

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of Members of Advance Lifestyles Limited will be held on Friday, 30th September, 2016 at 11.00 a.m. at 254-B, 4th Floor, Nirlon House, Dr Annie Besant Road, Worli, Mumbai- 400 030 to transact the following businesses:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS:

To receive, consider and adopt Audited Balance Sheet as at 31st March, 2016 and Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

APPOINTMENT OF DIRECTOR:

2. To appoint a Director in place of **Shri Som Dutt Vyas** (DIN: 00026670) who retires by rotation and being eligible, offers himself for re-appointment.

APPOINTMENT OF AUDITORS:

3. 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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. Dhiren Shah & Co., Chartered Accountants, Ahmedabad, (Firm Registration No. FRN114633W) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company, at such remuneration (including fees for certification) and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Audit Committee / Board of Directors of the company.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification (s), the following resolution **as a Special Resolution:**

"RESOLVED THAT in supersession of the earlier Resolution passed by the Shareholders of the Company, pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), the Register of Members, Index of Members, Register and Index of Debenture holders, if any, prepared in accordance with the provisions of Section 88 of the Act, in respect of the Shares and Debentures issued by the Company from time to time, shall be kept at the Office of the new Registrar and Share Transfer

Agents of the Company viz. M/s BIGSHARE SERVICES PVT LIMITED (SEBI Registration No. INR000001385) having its Office at A 802 Samudra Complex, Near Classic Gold Hotel, Off C G Road, Navarangpura, Ahmedabad 380 009 or at such other place within Ahmedabad to which the said Office is shifted and till they continue to be the Registrar & Transfer Agents of the Company."

For and on behalf of the Board

Place : Mumbai
Date : 27.05-2016
Regd. Office:
254-B, 4th Floor, NIRLON House, Dr Annie Besant Road
Worli, MUMBAI 400 030
CIN- L45309MH1988PLC268437

Sd/-
Som Dutt Vyas
Director
DIN-00026670

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. THE PROXY NEED NOT BE A MEMBER.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
4. As per the requirements of SEBI (Listing Obligations and Disclosure Requirements), 2015, information regarding Director seeking re-appointment is given in Corporate Governance Report annexed to the Report of Board of Directors.
5. The Register of members and share transfer books of the Company will remain closed from 23rd September, 2016 to 29th September, 2016 (both days inclusive) for the purpose of 27th Annual General Meeting.
6. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
7. Members are requested to bring their copy of Annual Report at the meeting.
8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed herewith.
10. Members may please note that pursuant to SEBI directives, the Registrar & Transfer Agents of the Company have been changed and new Registrar & Transfer Agents of the Company are M/s BIG SHARE SERVICES PRIVATE LIMITED. Their Address and Contact information

are given elsewhere in this Annual Report.

11. As per the practice, this year also, we are publishing all the statutory disclosures in the print version of the Annual Report. Electronic copies of the Annual Report 2015-2016 and Notice of 27th Annual General Meeting are being sent to the Members whose email address are registered with the Company/ Registrar & Transfer Agents / Depository Participants. For Members who have not registered their email address, physical copies are being sent in permitted mode.
12. As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended and as per the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting"). The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e- voting facility. Members who have cast their votes by remote e-voting prior to AGM may attend AGM but shall not be entitled to cast their votes again.

The facility for voting through ballot will be made available at the AGM, and Members attending the AGM who have not cast their vote by remote e-voting will be able to exercise their right at the AGM.

The instructions for members for voting-electronically are as under:-

- 1) Log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" tab.
- 3) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID) Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- 4) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- 5) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- 6) Now, both Demat and Physical holders shall fill up the following details in the appropriate boxes.
- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) 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. Kindly note that this password is to be used by the demat holders for voting on 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.
- 9) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the relevant EVSN on which you choose to vote.

- 11) 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.
- 12) Click on the "Resolutions File Link" if you wish to view further description/entire Resolutions.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 16) If Demat account holder has forgotten the changed password, then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- 17) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com>, click on 'registration' and fill up the required details. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com for receiving their login details. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. Before casting vote, they should upload a scanned copy of the Board Resolution/Power of Attorney (POA) in PDF format in the system for the scrutinizer to verify the same.
- 18) In case you have any queries or issues regarding e-voting, you may refer the frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or email to helpdesk.evoting@cdslindia.com.
- 19) The voting period begins on 26th September, 2016 (11:00 am) and ends on 29th September, 2016 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 29th September, 2016 (5:00 p.m).
- 20) The Company has appointed Shri Dushyant Dholakia, a Practicing Company Secretary, Ahmedabad (Membership No.- 2169, COP No.- 12302), as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 21) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the meeting period unlock the votes in the presence of at least two witnesses, not in the employment of the Company, and will make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.advance.net.in and on the website of CDSL www.cdslindia.com

The results shall simultaneously be communicated to the Stock Exchange, Mumbai.

ANNEXURE TO THE NOTICE:

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to Item No.4 contained in the accompanying Notice dated 27th May, 2016.

The shareholders are aware that M/s. Sharepro Services (India) Pvt. Ltd. (Sharepro) had been appointed as the Registrar and Share Transfer Agents of the Company since long. Recently, SEBI has initiated investigation into the affairs of Sharepro for certain alleged irregularities in conduct of their share related operations. SEBI has vide its interim order dated 22nd March, 2016 restrained Sharepro and certain persons mentioned in the said order from buying, selling or dealing in the securities market or associating themselves with securities market, either directly or indirectly, in any manner. SEBI has also advised Companies who are clients of M/s Sharepro to carry out/switchover their activities related to a Registrar to an Issue and Share Transfer Agent, either in-house or through another registrar to an issue or share transfer agent registered with SEBI.

Consequently, the Board of Directors at their meeting held on 27th May, 2016 approved appointment of M/s BIGSHARE SERVICES PVT LIMITED (SEBI Registration No. INR000001385) having their corporate headquarters at Mumbai and its Branch Office at A 802 Samudra Complex, Near Classic Gold Hotel, Off C G Road, Navarangpura, Ahmedabad 380 009, as the Registrar and Share Transfer Agent of the Company w. e. f. 1st July, 2016 in place of M/s Sharepro Services (India) Private Limited.

Section 94 of the Companies Act, 2013 stipulates that registers required to be kept and maintained by the Company U/s. 88 and copies of the Annual Return filed U/s.92 shall be kept at the Registered Office of the Company; Provided that such documents may also be kept at any other place in India in which more than one tenth of the total number of members entered in the Register of Members reside, if approved by a Special Resolution passed at the General Meeting and the Registrar has been given a copy of the proposed Special Resolution in advance. The Company has more than one tenth of the total number of members at Ahmedabad. Accordingly, approval of the Members is sought in terms of Section 94(1) of the Companies Act, 2013 for keeping the afore mentioned registers and documents at the premises of the new Registrars M/s BIGSHARE SERVICES PVT LIMITED having its Office at A 802 Samudra Complex, Near Classic Gold Hotel, Off C G Road, Navarangpura, Ahmedabad 380 009 as stated in the Resolution. A copy of the proposed Resolution is being forwarded to the Registrar of Companies, Maharashtra, Mumbai.

The Board of Directors recommend passing of the Special Resolution at Item No. 4 of the Notice.

None of the Directors and/or their relatives is concerned or interested in the resolution.
