

IND-AGIV COMMERCE LTD.

**30th ANNUAL REPORT
2015-16**

BOARD OF DIRECTORS	: MR. VASHDEV B. RUPANI-CHAIRMAN MR. S. C. OBEROI MR. KISHIN D. MULCHANDANI MS. SUSHILA B. RUPANI MR. LALIT SINGH CHOUHAN (CFO & DIRECTOR) MR. RANJAN CHONA MR. CHAMPAK SHANTILAL SHAH
REGISTERED OFFICE	: 301, B-WING, KANARA BUSINESS CENTRE, LAXMI NAGAR, GALLI NO.3, BEHIND EVEREST BUILDING, GHATKOPAR-(EAST), MUMBAI-400075.
BANKERS	: THE RATNAKAR BANK LTD. GROUND FLOOR, GHANSHYAM CHAMBERS, PLOT NO. B-12, LINK ROAD, ANDHERI, MUMBAI- 400053. CANARA BANK CHUNABHATTI, MUMBAI - 400 022.
AUDITORS	: M/S. SHAH & BHOSALE. CHARTERED ACCOUNTANTS MUMBAI.
REGISTRAR & SHARE TRANSFER AGENTS	: M/S. UNIVERSAL CAPITAL SECURITIES PVT. LTD. 21, SHAKIL NIWAS, MAHAKALI CAVES ROAD, NEAR SATYA SAIBABA TEMPLE, ANDHERI (EAST), MUMBAI - 400093. Tel:-022-28257641 Fax:-022-28207207

NOTICE OF 30TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 30TH ANNUAL GENERAL MEETING OF THE MEMBERS OF IND- AGIV COMMERCE LTD. WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 301 B- WING, KANARA BUSINESS CENTRE, LAXMI NAGAR GALLI NO 3, BHD EVEREST BLDG, GHATKOPAR(E) MUMBAI - 400 075. ON THURSDAY, 25TH AUGUST, 2016 AT 11:00 A.M TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No. 1-Adoption of Financial Statements

To consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2016, and the reports of the Board of Directors ('the Board') and the Auditors thereon.

Item No.2- Declaration of dividend

To declare final dividend of INR. 0.50 paisa per equity share for the year ended 31st March, 2016.

Item No.3-Appointment of Mr. S. C. Oberoi, (DIN 01996178) as a director liable to retire by rotation

To appoint a Director in place of Mr. S. C. Oberoi, (DIN 01996178), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the re-appointment of Mr. S. C. Oberoi, (DIN 01996178) as a director."

Item No.4-Ratification of Auditor

To appoint auditors and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as ORDINARY RESOLUTION:

"RESOLVED THAT subject to approval of shareholders at their forthcoming Annual General Meeting, M/s Shah & Bhosale, Chartered Accountants, (FRN-129657W) from whom certificate pursuant to section 139 of the Companies Act, 2013 has been received be and hereby ratified to continue as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration to be mutually decided."

SPECIAL BUSINESS:

Item No-5: To appoint Mr.Lalit Chouhan as a Director of the Company.

To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

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"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Lalit Chouhan (DIN 00081816) who was appointed as an Additional Director of the Company effective from October 1, 2015 and who holds office up to the date of this Annual General Meeting and in respect of whom a written Notice has been received under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as "Director" of the Company liable to retire by rotation."

Item No-6: To appoint Mr. Ranjan Chona as a Director of the Company.

To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Ranjan Chona (DIN 02652208) who was appointed as an Additional Director of the Company effective from October 1, 2015 and who holds office up to the date of this Annual General Meeting and in respect of whom a written Notice has been received under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as "Director" of the Company liable to retire by rotation."

Item No-7: To appoint Mr. Champak Shah as an Independent Director of the Company.

To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Company Act, 2013 and the Articles of Association of the Company, Mr. Champak Shah (DIN 07368244) who was appointed as an Additional Director of the Company and designated as an "Independent Director" effective from January 27, 2016 and who holds office up to the date of this Annual General Meeting and in respect of whom a written Notice has been received under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an "Independent Director" of the Company for a term of five years, not liable to retire by rotation."

Dated: 20/07/2016

Registered Office:

301 B- Wing, Kanara Business Centre,
Laxmi Nagar Galli No 3,
Bhd Everest Bldg,
Ghatkopar (E) Mumbai-400075

CIN: .L32100MH1986PLC039004

Tel: 022 25003493

Website: www.agivavit.com

Email: lalitc@agivavit.com

By the order of the Board of Directors

Lalit Chouhan
DIN 00081816
(Director & CFO)

Notes:

- a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 5,6 and 7 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No. 3 of the Notice, are also annexed.
- b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- c) Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the Annual General Meeting.
- d) The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A proxy form for the AGM is enclosed.
- e) During the period beginning from 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days' notice in writing is given to the company.
- f) Members/proxy/authorised representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- g) Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose name appear on the Register of Members as on 18th August, 2016. The Final Dividend of INR. 0.50 paisa per equity share.
- h) Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of saving bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System(ECS) for receiving dividends.
- i) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of Dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository

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participants of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.

- j) Under Section 124 of the Companies Act 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Government
- k) Details as required in sub-regulation (3) of Regulation 36 of the SEBI (LODR) Regulation, 2015 in respect of the Directors seeking re-appointment at the Annual General Meeting, forms integral part of the notice.
- l) The register of Director and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at AGM.
- m) The register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at AGM.
- n) The Register of Members and Share Transfer Books will remain closed from 19/08/2016 to 25/08/2016.
- o) SEBI has mandated the submission of the PAN by every participant in the securities market. Members holding shares in electronic form are required to submit their PAN details to the Registrar & Share Transfer Agents, M/S. Universal Capital Securities Pvt. Ltd., 21, Shakti Niwas, Mahakali Caves Road, Near Satya Saibaba Temple, Andheri (East), Mumbai-400093.
- p) Email address of the company is investor@agivavit.com
- q) E-voting facility
 - In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
 - Voting rights are reckoned on the basis of the shares registered in the name of the members/beneficial owners as on the record date fixed for this purpose, viz 18/08/2016.
 - The Company has appointed Mrs. Rajshree Padia proprietor M/s. R.S. Padia & Associates, Practising Company Secretaries, Mumbai as scrutinizer for conducting the e-voting and the physical ballot process in a fair and transparent manner.
 - The facility for voting, either through ballot paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM through ballot paper.

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

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 22/08/2016 at 9.00 a.m. and ends on 24/08/2016 at 5.00 p.m. 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) of 18/08/2016 may 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- iv) Click on Shareholders.
- iv) Now Enter your User ID
- v) For CDSL: 16 digits beneficiary ID,
- vi) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- vii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- viii) Next enter the Image Verification as displayed and Click on Login.
- ix) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- x) If you are a first time user follow the steps given below:

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	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as sr. no affixed on Annual Report, in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • 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 as mentioned in instruction (iv).

- xi) After entering these details appropriately, click on "SUBMIT" tab.
- xii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- xiii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xv) 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.
- xvi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvii) 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.
- xviii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- xix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - xx) 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.
 - xxi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - xxii) Note for Non – Individual Shareholders and Custodians
 - xxiii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - xxiv) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - xxv) 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.
 - xxvi) The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - xxvii) 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.
 - xxviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- I. In case of members receiving the physical copy:
- (A) Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.
 - (B) The voting period begins on 22/08/2016 09.00 a. m. and ends on 24/08/2016 05.00 p. m. 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) of 18/08/2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Item No 5.

Mr. Lalit Chouhan (DIN 00081816), was inducted as an Additional Director on the Board of Directors of the Company on October 1st, 2015. Mr.Lalit Chouhan is also appointed as CFO of the company.

Mr. Lalit Chouhan (DIN 00081816) is a Commerce graduate and Green Certified Grid Management professional, having vast experience of Finance, HR, Legal and Business Development. He had served at Senior Position with Diversified Corporate stationery, Office Automation, Banking Automation, IT Distribution, Textile, Foundry, Pharma, Engineering, Real Estate, Solar etc.

He has no other Directorship.

Mr. Lalit Chouhan does not hold by himself or for any other person on a beneficial basis any shares in the Company.

In terms of Section 149 and any other provisions of the Companies Act 2013, Mr. Lalit Chouhan being eligible and offering himself for appointment, as an Director, liable to retire by rotation. A written notice along with Rs.100,000 (Rs. One Lacs only) being the deposit, pursuant section 160 has been received by the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Lalit Chouhan as a Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Lalit Chouhan, as a Director, for the approval by the shareholders of the Company.

Except Mr. Lalit Chouhan, being an appointee, none of the Directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Item No6:

Mr. Ranjan Chona (DIN 02652208) was inducted as an Additional Director on the Board of Directors of the Company on October 1st, 2015.

Mr. Ranjan Chona (DIN 02652208) has done Post Graduate Diploma in Hotel Management at the Oberoi School of Hotel Management, New Delhi and Post Graduate Certificate of Management at the Ecole Hotelier, Paris, France. He has worked at a Senior Management position in various Industry having wide supply Chain Management Capabilities. He is associated with number Business-Social activities at Bangalore.

He is also a director in RST Technologies Private Limited, wholly owned subsidiary of the company.

In terms of Section 149 and any other provisions of the Companies Act 2013, Mr. Ranjan Chona being eligible and offering himself for appointment, as an Director, liable to retire by rotation. A written notice along with Rs.100,000 (Rs. One Lac only) being the deposit, pursuant section 160 has been received by the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ranjan Chona as a Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ranjan Chona, as a Director, for the approval by the shareholders of the Company.

Mr. Ranjan Chona, being an appointee, none of the Directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.