAN: **MS. JYOTI L. BAMBADE (From 25.05.2022)**

MANAGING DIRECTOR: **MR. SUNDEEP B AGARWAL**

INDEPENDENT NON EXECUTIVE WOMAN DIRECTOR : **MRS. REET K KESWANI**

INDEPENDENT NON EXECUTIVE WOMAN DIRECTOR : **MS. USHA MULIYA**

**COMPANY SECRETARY & COMPLIANCE OFFICER**

**MS.SHOBHA JADHAV**

**BANKERS**

CORPORATION BANK

KOTAK MAHINDRA BANK

**REGISTERED OFFICE**

2<sup>TH</sup> FLOOR, WEST WING, ELECTRIC MANSION,  
APPASAHEB MARATHE MARG,  
WORLI, MUMBAI – 400 025.

**CORPORATE/ADMINISTRATIVE OFFICE**

303 3<sup>RD</sup> FLOOR, ZODIAC PLAZA,  
H L COMMERCE COLLEGE ROAD, NAVRANGPURA,, AHMEDABAD - 380 009.

**REGISTRAR AND SHARE TRANSFER AGENTS**

BIGSHARE SERVICES PRIVATE LIMITED  
A-802 SAMUDRA COMPLEX, NR CLASSIC GOLD HOTEL,  
OFF. C G ROAD, NAVARANGPURA,  
AHMEDABAD – 380 009.

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### **NOTICE**

**NOTICE** is hereby given that Thirty Third (33rd) Annual General Meeting of the members of Advance Lifestyles Limited will be held on Friday, 30th day of September, 2022 at 11.00 a.m. through video conference or Other Audio Visual Means ("OAVM") facility to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements as at 31<sup>st</sup> March, 2022 together with the Directors' and Auditors' Report thereon.
2. To appoint Director in place of Mr. Sundeep B Agarwal (DIN: 03168111), Director of the Company who retires by rotation and being eligible offers himself for reappointment.

#### **SPECIAL BUSINESS:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), **Ms. Jyoti Laxman Bambade (DIN 07895116)**, appointed as an Additional Director of the Company by the Board of Directors w.e.f. 25th May, 2022 and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from her, proposing her candidature for the office of director, be and is hereby appointed as a Director of the Company.

4. To consider the re-appointment of **Ms. Reet Kamal Keswani (DIN-07614653)** as an Independent Director of the Company to hold office for a second term from 20<sup>th</sup> September, 2022 to 19th September, 2027 and, if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), **Ms. Reet Kamal Keswani (DIN-07614653)** who was appointed as an Independent Director and who holds office upto 20th September, 2022 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term up to 19th September, 2027.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution"

**For and on behalf of the Board**

**Sd/-**

**Sundeep Agarwal  
DIN-03168111**

**Place : Mumbai  
Date : 25.05.2022  
Regd. Office  
2nd Floor, West Wing, Electric Mansion, Appasaheb Marathe Marg,  
Worli, MUMBAI 400 025  
CIN- L45309MH1988PLC268437**

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Businesses at the meeting, is annexed hereto.
2. The meeting shall be deemed to be conducted at the registered office of the Company situated at 2<sup>nd</sup> Floor, West Wing, Electric Mansion, Appasaheb Marathe Marg, Worli, Mumbai 400025. In accordance with the Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) read with clarification/guidance on applicability of secretarial standards 1 and 2 dated April 15, 2020 issued by the ICSI.

In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India (“MCA”) issued General Circular No.21/2021 dated December 14, 2021 General Circular No. 20/2021 dated December 08, 2021 General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 39/2020 dated December 31, 2020 (in continuation of Circular number 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020) issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), allowing, inter-alia, conduct of AGMs through Video Conferencing/Other Audio-Visual Means VC or OAVM facility on or before September 30, 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. In compliance with the MCA Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 33<sup>rd</sup> AGM of the Company is being conducted through VC / OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 33<sup>rd</sup> AGM shall be the registered Office of the Company. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SS-2 issued by the ICSI, Regulation 44 of Listing Regulations read with MCA Circulars, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the AGM and facility for those members participating in the AGM to cast vote through e-Voting system during the AGM.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Accordingly, the facility for appointment of proxies by the Members has also been dispensed with, hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Corporate Members intending to send their authorised representative to attend the meeting pursuant to the section 113 of the Companies Act, 2013 are requested to send to the company a certified true copy of the relevant board resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. The Members can join the AGM in the VC/OAVM means 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 AGM through VC/OAVM will be made available for 500 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.advance.net.in](http://www.advance.net.in). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the

- website. of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com)
8. 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 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM. The 'Cut-off Date' for determining Shareholders entitled to facility of voting by remote e-voting at said AGM has been fixed as 23rd day of September, 2022.
  - 9 The Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in the electronic mode upto the date of AGM of the Company and will also be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send the e-mail to [cs@advance.net.in](mailto:cs@advance.net.in)
  10. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with except in case of request received for transmission or transposition of securities. In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of BIG SHARE SERVICES PVT LIMITED, THE RTA to seek guidance with respect to the demat procedure.

Members may also visit the website of depositories viz. National Securities Depository Limited: <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited: <https://www.cdslindia.com/investors/open-demat.html> for further understanding of the demat procedure.

11. In accordance with the provisions of section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from 23rd day of September, 2022 to 30th day of September, 2022 (both days inclusive).
  - a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address
  - b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
12. Members holding shares in the physical form and desirous of making/changing nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made there under are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar, who will provide the Form on request.
13. The Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018, notified the SEBI (Listing Obligations and Disclosure Requirements)(Fourth Amendment) Regulations, 2018, where by amending Regulation 40 of



SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, stating that except in the case of transmission or transposition of securities, requests for the transfer of listed securities shall not be processed unless the securities are held in the dematerialized form with a depository w.e.f., December 05, 2018. SEBI thereafter extended the deadline and therefore said requirement of transfer of securities only in demat form has come into force from April 01, 2019. Accordingly, Members holding share in physical form are requested to dematerialize their shareholding at the earliest to avoid inconvenience.

14. Members holding shares in multiple folios are requested to submit their application to Registrar for consolidation of folios into single folio.
15. Equity shares of the Company are under compulsory demat trading by all investors. Considering the advantage of scrip less trading, members are encouraged to consider dematerialization of their shareholding so as to avoid inconvenience in future.
16. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through the electronic mode. The Shareholders who are holding shares in dematerialized form and have not yet registered their e-mail IDs with their Depository Participant are requested to register their Email ID at the earliest, to enable the Company to use the same for serving documents to them electronically, hereafter. Shareholders holding shares in physical form may kindly provide their Email ID to the Registrar & Transfer Agent of the Company. The support of the Shareholders for the 'Green initiative' is solicited.
17. Members, who would like to ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email at least 48 hours in advance before the start of the AGM i.e. by 28<sup>th</sup> September, 2022 by 11.00 A.M. IST. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
18. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address at least 48 hours in advance before the start of the meeting i.e. 28<sup>th</sup> September, 2022 by 11.00 A.M. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

**19. Updation of PAN / Bank Account Details of Members:**

SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated April 20, 2018 has mandated registration of PAN and Bank Account details for all security holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to the Registrar and Share Transfer Agents along with a self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant(s).

**20. Updation of Members' Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, etc. Members holding shares in physical form are requested to submit the form duly completed to the Registrar and Transfer Agents in physical mode, or in electronic mode at [bssahd@bigshareonline.com.in](mailto:bssahd@bigshareonline.com.in) as per

instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

**21. Nomination:**

Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to BIG SHARE SERVICES PVT LIMITED, A 802, 8<sup>th</sup> Floor, Samudra Building, Off C G Road, Navarangpura, Ahmedabad 380009 or send an email at: bssahd@bigshareonline.com. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14.

19. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

**20. VOTING THROUGH ELECTRONIC MEANS**

In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and Regulation 44 of the SEBI Listing Regulations and the said Circulars, the Company is pleased to provide to the Shareholders the facility of “e-voting”, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-voting are given herein below.

The Company has engaged the services of Central Securities Depository Limited (“CDSL”), who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system (e-voting from a place other than venue of the AGM) (“remote e-voting”) as well as e-voting during the proceeding of the AGM (“e-voting at the AGM”).

**The instructions for shareholders voting electronically are as under :**

Step 1 : Log on to the CDSL e-voting website [www.evotingindia.com](http://www.evotingindia.com).

Step 2 : Cast your vote electronically on CDSL e-voting system. **Details on Step 1 is mentioned below :**

How to Login to the e-voting website?

- i. Visit the e-voting website of CDSL. Open web browser by typing the following URL: [https:// www.evotingindia.com](https://www.evotingindia.com) either on a Personal Computer/Laptop or on a mobile.
- ii. Click on Shareholders /Members.
- iii. Now Enter your User ID :

a) For members who hold Shares in demat account with NSDL	8 character DP ID followed by 8 digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For members who hold Shares in demat account with CDSL	16 digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****
c) For members holding Shares in physical form.	EVSN, <b>(201204013)</b> followed by Folio Number registered with the Company

- iv. Next enter the code Verification as displayed and Click on Login.
- v. Your Password details are given below :
  - a. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - b. If you are a first time user follow the steps given below :