

SUPERNOVA ADVERTISING LIMITED

CIN: L22212MH2008PLC181088

Regd. Office: 306, Kedia Chamber, S V Road, Malad

West Opp Bank of Baroda Mumbai -400091Maharashtra

Email: info@supernovaads.com;

Website: www.supernovaads.com

NOTICE OF 12TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twelfth (12th) Annual General Meeting of the Members of SUPERNOVA ADVERTISING LIMITED will be held on Monday, December 28, 2020 at 12:30 PM for the transaction of the following businesses, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2020 including the Audited Balance Sheet as at March 31, 2020, and the statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' and the Auditors' thereon.
2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rule 2014, including any statutory modification(s) or reenactment thereof, for time being in force), the consent of the members of the Company be and is hereby accorded for the

appointment of M/s Agarwal Desai and Shah, Chartered Accountants, (Firm Registration No. 124850W), who retire at the conclusion of this Annual General Meeting, be and are hereby re-appointed as Statutory Auditors of the Company for a further period of four (4) years to hold office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in financial year 2024, on such remuneration as may be determined by the Board of Directors.”

SPECIAL BUSINESS:

3. Appointment of Mr. Uplaksh S. Adlakha (DIN: 07540199) as an Independent Director.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Uplaksh S. Adlakha (DIN: 07540199) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective November 26, 2020 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from November 26, 2020 to November 25, 2025 and the term shall not be subject to retirement by rotation.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is

hereby authorized to take such steps, as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings, that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs, and other concerned Authorities and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution.

By order of Board of Directors
For Supernova Advertising Limited

Place: Mumbai
Date: 30/11/2020

Manish Agarwal
Company Secretary

NOTES

- 1. In view of the massive outbreak of the covid-19 pandemic, social distancing is a norm to be followed and pursuant to the circular no. 14/2020 dated April 08, 2020, circular no.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by circular no. 20/2020 dated May 05, 2020, physical attendance of the members to the AGM venue is not required and Annual General Meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, members can attend and participate in the ensuing 12th AGM of the Company through VC/OAVM.**
2. Pursuant to the circular no. 14/2020 dated April 08, 2020, issued by the ministry of corporate affairs, the facility to appoint proxy to attend and cast

vote for the members is not available for this AGM. However, the body corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes.

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 for 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 reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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.supernovaads.com the notice can also be accessed from the websites of BSE Limited at www.bseindia.com.
6. 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.
7. Explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out material facts of the proposed Ordinary/ Special resolutions for the items is annexed hereto.

8. Members desirous of getting any information about the annual accounts and/or operations of the company are requested to write to the company at least seven days before the date of the meeting to enable the company to keep the information ready at the meeting.
9. The notice of the AGM along with the annual report 2019-20 is being sent by electronic mode to those members whose e-mail addresses are registered with the company/depositories.
10. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including annual report, notices, circulars, etc. from the company electronically.
11. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 21st December, 2020 to Monday, 28th December, 2020 (Both Days Inclusive) for the purpose of Annual General Meeting and documents will be available for inspection by the member electronically during AGM. Members seeking to inspect such documents can send an email info@suoernovaads.com.
12. The ISIN of the Equity Shares of Rs.10/- each is INE018Q01010
13. Members holding shares in physical form are requested to advise any change of name, address, e-mail address etc. immediately to the Company/ Registrar and Transfer Agents, Skyline Financial Services Pvt. Ltd, D-153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110020.
14. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to Skyline Financial Services Pvt. Ltd. A certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting 48 hours

before the date of AGM.

15. Notice of the 12th Annual General Meeting of the company, inter alia, indicating the process and manner of voting at AGM is being sent to all the members whose e-mail ids are registered with the company/depository participants(s) for communication purposes through electronic mode.
16. All the documents referred to in the accompanying notice and explanatory statement are open for inspection at the company's registered office at 306, Kedia Chamber, S V Road, Malad West Opp Bank of Baroda Mumbai-400091, Maharashtra on all working days of the company, between 10.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
17. Route map giving directions to the venue is not annexed to this notice as meeting will be held through VC/OAVM due to Covid 19 crisis.

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

The following Explanatory Statements sets out the material facts relating to the special business set out in the accompanying notice of the 12th Annual General Meeting of the Members of the Company.

Item No. 3

The Board of Directors of the Company at its meeting held on November 26, 2020, appointed Mr. Uplaksh S. Adlakha as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from November 26, 2020, subject to the approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Uplaksh S. Adlakha as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a member proposing the candidature of Mr. Uplaksh S. Adlakha to be appointed as Director of the Company.

The Company has received a declaration from Mr. Uplaksh S. Adlakha confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Uplaksh S. Adlakha consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Uplaksh S. Adlakha fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management.

Considering Mr. Uplaksh S. Adlakha specialization in visualising designs and converting them into final outputs as per the requirements and his previous experiences include working in a financial bank as bank assurance, has worked as a bartender, holds very good experience in the media and events industry, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from November 26, 2020.

Copy of letter of appointment of Mr. Uplaksh S. Adlakha setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode.

Additional information in respect of Mr. Uplaksh S. Adlakha, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of Mr. Uplaksh S. Adlakha is given at Annexure B to this Notice.

Except Mr. Uplaksh S. Adlakha, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 3.

The Board of Directors recommends the resolution in relation to appointment of Mr. Uplaksh S. Adlakha as an Independent Director of the Company, as set out in Item No. 3 for approval of the members by way of an Ordinary Resolution.

By order of Board of Directors
For Supernova Advertising Limited

Place: Mumbai
Date: 30/11/2020

Manish Agarwal
Company Secretary

Annexure A

A detail of Director's seeking appointment / reappointment in forthcoming Annual General Meeting in pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I.

Name of Director	Mr. Uplaksh S. Adlakha
DIN	07540199
Date of Birth	19/12/1991
Date of Appointment on the Board	26/11/2020
Expertise in specific functional area	Media and Events
Qualification	Bachelor of Commerce (B.com)
Relationship with other Directors	NIL
No. of Directorship in other Companies	1 (One)
No. of Membership of Committees in other Companies	NIL
Shareholding of Director in the Company	NIL

By order of Board of Directors
For Supernova Advertising Limited

Place: Mumbai
Date: 30/11/2020

Manish Agarwal
Company Secretary

Annexure B

Brief profile of Directors seeking appointment/re-appointment at 12th Annual General Meeting to be held on 28th December, 2020

I. Uplaksh S. Adlakha

Uplaksh S. Adlakha, born 19th December 1991, is an entrepreneur and technology designer. Uplaksh is born to a north Indian family and was raised in Ankleshwar, Gujarat. Uplaksh migrated to Mumbai, Maharashtra after completing his school to pursue higher education. Uplaksh holds a bachelor degree in Bachelor of Commerce (B.com) and holds various certificates in diploma courses and sports. Uplaksh is the founder of Waufle, a Design Tech company engaging mainly in B2B design tech requirements. His previous experiences include working in a financial bank as bank assurance, has worked as a bartender, holds very good experience in the media and events industry. Uplaksh specialises in visualising designs and converting them into final outputs as per the requirements. Uplaksh's vision is to be one of the best Design Tech personalities in the coming scenario and also has his interests in diversifying into renewable energy, waste management and wildlife protection.