

**Corporate Information:**

**Company Name:** IND-AGIV COMMERCE LIMITED, CIN: L32100MH1986PLC039004  
**Registered Office:** 009 To 012, 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](mailto:investor@agivavit.com) Web: [www.agivavit.com](http://www.agivavit.com)

**Board of Directors:**

<b>Mr. Vashdev B. Rupani</b>	<b>Non-Executive Director – Chairperson</b>
<b>Mr. Lalit Lajpat Chouhan</b>	<b>Managing Director &amp; CFO</b>
<b>Mr. Kishin D. Mulchandani</b>	<b>Independent Director</b>
<b>Ms. Sushila B. Rupani</b>	<b>Non-Executive Independent Director</b>
<b>Mr. Ranjan Chona</b>	<b>Executive Director</b>
<b>Mr. Champak S. Shah</b>	<b>Independent Director</b>
<b>Mr. Hitesh V. Kaswa</b>	<b>Executive Director</b>
<b>Mr. Nandkishore Sharma</b>	<b>Non-Executive &amp; Independent Director</b>

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

<b>Audit Committee</b>	<b>Stakeholders Relationship Committee</b>	<b>Nomination &amp; Remuneration Committee</b>
<b>Kishin Mulchandani</b> Independent Director (Chairman of the Committee)	<b>Kishin Mulchandani</b> Independent Director (Chairman of the Committee)	<b>Champak Shah</b> Independent Director (Chairman of the Committee)
<b>Champak Shah</b> Independent Director	<b>Champak Shah</b> Independent Director	<b>Kishin Mulchandani</b> Independent Director
<b>Hitesh Kaswa</b> Executive Director	<b>Ranjan Chona</b> Executive Director	<b>Ranjan Chona</b> Executive Director
<b>Nandkishore Sharma</b> Non-Executive Independent Director	<b>Nandkishore Sharma</b> Non-Executive Independent Director	<b>Nandkishore Sharma</b> Non-Executive 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 & Transfer Agent: Universal Capital Securities Pvt. Ltd.**

C-101, 247 Park, 1<sup>st</sup> Floor, LBS Road, Gandhi Nagar, Vikhroli (W), Mumbai-83  
Tel: 022- 4918 6178/79 Fax: 022-28207207  
E-mail: [info@unisec.in](mailto:info@unisec.in) / [ram@unisec.in](mailto:ram@unisec.in)

**Bankers:**

**Axis Bank / Canara Bank / HDFC**

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## Chairman's communiqué

### Dear Shareholders,

On behalf of the **IND-AGIV COMMERCE LIMITED**, Board of Directors, I am happy to welcome you to the **36<sup>th</sup> Annual General Meeting** of your Company.

Thank you for your presence here today, and for your continued support and goodwill that is vital to the success of our Company.

Financial Year 2021-22 has been an extraordinary year. While the year initially began with gloom surrounding the severe second wave of the pandemic, there has been immense positivity ever since. Notwithstanding the prevailing uncertainties, the fundamentals of the Indian economy remain strong. Barring the short-term challenges such as increase in fuel and freight costs caused by the Russia-Ukraine war, heightened inflation, supply chain disruptions, etc., the long-term outlook seems promising. Thrust on infrastructure development, Make in India, Production-Linked Incentive (PLI) schemes, sharp focus on policy implementation, and improvement in ease of doing business are all positive factors that will propel economic growth.

As global companies seek to diversify their supply chains to reduce dependence on import, a significant opportunity awaits India. This will result in the scouting of reliable alternative destinations by audio visual. Coupled with demand recovery in domestic end-user segments, this will create massive opportunities for Indian specialty in paint and audio visuals.

### Business Performance

During Financial Year 2021-22, Company recorded profit after tax of Rs.21,44,053/- as compared to last year negative Profit. Our Company's performance in the last fiscal illustrates the opportunities and challenges facing our industry. The phenomenal impact that digital technology is having on businesses around the world is creating exciting and viable new opportunities for us to partner with clients. However, capitalizing on this opportunity requires a strong focus on innovation and collaboration.

At the same time, there has never been a greater imperative to embrace technology to counter the downward pressures on pricing, resulting from commoditization of traditional software services, in order to maximize efficiencies and reconfigure our solutions.

While these are aggressive and ambitious goals, the Board strongly believes that these are eminently achievable through game changing initiatives. This will of course not be easy. These goals have to be viewed in the context of significant external and internal challenges. Markets are volatile, business models are changing rapidly, new capabilities need to be built and the organization needs to adapt with great agility. However, the start of the journey has been very encouraging, as evidenced by the performance during the last fiscal year, both in quantitative and qualitative terms. With focused energy, creativity and discipline many new initiatives are beginning to show tangible results.

The Board of Directors is completely aligned with the management team on these longer term goals, and I would like to take this opportunity to pledge to you that we will pursue them on a foundation of the highest standards of governance and ethics. These are aspects that our Company has always valued, and been known for respect for the laws of the land, fairness to the interests of all our stakeholders and a commitment to uphold our core values drive the deliberations and decisions of the Board. In addition to our business goals and commitment to drive shareholder value, our Company is focused on playing its role as a responsible corporate citizen. We continue to contribute towards initiatives that drive societal change in the communities where we operate, while ensuring that our growth is sustainable.

Before I conclude, I would also like to thank other stakeholders – our clients, vendors and partners – for their trust and support. And of course, I look forward to your continued support and best wishes.

**Mr. Vashdev B. Rupani**  
**Chairman**

## Managing Director's Speech

### Dear Shareholder,

On behalf of the **IND-AGIV COMMERCE LIMITED**, Board of Directors, I am happy to welcome you to the **36<sup>th</sup> Annual General Meeting** of your Company.

Thank you for your presence here today, and for your continued support and goodwill that is vital to the success of our Company. Financial year 2021-22 was satisfactory for the Company as compared to last year, for our clients, our employees, and our shareholders. We have had achieved profit in this year as compared to last year's negative profitability.

### Ranking:

Your Company is ranked within the best listed AVSI Companies of India based on market innovations. The future is being shaped around data driven, hyper-personalized experiences that focus on connection. Whether client-to-customer or colleague-to-colleague, enterprises that invest in connecting people will find themselves in the lead. At Ind-Agiv, we have tapped into this reality successfully, synergizing award-winning design, digital engineering, and technological capabilities to bring this future to enterprises, today.

### 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".

Your 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 your Company is geared to meet the requirement of every sales channel that is used by the ultimate consumer.

Your 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.

### Acknowledgement:

With new product launches, capacity expansion programmes, and sustainability initiatives, I am quite confident to expand operations and take the organization to greater heights. I take this opportunity to thank our shareholders, customers, business partners, suppliers, bankers, and especially, our employees for their constant trust and support in us.

**Mr. Lalit Lajpat Chouhan**  
**Managing Director**  
**(DIN: 00081816)**

**STANDALONE COMPARATIVE FINANCIAL PERFORMANCE FOR PREVIOUS THREE FINANCIAL YEARS**

<b>Financial Performance for Continuing Operations:</b>	<b>F.Y. 2021-22</b>	<b>F.Y. 2020-21</b>	<b>F.Y. 2019-20</b>
Net Revenue	5,30,60,890	7,98,54,714	11,26,13,980
Other Income	3,95,02,024	52,67,510	76,21,593
EBIDT	2,19,17,199	(16,61,022)	2,26,53,939
EBIT	2,13,00,656	(35,60,930)	2,07,14,950
Depreciation & Amortization Exp.	6,16,543	18,99,908	19,38,989
Tax	44,60,061	(3,77,323)	10,27,427
Exceptional Items	(45,42,298)	-	-
PBT	66,04,113	(1,75,69,157)	30,53,044
PAT	21,44,053	(1,71,91,834)	20,25,617
<b>Per Share Data for Continuing Operations:</b>			
EPS - (Basic)	2.14	(17.19)	2.03
EPS - (Diluted)	2.14	(17.19)	2.03
Book Value Rs.	-	-	-
Dividend Per Share	-	-	-
<b>Financial Position:</b>			
Share Capital	1,00,00,000	1,00,00,000	1,00,00,000
Reserve & Surplus	70,84,966	2,67,21,380	4,39,13,214
Net Worth	1,70,84,966	3,67,21,380	5,39,13,214
Total Debt	7,30,41,855	7,06,52,782	6,76,57,830
Capital Employed	9,41,70,837	11,14,47,115	11,77,35,147
Net Block	4,07,969	6,05,39,446	6,86,20,912
Investments & Other Financial Assets	1,22,95,727	1,58,52,281	2,62,80,881
Current Assets	14,16,88,461	13,83,40,170	18,10,69,387
Current Liabilities	6,02,21,321	10,32,84,782	13,19,55,152
<b>Contribution to Exchequer:</b>			
Corporate / Income Tax	44,60,061	(3,77,323)	10,27,427
Total Contribution	44,60,061	(3,77,323)	10,27,427
<b>Ratio Analysis:</b>			
Debt / Equity Ratio	4.28	1.92	1.25
Current Ratio	2.35	1.34	1.37
PAT / Net Worth (%)	12.55	(46.82)	3.76
Net Sales / Capital Employed	56.35	71.65	95.65
EBIDTA / Net Sales (%)	41.31	(2.08)	21.84
PBT / Net Sales (%)	12.45	(22.00)	2.71
PAT / Net Sales (%)	4.04	(21.53)	1.80

**Note: Figures have been re-grouped wherever required, in current year as well as previous year(s).**

**NOTICE OF 36<sup>TH</sup> ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2021-22**

Notice is hereby given that the **36<sup>th</sup> Annual General Meeting** of the Members of **IND-AGIV COMMERCE LIMITED** ("Company") will be held on Thursday, 29<sup>th</sup> day of September, 2022 at 11:30 A.M. through Video Conferencing ("VC") Other Audio-Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS:**

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION(S) AS AN ORDINARY RESOLUTION(S):

**ITEM NO. 01: To receive, consider and adopt:**

- a) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2022, and 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 2022 and report of the Board of Directors and Auditors thereon.

**ITEM NO. 02: To retire Directors by rotation:**

- a) To appoint a director in place of Mr. Vashdev B. Rupani (DIN: 01402074), who retires by rotation and being eligible, offers himself for re-appointment.
- b) To appoint a director in place of Mr. Ranjan Chona (DIN: 02652208), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:****ITEM NO. 03: To regularize Additional Director Ms. Taiseen N. Shaikh (DIN: 09479149)**

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

**"RESOLVED THAT**, pursuant to Sections 149,152 , Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules made there under **Ms. Taiseen Nasir Shaikh (DIN: 09479149)**, who was appointed as an Additional Director of the Company by Board of Directors with effect from 03<sup>rd</sup> February, 2022 in terms of provisions of Section 161 of the Companies Act, 2013 , and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying her intention to propose **Ms. Taiseen Nasir Shaikh** as a candidate for the office of a director of the Company, be and is hereby appointed as a Non-Executive & Independent Director of the Company for 5 years up to 02<sup>nd</sup> February, 2027 not liable to retire by rotation."

**ITEM NO. 03: To regularize Additional Director Mr. Yogesh V. Thakkar (DIN: 08593581)**

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

**"RESOLVED THAT**, pursuant to Sections 149,152 , Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules made there under **Mr. Yogesh Vithaldas Thakkar (DIN: 08593581)**, who was appointed as an Additional Director of the Company by Board of Directors with effect from 22<sup>nd</sup> August, 2022 in terms of provisions of Section 161 of the Companies Act, 2013 , and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying her intention to propose under **Mr. Yogesh Vithaldas Thakkar (DIN: 08593581)**, as a candidate for the office of a director of the Company, be and is hereby appointed as a Non-Executive & Independent Director of the Company for 5 years up to 21<sup>st</sup> August, 2027 not liable to retire by rotation."

On Behalf of the Board of Directors  
**For IND-AGIV COMMERCE LIMITED**

**Mr. Lalit Lajpat Chouhan**  
**Managing Director**  
**DIN: 00081816**

**Date: 30th August, 2022**  
**Place: Mumbai**

**Note No. 1:**

- i) Pursuant to General Circular Nos.20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, issued by the ("MCA") and circular number. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold the Annual General Meeting (AGM) through video conference ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
- ii) The Company has subscribed the services of CISCO WebEx, for conducting of the AGM through VC/OAVM and for providing e-voting facility.
- iii) In compliance with the Circulars, Notice of the 36<sup>th</sup> AGM along with the Annual Report for the financial year 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Company's Registrar and Share Transfer Agent / Depository Participants. Members may note that the Notice and the Annual Report for the financial year 2021-22 will also be available on the Company's website at [www.agivavit.com](http://www.agivavit.com) , and website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) .

In view of the exemptions provided, no physical or hard copy of the Notice of the AGM and the Annual Report for the financial year 2021-22 will be sent to Members who have not registered their email address with the Company/Company's Registrar and Share Transfer Agent/Depository Participant(s).

- iv) A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since the AGM is being held in accordance with the Circulars through VC/OAVM, the facility for the appointment of proxies by the Members will not be available for this AGM.
- v) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- vi) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
- vii) The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 23, 2022 to Thursday, September 29, 2022 (both days inclusive) for the purpose of 36<sup>th</sup> Annual General Meeting.
- viii) Members are requested to intimate, indicating their Folio number, the changes, if any, in their registered address, bank account details, email addresses etc., to Company's Registrar and Share Transfer Agent, Universal Capital Securities Private Limited in case shares are held in physical mode and to their Depository Participant(s) in case the shares are held in dematerialized mode.
- ix) To support the Green Initiatives, the Members who have not yet registered their email addresses are requested to register their email addresses with their Depository Participants in case shares are held by them in dematerialized mode and with the Company's Registrar and Transfer Agent, Universal Capital Securities Private Limited in case the shares are held by them in physical mode for receiving all communication from the Company/Registrar and Transfer Agent electronically.
- x) As per the provisions of section 72 of the Act, the facility for making nomination is available for the Members in respect of shares held by them. Members who have not yet registered their nomination may register the same by submitting Form No. SH-13 to their Depository Participant(s) in case shares are held by them in dematerialized mode and to Company's Registrar and Transfer Agent - Universal Capital Securities Private Limited, in case the shares are held in physical mode.
- xi) To enhance ease of dealing in securities markets by investors, SEBI has decided that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated January 24, 2022) while processing the service request mentioned in the above notification (viz., Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Transmission, and Transposition etc.). Hence, the Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form. The Members, who are desirous to convert their physical holdings into dematerialized form, may contact the Depository Participant of their choice.
- xii) Members are requested to address all correspondence, including dividend related matters to Company's Registrar and Share Transfer Agent, Universal Capital Securities Private Limited, C-101, 247 Park, 1st Floor, LBS Road, Gandhi Nagar, Vikhroli (West), Mumbai - 400 083 or write to them at their e-mail id: [ram@uniseq.in](mailto:ram@uniseq.in) or [info@uniseq.in](mailto:info@uniseq.in) .
- xiii) SEBI has mandated the submission of PAN, KYC details and nomination details by holders of physical securities by March 31, 2023 vide its circular Number SEBI / HO / MIRSD / MIRSD\_RTAMB /P / CIR / 2021 / 655 dated November 3, 2021. Members are requested to submit their PAN, KYC and nomination details to the Company's Registrar and Share Transfer Agent, Universal Capital Securities Private Limited at [ram@uniseq.in](mailto:ram@uniseq.in) or [info@uniseq.in](mailto:info@uniseq.in) Pursuant to the SEBI Circular, the Company has sent



letters to the shareholders holding shares in physical form to furnish the KYC details which are not registered in their respective folios.

In case a holder of physical securities fails to furnish these details before the due date, the Company's Registrar and Share Transfer Agent are obliged to freeze such folios. The securities in the frozen folios are eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar and Transfer Agent / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

- xiv) Corporate/Institutional Members intending to authorize their representatives to participate in the AGM through VC and vote either through remote e-voting or voting during the AGM are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., to the Scrutinizer by email to [ssrauthan@ssrgroupindia.in](mailto:ssrauthan@ssrgroupindia.in) with a copy marked to [ram@unisec.in](mailto:ram@unisec.in) and [investor@agivavit.com](mailto:investor@agivavit.com). The scanned image of the above-mentioned documents should be in the naming format "IND-AGIV COMMERCE LIMITED 36<sup>th</sup> Annual General Meeting".
- xv) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under section 189 of the Act will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members up to the date of the AGM. Members seeking to inspect such documents can send an email to [investor@agivavit.com](mailto:investor@agivavit.com).
- xvi) The relevant details, pursuant to Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking reappointment at this AGM are provided in the annexure to this Notice.
- xvii) Since the AGM will be held through VC/OAVM in accordance with the Circulars, the Route Map, Attendance Slip and Proxy Form are not attached to this Notice.

#### **A) For Shareholders having D-mat in NSDL:**

- All the Issuers are requested to use the Issuer Portal <https://issuer.nSDL.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 detailed procedure you may refer Note No. 3.
- 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](mailto: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](mailto:evoting@nsdl.co.in).

#### **B) 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.
- For detailed procedure you may refer Note No. 3.
- Queries regarding the same 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](mailto:helpdesk.evoting@cdslindia.com).

#### **C) CISCO WEBEX E-Voting System: For Remote E-voting and E-voting during AGM**

- Pursuant to General Circular Nos.20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs ("MCA") and circular number. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold the Annual General Meeting (AGM) through video conference ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of Members at

a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.

- The 36<sup>th</sup> Annual General Meeting for the year 2021-22 of Ind-Agiv Commerce Limited is scheduled to be held on Thursday, 29<sup>th</sup> September, 2022 at 11:30 A.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), via WebEx software. This software also available on play store and you may also attend the meeting on mobiles as well as laptops.
- Link of the meeting will be shared to shareholders whose E-mail IDs is registered with the Company as on cut-off date i.e. Thursday, 22<sup>nd</sup> September, 2022.
- Members who are holding shares in physical form and members who have not registered their e-mail id with the Company may get their E-mail IDs registered with the Company at; [investor@agivavit.com](mailto:investor@agivavit.com) or [ram@unisec.in](mailto:ram@unisec.in) by providing details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload / mail the image of share certificate (Front & Back) both sided in PDF or JPEG format.

**Note No. 2:**

- i) 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.
- ii) 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.
- iii) 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.

**Note No. 3:**

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- i) The voting period begins on 26<sup>th</sup> September, 2022, Monday (9.00 a.m.) and ends on 28<sup>th</sup> September, 2022, Wednesday (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 Thursday, 22<sup>nd</sup> September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The book closure date Friday, 23<sup>rd</sup> September, 2022 to Thursday, 29<sup>th</sup> September, 2022 (Both days inclusive).
- 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](http://www.evotingindia.com).
- iv) Click on “Shareholders” module.
- v) Now enter your User ID:

For CDSL: 16 digits beneficiary ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID	Shareholders holding shares in Physical Form should enter Folio Number registered with the Company	Alternatively, if you are registered for CDSL’s <b>EASI/EASIEST</b> e-services, you can log-in at <a href="https://www.cdslindia.com">https://www.cdslindia.com</a> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s <b>EASI/EASIEST</b> e-services, click on e-Voting option and proceed directly to cast your vote electronically.
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- 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](http://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:

Particulars	For Shareholders holding shares in De-mat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both de-mat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> 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.  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 play Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

#### a) To obtain Login Credentials

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 <b>Company/RTA email id. i.e. <a href="mailto:investor@agivavit.com">investor@agivavit.com</a> / <a href="mailto:ram@unisec.in">ram@unisec.in</a>.</b>	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 <b>Company/RTA email id. i.e. <a href="mailto:investor@agivavit.com">investor@agivavit.com</a> / <a href="mailto:ram@unisec.in">ram@unisec.in</a>.</b>
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### INSTRUCTIONS

Remote E-Voting	During AGM E-Voting
Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL / CISCO WebEx e-Voting system. Shareholders may access the same at <a href="https://www.evotingindia.com">https://www.evotingindia.com</a> under shareholders / members login by using the remote e-voting credentials.	The procedure for e-Voting on the day of the AGM is same as the instructions mentioned in column Remote e-voting.

The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.	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.
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.	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.
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 E-mail ID <a href="mailto:investor@agivavit.com">investor@agivavit.com</a> . 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.	Shareholders who have voted through Remote e-Voting will be eligible to attend the EAGM. However, they will not be eligible to vote at the AGM.
Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.	

**b) Note for Non – Individual Shareholders and Custodians:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI. etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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.

**Note No. 4**
**Change / Updation of KYC**

1. Pursuant to Regulation 40 of Listing Regulations read with SEBI Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3rd November 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14th December 2021 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January 2022 as may be amended from time to time ("Investor Requests Circulars"), the Members holding shares in physical mode are requested to update their PAN, address with pin code, email address, mobile number, bank account details, specimen signature and nomination by holders of physical securities ('KYC Details') with **Universal Capital Securities Private Limited** ("RTA") and/or the Company. Members holding shares in electronic form are requested to furnish details for change/updation of KYC Details to their respective Depository Participant.
2. In order to update KYC Details, the Members are required to submit duly signed relevant forms ISR-1, ISR-2, ISR-3, ISR-4, SH-13 and SH-14 as may be amended from time to time ("Forms") along with required supporting documents as stated in the respective Forms, if any. The Forms are available on Company's website at <https://www.agivavit.com>.
3. The Members may submit the duly signed Forms in order to update their KYC Details through any one of the following modes for submission:
  - i) **In Person Verification (IPV):** by producing the originals to the authorised person of the RTA, who will retain copy (ies) of the document(s).