

# NOTICE

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Notice is hereby given that the Thirty-Second Annual General Meeting of the Members of Avance Technologies Limited will be held on Friday, 30<sup>th</sup> September, 2016 at 9.30 AM at the Registered Office situated at D-603, 6<sup>th</sup> Floor, Crystal Plaza Infinity Mall, New Link Road, Andheri (West), Mumbai 400053.

## **Ordinary Business:**

1. To receive, consider and adopt the Financial Statements as at 31<sup>st</sup> March, 2016 and the Report of the Directors and Auditors thereon.
2. **Re-Appointment of Srinivas Rachakonda who is liable to retire by rotation and offers himself for re-appointment:**

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

“**RESOLVED THAT** pursuant to section 152 of the Companies Act, 2013, **Mr. Srinivas Rachakonda** (DIN 02402002), a director liable to retire by rotation and being eligible who has offered himself for re-appointment, be and is hereby appointed as a Non-Executive Director of the Company.”

3. **Ratification of Appointment of Auditor:**

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

“**RESOLVED THAT** the appointment of **M/s. Tejas Nadkarni & Associates.**, having Firm Registration No. 135197W, Chartered Accountants, who were appointed as Statutory Auditors of the Company at the Annual General Meeting concerning of the financial year 2013-14 till the conclusion of the Annual General Meeting concerning of the financial year 2016-17 after receiving a recommendation in this regard from the Audit Committee pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, be and is hereby ratified and confirmed as Statutory Auditors of the Company to carry out statutory audit for the financial year 2016-17, at a remuneration as may be recommended by the Audit Committee and fixed by the Board of Directors in consultation with the Auditors.

**RESOLVED FURTHER THAT** any of the Director(s) of the Company be and are hereby authorized to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

## **Special Business:**

4. **Service of documents through the mode as requested by the shareholders:**

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

“**RESOLVED THAT** pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the company be and is hereby

accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the director of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

**5. Appointment of Vasant Bhoir (DIN: 07596882), as Non – Executive Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 160, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. Vasant Bhoir (DIN: 07596882) who has given his consent to act as director and is not disqualified from being acting as the director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Vasant Bhoir as a candidate for the office of director of the Company, be and is hereby appointed as a Non Executive Director of the Company.

**RESOLVED FURTHER THAT** any of the Director(s) of the Company be and are hereby authorized to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

By the Order of the Board  
For **Avance Technologies Limited**

Sd/-  
**Srikrishna Bhamidipati**  
**Chairman and Managing Director**  
**DIN: 02083384**

Date: 01/09/2016  
Place: Mumbai

## NOTES

The relevant Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013, in respect of the special business is annexed hereto.

1. **A MEMBER ENTITLED TO VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHALL BE DEPOSITED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING IN ORDER TO BE EFFECTIVE. A BLANK PROXY FORM IS ENCLOSED.**
2. Pursuant to rule 20 of Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members of the Company and the Share Transfer Books of the Company shall remain closed from **24<sup>nd</sup> September, 2016 to 30<sup>th</sup> September, 2016** (both days inclusive).
4. Members are requested to intimate to the Company's Registrars and Share Transfer Agents viz., **M/s. Purva Sharegistry (India) Private Limited** in respect of shares held in physical form and to their Depository Participants in respect of shares held in electronic form;
  - a) any change in their addresses;
  - b) details about their e-mail address, so that all notices and other statutory documents can be sent to their e-mail addresses, as a measure of "Green Initiative".
5. Members are requested to:
  - bring their copy of Annual Report to the Meeting,
  - bring the Attendance Slip sent herewith, duly filled in,
  - bring their Folio Number / DP and Client ID and quote it in all correspondence,
  - avoid being accompanied by non-Members and children,
  - inform your e-mail ids, if not already registered with the Registrar,
  - consider converting their physical holding to dematerialized form to eliminate all risks associated with physical shares and ease of portfolio management, and
  - write to the Company for seeking clarification on queries, if any, with regard to the Accounts.
6. All documents referred to in the accompanying Notice and explanatory statements are open for inspection at the registered office of the Company on all working days between 11:00 a.m. to 1:00 p.m. up to the date of the Annual General Meeting.
7. Notice, Annual Report and instructions for participating in e-voting along with Attendance Slip and Proxy Form, are being sent by electronic mode to all Members whose e-mail addresses are registered with the Company/Depository Participant(s). For Members who have not registered their e-mail addresses, physical copy of the aforesaid documents are being sent by the permitted mode.

8. The annual report of the Company circulated to the members of the company, will be made available on the Company's website at [www.avance.in](http://www.avance.in)

**9. Voting through electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,, the Company is pleased to provide members facility to exercise their right to vote at the 32<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Service provided by Central Depository Services Limited (CDSL), The instructions for remote e-voting are as under:

The voting period begins on **27<sup>th</sup> September, 2016** at **09.00 Hrs** and ends on **29<sup>th</sup> September, 2016** at **17.00 Hrs**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **23<sup>rd</sup> September, 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Board of Directors at their meeting have appointed **M/s. Mayank Arora & Co**, Practicing Company Secretary as the scrutinizer for e-voting to unblock the votes in favor or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e- voting in a fair and transparent manner.

Vote once cast by the member cannot be changed /altered.

**THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER:**

**(A) In case of members receiving e-mail:**

- i. If you are holding shares in De-mat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iii. Click on "Shareholders" tab to cast your votes.

Now, fill up the following details in the appropriate boxes:

|         | <b>For Members holding shares in Demat Form</b>  | <b>For Members holding shares in Physical Form</b> |
|---------|--|--|
| User ID | For NSDL: 8 Character DP ID followed by 8 Digits Client ID<br><br>For CDSL: 16 digits beneficiary ID   | Folio Number registered with the Company.          |
| PAN*    | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders). |  |
| DOB#    | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.  |  |

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in CAPITAL followed by the 8 digits of the **folio/client id** number in the PAN Field.
  - In case the **folio** 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 Akshay Kumar with **folio** number 1 then enter RA00000001 in the PAN Field.
- iv. Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT".
  - v. Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %&\*). 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.
 

\* If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Click on the relevant EVSN on which you choose to vote.
  - vi. 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.
  - vii. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
  - viii. 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.
  - ix. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - x. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - xi. 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(B) In case of members receiving the physical copy of Notice of AGM:**

Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.

### **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 <https://www.evotingindia.co.in> and register themselves as Corporate.
  - 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 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Share Transfer Department of the Company for consolidation into a single folio.
  - Non-Resident Indian Members are requested to inform the Share Transfer Department of the Company of:
    - (a) Change in Residential Status on return to India for permanent settlement.
    - (b) Particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with the Pin Code number.
  - Duplicate attendance slip shall not be issued at the Annual General Meeting Venue. However the same shall be issued at the Registered Office of the Company up to two days preceding the day of AGM.
  - In case of Joint holders attending the Meeting, only such Joint holder who is higher in the order of names will be entitled to vote.
  - Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting of the Company.

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.**

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item 4.

**ITEM NO. 4**

As per the provisions of Section 20 of the Companies Act, 2013, a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the Company. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expenses borne by the Company for such dispatch will be paid in advance by the member to the Company.

The Board recommends the resolution at Item No. 4 for the approval of the Shareholders.

No Director of the Company, Key Managerial Personnel or their relatives respectively is in any way concerned or interested in the proposed resolution.

**ITEM NO. 5**

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1, 00,000/- proposing the candidature of Mr. Vasant Bhoir for the office of Non Executive Director, to be appointed as such under the provisions of Section 160 and other applicable provision of the Companies Act, 2013. The Company has received from Mr. Vasant Bhoir consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

No director, key managerial personnel or their relatives, except Mr. Vasant Bhoir, himself, to whom the resolution relates, is interested or concerned in the proposed resolution.

By the Order of the Board  
For **Avance Technologies Limited**

Sd/-  
**Srikrishna Bhamidipati**  
**Chairman and Managing Director**  
**DIN: 02083384**

Date: 01/09/2016  
Place: Mumbai

**Annexure pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015**

Particulars of Directors proposed to be re-appointed at the proposed Annual General Meeting

| <b>Name of the Director</b>   | <b>Srinivas Rachakonda</b>  | <b>Vasant Bhoir</b>                               |
|---|---|---|
| <b>Date of Birth</b>  | 20/08/1965  | 15/02/2016  |
| <b>Date of Appointment</b>  | 27/09/2014  | N/A   |
| <b>Nationality</b>  | Indian  | Indian  |
| <b>Experience</b>   | Senior Vice President and Head of Economic Planning & Scheduling for Essar Energy<br>Global Supply Chain Leader Turnaround Specialist | He has wide experience in the field of Marketing. |
| <b>Companies other than Avance Technologies Limited in which he holds Directorships and committee memberships</b> | NIL   | NIL   |
| <b>Shareholding in the Company</b>  | NIL   | NIL   |
| <b>Relationship with other Directors</b>  | Not related to any of the Directors   | Not related to any of the Directors               |
| <b>No of Board Meetings attended in 2015-2016</b>   | 6 out of 6  | N/A   |

By Order of the Board of Directors  
For **Avance Technologies Limited**

Sd/-

**Srikrishna Bhamidipati**  
**Chairman and Managing Director**  
**DIN: 02083384**

Date: 01/09/2016

Place: Mumbai