

## **NOTICE**

**NOTICE** is hereby given that Thirty Fourth (34th) Annual General Meeting of the members of Advance Lifestyles Limited will be held on Saturday, 30th day of September, 2023 at 11.00 a.m. through video conference or Other Audio Visual Means ("OAVM") facility to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements as at 31<sup>st</sup> March, 2023 together with the Directors' and Auditors' Report thereon.
2. To appoint the Director in place of Ms. Jyoti L Bambade (DIN: 07895116), Director of the Company who retires by rotation and is eligible offers herself for reappointment.

### **SPECIAL BUSINESS:**

3. To consider and approve the adoption of a new set of Articles of Association as per the provisions of the Companies Act, 2013.

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

**"RESOLVED THAT** pursuant to provisions of section 14 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the "Act") read with Companies (Incorporation) Rules, 2014 including any modification thereto or re-enactment thereof for the time being in force, Subject to the approval of members be and is hereby accorded for substituting the existing articles of association of the Company with a new set of Articles of Association as per TABLE F unless specified therein, pursuant to Companies Act 2013.

**"RESOLVED FURTHER THAT** any Director / Company Secretary / CFO of the Company is and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters, and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns, e-forms for the purpose of giving effect to the above aforesaid resolution."

**"RESOLVED FURTHER THAT** a certified true of the resolution signed by any director of the Company be provided to anyone concerned or interested in the matter."

4. To consider and approve rectification in Memorandum of Association in clause V.

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

**"RESOLVED THAT** pursuant to the provisions of section 13, 15 and other applicable provisions, if any, of the Companies Act, 2013, subject to the approval of shareholders in the general meeting of the Company, be and is hereby accorded to amend and rectify the existing clause V of the Memorandum of Association of the Company relating to Share Capital and substituting in place and stead thereof, the following as new Clause V:

\*V)The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores and Fifty

Lakhs ) Equity Shares of Rs. 10/- (Rupees Ten only) each capable of being increased in accordance with the Company's regulations and the legislative , visions for the time being in force in that behalf. The shares in the Capital of the Company for the time being, whether original or increased may be divided into several classes with any preferentially, qualified or other special rights, privileges, conditions or restrictions attached thereto , whether in regard to dividend, voting, return of capital or otherwise, if and whenever the capital of the company is divided into shares of different classes the rights of any such class may be varied, modified, affected, extended, abrogated or surrender as provided by the Articles of Association registered herewith as from time to time altered or by the terms of issue, but not further or otherwise.

**“RESOLVED FURTHER THAT** any of the Director / Company Secretary / CFO be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to the above stated resolution”.

5. To consider and recommend the proposal for the issue of Bonus Shares by way of Capitalization of Reserves to the shareholders for approval.

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

**RESOLVED THAT** in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, if any, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) read with the relevant provisions of the Memorandum and Articles of Association of the Company as adopted vide Resolution No.3 & 4, and the recommendation of the Board and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and subject to such approvals as may be required in this including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and applicable Regulatory Authorities and such permissions, sanctions and approvals as may be required in this regard and subject to the consent of the members of the Company; consent of the Board be and is hereby accorded for issue up to 31,12,875 (Thirty One Lakhs Twelve Thousand Eight Hundred and Seventy-Five) equity shares of Rs. 10/- (Rupees Ten) each as bonus equity shares of an aggregate nominal value up to Rs. 3,11,28,750/- (Rupees Three Crore Eleven Lakhs Twenty Eight Thousand and Seventy- Five Only), as bonus equity shares to the shareholders out of the Reserves of the Company.”

**“RESOLVED FURTHER THAT:**

- a. The bonus issue of shares will be made in the ratio of 1:1 [i.e. 1 (One) fully paid up equity share for every 1 (One) equity share held by the shareholders on such date (Record Date) as may be determined by the Board of Director(s).
- b. The Equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company.
- c. Since the equity shares are held in dematerialized form, the Bonus shares will be credited to the respective demat account of the holders.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, and Director / Company Secretary / CFO of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things necessary, proper or desirable and to sign and execute all necessary documents, authority letters, applications and returns with Registrar Of Companies, Stock Exchange, SEBI, Superintendent of Stamps, NSDL, CDSL, RTA or any other authority through

themselves or through their authorized representatives.”

For and on behalf of the Board  
Sd/-

JYOTI LAXMAN BAMBADE  
DIN- 07895116

Place: Mumbai  
Date: 08.09.2023  
Regd. Office  
2nd Floor, West Wing, Electric Mansion, Appasaheb Marathe Marg,  
Worli, MUMBAI 400 025  
CIN- L45309MH1988PLC26843

NOTES:

1. The meeting shall be deemed to be conducted at the registered office of the Company situated at the 2nd Floor, West Wing, Electric Mansion, Appasaheb Marathe Marg, Worli, Mumbai 400025 . In accordance with the Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) read with clarification/guidance on the applicability of secretarial standards 1 and 2 dated April 15, 2020, issued by the ICSI.
2. As per the COVID-19 global pandemic guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 02/2021 dated January13, 2021,Circular No. 2/2022 dated 5th May, 2022 and Circular No. 10/2022 dated 28th December, 2022 (collectively referred to as 'MCA Circulars') and General Circular No. 21/2021 dated December 14, 2021 and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/ P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India ('SEBI Circulars'), the forthcoming AGM will be held through video conferencing (VC/OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
  - a. 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. Accordingly, the facility for appointment of proxies by the Members has also been dispensed with, hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e- voting.
3. Corporate Members intending to send their authorised representative to attend the meeting pursuant to the section 113 of the Companies Act, 2013 are requested to send to the company a certified true copy of the relevant board resolution together with their respective specimen signatures authorizing their

representative(s) to attend and vote on their behalf at the meeting.

4. The Members can join the AGM in the VC/OAVM means 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 500 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.
5. 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.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 3, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.advance.net.in](http://www.advance.net.in). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com)
7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM. The 'Cut-off Date' for determining Shareholders entitled to facility of voting by remote e-voting at said AGM has been fixed as **22<sup>nd</sup> day of September, 2023**.
8. The Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in the electronic mode upto the date of AGM of the Company and will also be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send the e-mail to [cs@advance.net.in](mailto:cs@advance.net.in)
9. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with except in case of request received for transmission or transposition of securities. In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of BIG SHARE SERVICES PVT LIMITED, THE RTA to seek guidance with respect to the demat procedure.

Members may also visit the website of depositories viz. National Securities Depository Limited: <https://nsdl.co.in/faqs/faq.php> or Central Depository

Services (India) Limited: <https://www.cdslindia.com/investors/open-demat.html> for further understanding of the demat procedure.

10. In accordance with the provisions of section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from **22<sup>nd</sup> day of September,2023 to 28th day of September,2023 (both days inclusive)**.
  - a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address
  - b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
11. Members holding shares in the physical form and desirous of making/changing nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made there under are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar, who will provide the Form on request.
12. The Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018, notified the SEBI (Listing Obligations and Disclosure Requirements)(Fourth Amendment) Regulations, 2018, where by amending Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, stating that except in the case of transmission or transposition of securities, requests for the transfer of listed securities shall not be processed unless the securities are held in the dematerialized form with a depository w.e.f., December 05, 2018. SEBI thereafter extended the deadline and therefore said requirement of transfer of securities only in demat form has come into force from April 01, 2019. Accordingly, Members holding share in physical form are requested to dematerialize their shareholding at the earliest to avoid inconvenience.
13. Members holding shares in multiple folios are requested to submit their application to Registrar for consolidation of folios into single folio.
14. Equity shares of the Company are under compulsory demat trading by all investors. Considering the advantage of scrip less trading, members are encouraged to consider dematerialization of their shareholding so as to avoid inconvenience in future.
15. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through the electronic mode. The Shareholders who are holding shares in dematerialized form and have not yet registered their e-mail IDs with their Depository Participant are requested to register their Email ID at the earliest, to enable the Company to use the same for serving documents to them electronically, hereafter. Shareholders holding shares in physical form may kindly provide their Email ID to the Registrar & Transfer Agent of the Company. The support of the Shareholders for the 'Green initiative' is solicited.
16. Members, who would like to ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, need to

register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email at least 48 hours in advance before the start of the AGM i.e. by 28<sup>th</sup> September, 2023 by 11.00 A.M. IST. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

17. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address at least 48 hours in advance before the start of the meeting i.e. 28<sup>th</sup> September, 2023 by 11.00 A.M. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

**18. Updation of PAN / Bank Account Details of Members:**

SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated April 20, 2018 has mandated registration of PAN and Bank Account details for all security holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to the Registrar and Share Transfer Agents along with a self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant(s).

**19. Updation of Members' Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, etc. Members holding shares in physical form are requested to submit the form duly completed to the Registrar and Transfer Agents in physical mode, or in electronic mode at [bssahd@bigshareonline.com.in](mailto:bssahd@bigshareonline.com.in) as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

**20. Nomination:**

Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to BIG SHARE SERVICES PVT LIMITED, A 802, 8th Floor, Samudra Building, Off C G Road, Navarangpura, Ahmedabad 380009 or send an email at:

bssa@d@bigshareonline.com. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14.

21. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

## 22. VOTING THROUGH ELECTRONIC MEANS

In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and Regulation 44 of the SEBI Listing Regulations and the said Circulars, the Company is pleased to provide to the Shareholders the facility of “e-voting”, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-voting are given herein below.

The Company has engaged the services of Central Securities Depository Limited (“CDSL”), who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system (e-voting from a place other than venue of the AGM) (“remote e-voting”) as well as e-voting during the proceeding of the AGM (“e-voting at the AGM”).

### **The instructions for shareholders voting electronically are as under :**

Step 1 : Log on to the CDSL e-voting website **www.evotingindia.com**.

Step 2 : Cast your vote electronically on CDSL e-voting system. Details on Step 1 is mentioned below :

### **How to Login to the e-voting website?**

Visit the e-voting website of CDSL. Open web browser by typing the following URL: **https:// www.evotingindia.com** either on a Personal Computer/Laptop or on a mobile.

Click on Shareholders /Members.

Now Enter your User ID :

a) For members who hold Shares in a demat account with NSDL	8-character DP ID followed by 8-digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For members who hold Shares in a demat account with CDSL	16-digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****
c) For members holding Shares in physical form.	EVSN, (201204013) followed by Folio Number registered with the Company

iv. Next enter the code Verification as displayed and Click on Login.

v. Your Password details are given below :

a. If you are holding shares in demat form and have logged on to

www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

b. If you are a first-time user follow the steps given below :

**For Members holding shares in Demat Form and Physical Form**

PAN*	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical
Dividend Bank	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to log in.

\* Members who have not updated their PAN with the Company/Depository Participant are requested to enter in the PAN field the first two letters of their name and 8-digit (including zeros) sequence number communicated to you. In case the sequence 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 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

# In case both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field.

vi) After entering these details appropriately, click on the "SUBMIT" tab.

vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach the '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 demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**Details on Step 2 are mentioned below :**

How to cast your vote electronically on the CDSL e-voting system?

1. After successfully Login in following Step 1, you will be able to see the e-voting home page. Click on 'e-voting'. Then, click on 'Active Voting Cycles'.
2. Upon clicking on 'Active Voting Cycles', you will be able to see the 'EVSN' of all the companies in which you hold shares and whose voting cycles are in 'active' status.
3. Click on the EVSN for the relevant < ADVANCE LIFESTYLES LIMITED> on which you choose to vote. (EVSN-\_\_\_\_\_)
4. Now you are on the voting page and ready for e-voting.



5. 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.
6. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
7. 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.
8. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
9. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
10. If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**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), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA email id. : [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com).
- 2) For Demat shareholders - please provide Demat 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), AADHAR (self attested scanned copy of Aadhar Card) to RTA email id. [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com)
- 3) The RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

**23.Procedure for joining the AGM through VC / OAVM**

Members are requested to join the AGM on Friday, 30th September, 2023 at 11.00 a.m. through VC / OAVM mode by clicking on the link [www.evotingindia.com](http://www.evotingindia.com) , using their Remote E-voting login credentials, and selecting the EVSN for Company's AGM. The Facility of joining the AGM through VC or OAVM shall open 15 minutes before the time scheduled for the AGM i.e. 10:45 a.m.

24. Register of Directors and Key Managerial personnel of the Company and their respective shareholding, if any, maintained under Section 170 of the Companies Act, 2013 ('the Act') and the Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode at the AGM.

25. The Resolution shall be deemed to be passed on the date of AGM subject to the receipt of Sufficient votes.

**General instructions/information for Members for voting on the Resolutions :**

- 1) The voting period begins on 27th day of September, 2023 (11.00 AM) and ends on 29th day of September, 2023 (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 i.e., 15th day of September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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) Shareholders who have already casted their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to vote again at the AGM.
- 4) Voting rights of the Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. 15th day of September, 2023. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 5) The procedure for e-voting at the AGM is same as the instruction mentioned above for remote e- voting.
- 6) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 7) 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.
- 8) 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.

9) 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.

10) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- 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) 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.

11) a). In case of any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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) or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

b). All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai -400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058738 or 22-23058542-43.

12) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the

assistance of scrutinizer, by use of "e-voting" for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.

- 13) Mrs. Meghna Mehul shah (C.P. No. 9007, Membership No. F9425) Practicing Company Secretary, Partner of MSDS& Associates, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 14) The Scrutinizer shall, after the conclusion of e-voting at the AGM, first count the votes cast vide e- voting at the AGM and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutinizer's Report of the total votes cast in favor or against, not later than 48 (forty eight) hours of the conclusion of the AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 15) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company **www.advance.net.in** and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be communicated to the BSE Ltd where shares of the Company are listed.

For and on behalf of the Board  
Sd/-  
JYOTI LAXMAN BAMBADE  
DIN- 07895116

Place: Mumbai  
Date: 08.09.2023  
Regd. Office  
2nd Floor, West Wing, Electric Mansion, Appasaheb Marathe Marg,  
Worli, MUMBAI 400 025  
CIN- L45309MH1988PLC26843

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item No.3:**

The Board of Directors in its Board meeting held on September 8<sup>th</sup> 2023 recommended new set of Articles of Association to the members of the company.

The Companies Act, 2013, introduced significant changes in the legal framework governing companies in India. To ensure our company's compliance and adaptability to these changes, The Board of Directors has proposed the adoption of a new set of Articles of Association in accordance with the provisions of the Companies Act, 2013. It is necessary to revise our existing Articles of Association.

The adoption of these new Articles of Association is in the best interest of the company and its shareholders, as it will ensure compliance with the latest legal requirements, enhance corporate governance, and provide a solid foundation for the company's future growth and success.

**Item No.4:**

The Board of Directors in its Board meeting held on September 8<sup>th</sup> 2023 recommended, Pursuant to the order of the Hon'ble BIFR (Board for Industrial and Financial Reconstruction), dated [Date of the BIFR Order], and in compliance with all applicable laws, regulations, and provisions, the authorized capital of the company be and is hereby increased from the 5.00 Crores to Rs. 25.00 Crores (Rupees Twenty-Five Crores) without the requirement for any additional stamp duty.

The Registrar of Companies (ROC) did not accept the order initially, but after a long legal battle, the ROC has agreed and accepted the increase in authorized capital to Rs. 25.00 Crores. The ROC has updated its records accordingly.

The Memorandum of Association of the Company is required to rectify the authorized Share capital of Rs. 25.00 Crores and any other changes necessitated regarding increase in authorized share capital as per the provisions of the Companies Act, 2013, and other applicable laws.

**Item No.5:**

With a view to rationalize the capital structure Board of Directors proposes to issue bonus shares at the ratio of 1:1 [i.e. 1 (One) fully paid up equity share for every 1 (One) equity share held] to the shareholders appearing in the Register of Members as on the Record Date.

The new equity bonus shares to be allotted and issued shall be subject to the terms of the Memorandum & Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid equity shares of the

Company.

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares by way of passing an Ordinary Resolution. The Board of Directors has approved the resolution in their Board Meeting held on September 8, 2023.

Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary Resolution as set out in Item No.4 of the AGM Notice.

For and on behalf of the Board

Sd/-

JYOTI LAXMAN BAMBADE

DIN-07895116

Place: Mumbai

Date: 08.09.2023

Regd. Office

2nd Floor, West Wing, Electric Mansion, Appasaheb Marathe Marg,

Worli, MUMBAI 400 025

CIN- L45309MH1988PLC268437