

Corporate Information:

Company Name: IND AGIV COMMERCE LIMITED, CIN: L32100MH1986PLC039004

Regd. Office: 09 To 12, B - Wing, Kanara Business Centre, Laxmi Nagar,
Off. Ghatkopar-Andheri Link Road, Ghatkopar (East)
Mumbai – 400075 Tel: 022-25003492/93
E-mail: investor@agivavit.com Web: www.agivavit.com

Board of Directors:

Mr. Vashdev B. Rupani - Chairman
Mr. Lalit Lajpat Chouhan - (MD & CFO)
Mr. Kishin D. Mulchandani
Ms. Sushila B. Rupani
Mr. Ranjan Chona
Mr. Champak S. Shah
Mr. Hitesh V. Kaswa
Mr. Nandkishore Sharma

Board Committees:**Composition of Board Committee:**

Audit Committee	Stakeholders Relationship Committee	Nomination & Remuneration Committee
Kishin Mulchandani Independent Director (Chairman of the Committee)	Kishin Mulchandani Independent Director (Chairman of the Committee)	Kishin Mulchandani Independent Director
Champak Shah Independent Director	Champak Shah Independent Director	Champak Shah Independent Director (Chairman of the Committee)
Ranjan Chona Executive Director	Ms. Sushila B. Rupani Non-Executive Director	Ranjan Chona Director
Hitesh Kaswa Independent Director	Hitesh Kaswa Independent Director	Hitesh Kaswa Independent Director

Statutory Auditors: S. DEDHIA & CO. (Chartered Accountants)

Office No. 304, Sai Arcade, Above Union Bank of India
N. S. Road, Mulund (West) Mumbai - 400080

Secretarial Auditor: S. S. Rauthan & Associates - Practicing Company Secretary

Office No. 307, Navjivan Commercial Premises Co-op. Soc. Ltd.
Lamington Road, Mumbai - 400008

Registrar & Share Transfer Agents: Universal Capital Securities Pvt. Ltd.

C-101, 247 Park, 1st Floor, LBS Road, Gandhi Nagar, Vikhroli (West),
Mumbai – 400083
Tel: 022- 4918 6178/79 Fax: 022-28207207
E-mail: info@uniseq.in

Bankers:

Axis Bank / Canara Bank / HDFC Bank

Index:

Sr. No.	Contents	Page No.
1	Speech of Chairman	2
2	Speech of Managing Director & CFO	3-4
3	Comparative Financial Performance of Last 3 Years	5
4	Notice of 35 th Annual General Meeting	6-14
5	Directors Report	15-22
6	Management Discussion & Analysis Report	22-24
7	Secretarial Audit Report	25-28
8	AOC-2, MGT-9	29-35
9	Standalone Independent Auditors Report	36-40
10	Standalone Financial Statements	41-53
11	Consolidated Independent Auditors Report	54-57
12	Consolidated Financial Statements	58-67
13	Annexure V (Subsidiary and Associate Company Information)	68
14	Evoting Instructions	69

**Chairman's Speech:
My Dear Shareowners,**

A very warm welcome to each and every one of you. It gives me great pleasure to greet you all at the 35th Annual General Meeting of Ind-Agiv Commerce Limited.

It is for the second year in a row that we miss the intimacy and warmth of face-to-face interaction with you, because of COVID-19 pandemic. However, virtual format has enabled our shareholders to participate in the AGM from the safety of their homes.

We are in the midst of a humanitarian crisis. Its scale, severity and geographical spread are unseen in the century. It has filled the hearts of all Indians with enormous pain and grief. Several of our employees and shareholders have borne the brunt of this pandemic. Within our own Ind-Agiv Family, the suffering of any member becomes suffering of all.

Esteemed Shareholders,

The Company's accounts for the year ended March 31, 2021 have already been circulated to you. Our business performance and financial Results have badly affected due to lockdown and full / partial shut-down of educational institutes and industries during last 12 months.

Every single employee has participated, directly or indirectly, in the Fight against the pandemic of COVID-19.

We have also worked very hard through these challenging times, to bring the Nation's dream project Aquatic Gallery at Science City Ahmedabad in Consortium with Prime Contractor Shapoor ji Pallon ji and IBMS partner Honeywell, which has been virtually inaugurated by Hon. Prime Minister Shri Narendra Modi.

Despite several challenges due to COVID-19, we have made substantial progress in the past year in our new business verticals. These discussions have been held in the spirit of mutual commitment to convert our long-standing relationship into a perpetual partnership.

We further consolidated our financial and cost-effective operation of the Business.

I believe, speedy recovery in the post-COVID period is beyond any doubt, but beyond recovery, there will be rapid resurgence. I have no doubt that India is destined to emerge as one of the top three economies in the world.

Acknowledgements

I would like to thank the Central and State Governments, shareholders, investors, lenders, suppliers and customers for their consistent and resolute support.

I thank all my colleagues on the Board for their oversight in this crucial phase of our growth, their support and immense encouragement.

**Vashdev B. Rupani
Chairman**

**Speech of MD & CFO**

I am feeling great pleasure in welcoming you all to the 35th Annual General Meeting of our Company.

General Economic Climate:

The Indian economy that was witnessing a sharp drop in GDP following the impact of COVID-19 induced lockdown, showed signs of improvement during the second half of FY 2020. However, the second wave that started in late March 2021 has come in the way of further recovery. There have been lockdowns by all the States across the country since April 2021, causing shutdown of manufacturing facilities as well as off-line trade in most geographies. Following the drop in cases and mass scale vaccination initiatives, the lockdown is being relaxed in stages in many geographies since mid-June 2021.

The grey lining over the most of businesses including ours, and challenging for entire business community (barring few trades and Industries). There is explicit fixed cost for maintaining infrastructure and talents, and because of cash flow issues and we have posted the loss to the extent of fixed cost, in this financial year.

The Government conational reform over industry and trade, are positive side, however a fair probability of conditions remaining uncertain over a longer duration as the pandemic is yet to abate, both globally and locally, with the emergence of newer and newer strains. The second wave has impacted every other family forcing sizable spends on healthcare and also leading to a mindset to preserve cash for any future emergency. Large scale deficit financing necessitated by the pandemic can have inflationary effects affecting disposable income. It is expected that the ever-resilient Indians will fight their way up to restore growth.

With the above background I shall proceed to briefly cover the highlights of Financial Year 2020-21 and steps being taken by our Company to stay strong.

Financial Year 2020-21:

The Annual Report for the year has already been circulated. This Annual Report contains both standalone and consolidated financials, incorporating the business operations of Subsidiaries. The Directors Report vividly covers the impact of the first incidence of Covid-19 on the company during the year under report, the impact of the second wave that commenced during the fag end of Financial Year 2020-21, the current standing point, outlook, and future strategy.

Our company had to deal with the following major challenges during Financial Year 2020-21.

- a) Lockdown that started during the second fortnight of March 2020 and continued during a major part of Q1 of Financial Year 2020-21.
- b) The AV Project execution, in absence of COVID SOP and directions, as well as diversion of funds by Government towards proprietary spending has affected very badly. Some sale opportunities were lost during Q2 of Financial Year 2020-21 due to Margin constraints.
- c) Volatility in AVSI OEM's Price / Availability policies globally made solutions at higher Costs.
- d) Keeping the momentum of launch of new SKUs with most of the channels just limping to normalcy.
- e) Making alternate indigenous supplies for a couple of key products that were being imported from China. You are aware that Government has taken a policy decision to stop import of finished goods from China and make the company self-reliant without depending on China. The impact of COVID, delayed the process of indigenization. This also caused loss of sizable sale opportunities during Financial Year 2020-21.
- f) Absorption of idle costs of around Rs.2.00 crores incurred during Q1 as our company did not resort wage cuts, employment cuts or kneejerk cost saving measures.

We have met each of the above challenges that enabled our Company to clock in an average monthly sale of more than 0.60 crore during the last three quarters.

Cleaning Solutions' business launched in the last quarter of Financial Year 2020-21, has been gaining momentum and is expected to witness significant growth in Financial Year 2021-22.

Finances:

On a stand-alone basis, Directors have infused the capital by way loan this year to support the cash flow that has been impacted due to COVID-19 financial crisis.

Brand Salience & Recognitions

We place on record our company has successfully executed AV-Project at Nation's Pride Aquatic Gallery at Science City Ahmedabad in Consortium with Prime Contractor Shapoor ji- Pallon ji and IBMS partner Honeywell, which has been virtually inaugurated by Hon. Prime Minister Shri Narendra Modi.

Ranking:

Our Company is ranked within the best listed AVSI Companies of India based on market innovations.

Going Forward:

I always mentioned that "Every business and every venture have to discover its own ways to adapt to the new normal, find innovative ways in every aspect. The one who moves swiftly and takes proactive measures is bound to sail through these turbulent times and emerge stronger".

Our company took the disruptions caused by the pandemic as an opportunity and took several proactive steps in Technical Training, digitalizing sales, marketing, and HR processes, launching digitalization initiatives in supply chain to ensure that our company is geared to meet the requirement of every sales channel that is used by the ultimate consumer.

Our company is closely mapping the various geographies in the domestic market based on the infrastructure spends of the State that can generate consumption in hither to dormant markets and is putting in place distribution efforts to reach these markets.

Though the COVID pandemic has become a speed breaker, our company's long-range plan of increase the sales with stable margins is very much on the radar and investments in supply chain and innovation are being continued to reach this milestone.

Acknowledgement:

I acknowledge the strong support received from the shareholders, employees, channel partners and banks during these challenging times and looking forward to engage with them more intensely.

Lalit Lajpat Chouhan
Managing Director & CFO

Standalone Comparative Financial Performance for Previous Three Financial Years:

Financial Performance for Continuing Operations:	F. Y. 2020-21	F. Y. 2019-20	F. Y. 2018-19
Net Revenue	7,98,54,714	11,26,13,980	11,83,48,073
Other Income	52,67,510	76,21,593	53,89,644
EBIDTA	(16,61,022)	2,26,53,939	1,41,20,289
EBIT	(35,60,930)	2,07,14,950	1,22,07,900
Depreciation & Amortization	18,99,908	19,38,989	19,12,389
Tax	(3,77,323)	10,27,427	9,80,847
PBT	(1,75,69,157)	30,53,044	23,14,233
PAT	(1,71,91,834)	20,25,617	13,33,386
Per Share Data for Continuing Operations:			
EPS-(Basic)	(17.19)	2.03	1.33
EPS-(Diluted)	(17.19)	2.03	1.33
Book Value Rs.			
Dividend Per Share	-	-	0.50
Financial Position:			
Share Capital	1,00,00,000	1,00,00,000	1,00,00,000
Reserves & Surplus	2,67,21,380	4,39,13,214	4,36,70,287
Net Worth	3,67,21,380	5,39,13,214	5,36,70,287
Total Debt	7,06,52,782	6,76,57,830	3,14,80,880
Capital Employed	11,14,47,115	11,77,35,147	8,09,01,886
Net Block	6,05,39,446	6,86,20,912	7,04,05,308
Current Assets	13,83,40,170	18,10,69,387	10,87,95,180
Current Liabilities	10,32,84,782	13,19,55,152	9,82,98,602
Contribution to Exchequer:			
Corporate / Income Tax	(3,77,323)	10,27,427	9,80,847
Total Contribution	(3,77,323)	10,27,427	9,80,847
Ratio Analysis:			
Debt / Equity Ratio	1.92	1.25	0.59
Current Ratio	1.34	1.37	1.11
PAT / Net Worth (%)	(46.82)	3.76	2.86
Net Sales / Capital Employed	71.65	95.65	146.29
EBIDTA / Net Sales (%)	(2.08)	21.84	13.55
PBT / Net Sales (%)	(22.00)	2.71	1.96
PAT / Net Sales (%)	(21.53)	1.80	1.13

Note: Figures have been regrouped wherever required, in current year as well as previous year(s).

Notice of 35th Annual General Meeting

NOTICE is hereby given that the **35th Annual General Meeting** of the Members of **IND-AGIV COMMERCE LIMITED** ("Company") will be held on Tuesday, 28th day of September, 2021 at 11:30 A.M. through Video Conferencing ("VC") Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt:
 - a) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2021, the reports of the Board of Directors and Auditors thereon; and
 - b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2021 and report of the Auditors thereon.
- 2) To appoint a director in place of Ms. Sushila B. Rupani (DIN: 02662096), who retires by rotation and being eligible, offers herself for reappointment.
- 3) To appoint a director in place of Mr. Ranjan Chona (DIN: 02652208), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

- 4) Continuation of directorship of Mr. Vashdev B. Rupani, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), Mr. Vashdev B. Rupani (DIN: 01402074), Director of the Company, who attains the age of 75 on 1st November, 2021 and whose continuation in office requires approval of Members by way of Special Resolution being more than 75 years of age, approval of the Members of the Company be and is hereby accorded to the continuation of directorship of Mr. Vashdev B. Rupani as a 'Chairman cum Non-Executive Director' not liable to retire by rotation of the Company, to hold office from 1st November, 2021 upto 30th October, 2026.

- 5) To re-appoint Mr. Champak Shah (DIN: 07368244) as Non-Executive Independent Director of the Company for second term of 5 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination, Remuneration and Compensation Committee and approval of the Board of Directors, Champak Shah (DIN: 07368244), who was appointed as an Independent Director of the Company for a term of 5 years by the Members of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby re-appointed as Non-Executive Independent Director of the Company not liable to retire by rotation for a second term of 5 (five) consecutive years with effect from end of 1st tenure on the Board of the Company.

FURTHER RESOLVED THAT all other terms and conditions of his re-appointment as Non-Executive Independent Director with the company shall remain intact and prevail for all purposes."

- 6) To Change the designation of Mr. Hitesh Vinod Kaswa (DIN: 07780844) from Independent Director to Executive Director of the Company.

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

"RESOLVED THAT Mr. Hitesh Vinod Kaswa (DIN: 07780844), who was appointed as Independent Director, be and is hereby re-designated as Executive Director of the Company, liable to retire by rotation and the payment of remuneration on the terms and conditions as approved by the Nomination and Remuneration Committee in its meeting.

FURTHER RESOLVED THAT, all other terms and conditions of his appointment/employment by change in designation as prescribed by the Board of Directors of the Company."

- 7) To Change the designation of Ms. Sushila B. Rupani (DIN: 02662096) from Director to Non-executive Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Sushila B. Rupani (DIN:02662096), who was appointed as Director and, be and is hereby reappointed as a Non-Executive Director of the company, liable to retire by rotation, to hold office from 27th August, 2021.

FURTHER RESOLVED THAT, all other terms and conditions of her appointment by change in designation as prescribed by the Board of Directors of the Company."

"RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company, be and is hereby Authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

- 8) To re-appoint Mr. Kishin D. Mulchandani (DIN: 02582500) as Non-Executive Independent Director of the Company for second term of 5 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination, Remuneration and Compensation Committee and approval of the Board of Directors, and members of the Company hereby approve the re-appointment of Mr. Kishin D. Mulchandani (DIN: 02582500) as Non-Executive Independent Director of the Company, not liable to retire by rotation for a second term of 5 (five) consecutive years with effect from end of the 1st tenure on the Board of the Company.

FURTHER RESOLVED THAT all other terms and conditions of his re-appointment as Non-Executive Independent Director with the company shall remain intact and prevail for all purposes."

- 9) Approval for Related Party Transactions.

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), subject of approval Shareholders the consent of the Board of the Company be and is hereby accorded for entering into a contract(s)/ arrangement(s)/ transaction(s) with any related part, at arm's length basis and in the ordinary course of business of the Company, within the meaning of Section 2(76) of the Act, for purchase and sales of paint, audio visual, and related items, etc. on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 50 Crores for the financial year 2021-22 and thereafter.

RESOLVED FURTHER THAT pursuant to provision of Section 189 read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) any of the Director and/or Company Secretary of the Company be and is hereby authorized to do necessary entries in the Registrar of contacts or arrangements in which directors are interested and authenticate them and to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to the resolutions."

On Behalf of the Board of Directors

For IND-AGIV COMMERCE LIMITED

Mr. Lalit Lajpat Chouhan
Managing Director & CFO
DIN: 00081816

Date: 06th September, 2021
Place: Mumbai

Note No.1:**CDSL E-Voting System – For Remote E-voting and E-voting during AGM**

As per SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-Voting Facility Provided by Listed Entities and subsequent NSDL/ CDSL circular.

For Shareholders having D-mat in NSDL:

- All the Issuers are requested to use the Issuer Portal <https://issuer.nsd.com> for providing the information of upcoming events requiring voting. You need to click on Login button and provide your login credentials for successful authentication.
- Issuers who are already registered in Issuer Portal can use existing login credentials to access e-Voting feature for providing details of upcoming events requiring voting.
- For Process for Issuers to provide the details for the upcoming events requiring voting (You may Refer point 8 of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242).
- For any queries in respect of registration and access / login credential on issuer services portal, the same can be addressed on group Email ID viz., issuer.registration@nsdl.co.in
- For any queries in respect e-Voting, the same can be addressed on group Email ID viz., evoting@nsdl.co.in.

For Shareholders having D-mat in CDSL:

- All the Issuers can access the Issuer Centre Portal from Home page of CDSL website <https://www.cdslindia.com> from Issuer Centre Tab or click on link <https://issuercentre.cdslindia.com/Home/Login> to access issuer center portal and for providing the details of their upcoming AGMs requiring voting to depository.
- Existing Issuers who are already registered with CDSL Issuer Centre Portal can use their existing login credentials to access the new e-Voting feature for providing details of upcoming events requiring voting.
- Those Issuers who have not yet registered with issuer center portal, the login credential will be sent separately on their Registered Email ID available with depository.
- Refer point 8/9 (enclosed circular) for Process for Issuers to provide the details for the upcoming events requiring voting.
- Queries regarding enclosed circular may be addressed to CDSL – Helpdesk: on telephone numbers (022) 2305-8542, 2305-8543, 2305-8738, Emails may be sent to: helpdesk.evoting@cdslindia.com

Note No.2:

1. View of the continuing COVID -19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No.20/2020 dated 5th May 2020 and Circular No. 02/2021 dated 12th January 2021 (collectively referred to as 'MCA Circulars') and SEBI Circular No. SEBI/ HO/ CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 read with SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021("SEBI Circulars") permitted the holding of an Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company is proposed to be held through VC/ OAVM.
2. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with **Central Depository Services (India) Limited (CDSL)** for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM 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 AGM 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, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. 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.agivavit.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. **THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**
 - (i) The remote e-voting will commence on 25th September, 2021, Saturday (9.00 a.m.) and ends on 27th September, 2021, Tuesday (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 on Saturday, 18th September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The book closure date will be from Wednesday, 22nd September, 2021 to Tuesday, 28th September, 2021.
 - (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" module.
 - (v) 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. Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in de-mat 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.
 - (viii) If you are a first-time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in de-mat 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 de-mat 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a de-mat 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to **Company/RTA email id. i.e. investor@agivavit.com / ram@unisec.in.**
2. For De-mat shareholders -, please provide De-mat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to **Company / RTA / Depository email id.**

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders / members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
3. 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.
4. 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 at least **7 days prior to meeting** mentioning their name, de-mat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, de-mat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
5. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during QA Session.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM 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 AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.