

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ADVITIYA TRADE INDIA LIMITED WILL BE HELD ON SATURDAY, 14TH DAY OF AUGUST, 2021 AT 04:00 P.M. AT HOTEL LE ROI, 2206, RAJGURU ROAD, CHUNA MANDI, PAHADGANJ, NEW DELHI-110055 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:**ITEM NO.1: ADOPTION OF FINANCIAL STATEMENTS**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditors thereon and in this regard pass the following resolutions as **Ordinary Resolution:**

“RESOLVED THAT the audited financial statement including Balance Sheet of the Company as at 31st March, 2021, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Board of Directors and Auditors report thereon, placed before the meeting, be and are hereby considered and adopted.”

ITEM NO.2: APPOINTMENT OF A DIRECTOR IN PLACE OF MR. SANDEEP GOYAL, (DIN: 07762515) WHO RETIRES BY ROTATION BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

To appoint a Director in place of Mr. Sandeep Goyal(DIN-07762515), who retires by rotation in this meeting, and being eligible offers himself for re-appointment as a Director of the company and in this regard, pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sandeep Goyal (DIN-07762515), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:**ITEM NO.3: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION 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 Section 13, 61 and other applicable provisions of the Companies Act, 2013 as amended from time to time and as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 and in accordance with the provisions of the Articles of Association, consent of the members of the Company be and is hereby accorded for increasing the Authorized Share Capital of the Company from Rs. 10,00,00,100 (Rupees Ten Crore and One Hundred) divided into 1,00,00,010 (One Crore and Ten) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 13,50,00,100/- (Rupees Thirteen Crore Fifty Lakh and One Hundred) divided into 1,35,00,010 (One Crore Thirty Five Lakh and Ten) Equity Shares of Rs. 10/- each by creation of additional 35,00,000 (Thirty Five Lakh) Equity shares of Rs. 10/- (Rupees Ten) each:’

RESOLVED FURTHER THAT the existing clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

V.The authorized share capital of the Company is Rs. 13,50,00,100/- (Rupees Thirteen Crore Fifty Lakh and One Hundred) divided into 1,35,00,010 (One CroreThirty-Five Lakhand Ten) Equity Shares of Rs. 10/- each with the rights, privileges and conditions attached thereto as are provided bythe Articles of Association of the Company for the time being, provided always that the Company shall have the power to issue shares at a premium and to divide the shares in the capital for the time being into several classes and attach theretorespectively such preferential, qualified and special rights, privileges or conditions as may be permissible by law and as may be determined by or in accordance with the Articles of Association of the Company for the time being in force and to vary, modify or abrogate any such rights, privileges or condition:'

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

ITEM NO.4: MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM OF BSE TO MAIN BOARD OF BSE LIMITED OR NSE LIMITED OR BOTH.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the Regulation 277 and other relevant provisions laid down in Part VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities Contracts (Regulation) Act, 1956 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the listing agreement entered into by the Company with BSE Limited ("**BSE**") where the equity shares of face value of Rs. 10 each of the Company are currently listed and in accordance with the guidelines and policy of BSE for migration from SME platform to Main Board, consent of the members of the Company be and is hereby accorded to migrate Equity shares of the Company from SME Platform of BSE to the Main Board of BSE or NSE Limited or both and consequently, the listing and trading of Equity Shares of the Company on Main Board of BSE Limited or NSE Limited or both."

RESOLVED FURTHER THAT Mr.SandeepGoyal (DIN:07762515), Managing Director and Mr.Chahat Gupta, Director of the Companybe and hereby severally and/or jointly authorised to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to Bombay Stock Exchange, Securities and Exchange Board of India, Registrar of Companies and other concerned authorities, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listed on SME Platform of BSE Limited to the Main Board of BSE Limited or NSE Limited or both.

RESOLVED FURTHER THAT above mentioned Directors of the Company be and are hereby also authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

ITEM NO.5: REVISION IN REMUNERATION OF MR. SANDEEP GOYAL (DIN:07762515), MANAGING 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 section 196, 197, 198 of the Companies Act, 2013 and other applicable provisions if any, read with Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and read with schedule V of the said Act and pursuant to the recommendations of the Nomination and remuneration Committee and the Board of Directors, approval of the members of the Company be and is

hereby accorded for revision in the remuneration of Mr. SandeepGoyal (DIN:07762515), Managing Director & CFO of the Company on following terms and conditions till the remainder of duration of his tenure i.e, upto 30th June, 2022 provided that the maximum remuneration payable to him shall not exceed Rs. 15,00,000/-per annum.

Salary:Rs. 15,00,000/- Per annum

Variable pay: As may be decided by the Board from time to time

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary and modify the aforesaid remuneration payable to Mr. SandeepGoyal for the period stated above, in such manner as may be agreed to between the Board and Mr. SandeepGoyalbut shall not exceed the maximum limit of Rs. 15,00,000/-

RESOLVED FURTHER THAT where in any financial year during his tenure, the Company has no profits or inadequate profits, the aforesaid managerial remuneration shall be paid to Mr. SandeepGoyal, Managing Director & CFO of the Company in accordance with schedule V and any other applicable provisions of the Companies Act 2013.

RESOLVED FURTHER THAT all existing terms and conditions of his appointment shall continue to remain in force until his tenure.

RESOLVED FURTHER THATthe Board of directors of the Company be and is hereby authorized to take such steps and to do all acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

For and on behalf of the Board
ADVITIYA TRADE INDIA LIMITED

Mayank Nigam
Company Secretary

Date: 20/07/2021
Place:New Delhi

Notes:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2) **PROXY FORM IN MGT-11 DULY FILLED UP AND EXECUTED MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING AND HOLDING MORE THAT 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 PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED TO THIS REPORT. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.**

- 3) Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made there under, Companies can serve Annual reports and other communications through electronic mode to those Members who have registered their email address either with the Company or Depository Participant(s). Members of the Company who have registered their email address are entitled to receive such communication in physical form, upon request.
- 4) In Compliance with the MCA Circulars and SEBI Circular, Notice of AGM along with the Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company or the Depository. Members may note that the Notice and Annual Report will also be available on the Company's website <https://www.advitiyatrade.co> .and website of the stock exchange i.e. Bombay Stock Exchange Limited at <https://www.bseindia.com>, and on the website of Company's Registrar and Transfer Agent.
- 5) Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
- 6) Members desiring any further information on the business to be transacted at the meeting should write to the company at least 15 days before the date of the meeting so as to enable the management to keep the information, as far as possible, ready at the meeting.
- 7) Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- 8) Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- 9) Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, is annexed.
- 10) The ISIN of the Equity shares of Rs. 10/- each is **INE705X01018**
- 11) Members may kindly note that no 'Gifts' will be distributed at the Annual General Meeting.
- 12) Members desiring any information/clarification on the Accounts are requested to write to the Company in advance at least seven (7) days before the meeting so as to keep the information ready at the time of Annual General Meeting.
- 13) In terms of Section 152 of the Act, Mr.SandeepGoyal, Director, retire by rotation at the Meeting and being eligible, offer themselves for re-appointment. The Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company recommend their respective re-appointments.
- 14) Details of Directors retiring by rotation/seeking appointment/ re-appointment at the ensuing Meeting are provided in the explanatory statement attached to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

- 15) Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s), enclosed herewith duly completed and signed and copy(ies) of their Annual Report.
- 16) The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements maintained under Section 170 & 189 respectively of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 17) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, **7th August, 2021 to 14th August, 2021**(both day inclusive).
- 18) Member holding shares in physical form are requested to intimate/ indicating their respective folio no., the change of their addresses and change of bank accounts etc. To Skyline Financial Services Private Limited, RTA of the Company, while members holding shares in electronic form may write to the respective depository participant for immediate updation.
- 19) The Company's Registrar and Share Transfer Agents, Skyline Financial Services Private Limited, D-153A, First Floor Okhla Industrial Area, Phase-I New Delhi - 110020.
- 20) To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to goyals2729@gmail.com for obtaining the Annual Report and Notice of e-AGM.
- 21) In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their vote electronically through the electronic voting service facility arranged by Central Depository Services Limited (CDSL). Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again. Instructions and other information relating to e-voting are given in this Notice under Note No. 28.
- 22) Members may also note that the Notice of the 5thAGM and the Annual Report 2020-21 will be available on the Company's website, <https://www.advitiyatrade.co> The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: goyals2729@gmail.com.
- 23) The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents, Skyline Financial Services Private Limited, D-153A, First Floor Okhla Industrial Area, Phase-I, New Delhi – 110020.
- 24) All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.

- 25) M/s KMPM & Co., Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- 26) The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
- 27) Route map & landmark of venue of AGM is enclosed with Notice.
- 28) **Instructions for e-voting**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, 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 EGM/AGM will be provided by CDSL.

The instructions for e-voting are as follows:

29) **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on **11th August, 2021 at 9.00 A.M and ends on 13th August, 2021 at 5.00 P.M.** During this period shareholders of the Company, holding shares in dematerialized form, as on the cut-off date of **Monday, 2nd August, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on “Shareholders” module.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vii) 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 shareholders) <ul style="list-style-type: none"> • Members 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	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as

Details OR Date of Birth (DOB)	recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> 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 (iv).
---	---

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company 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 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for <ADVITIYA TRADE INDIA LIMITED> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) **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.**
- (xix) **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 and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz goyals2729@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xx) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- (xxi) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (xxii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (xxiii) 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.
- (xxiv) 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 atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- (xxv) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (xxvi) 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.
- (xxvii) 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.
- (xxviii) 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 Company/RTA email id.
- (xxix) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 or call on 022-23058542/43.

The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the AGM hall.

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013:

The following explanatory statement sets out all material facts relating to the Special Business(es) set out in the accompanying notice of the Fifth Annual General Meeting of the Members of Advitiya Trade India Limited to be held on Saturday, 14th August, 2021 at Hotel le Roi, 2206, Rajguru Road, ChunaMandi, Pahadganj, New Delhi-110055 at 04:00P.M

ITEM NO.3: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE COMPANY

The existing Authorised Share Capital of the Company is Rs. 10,00,00,100 (Rupees Ten Crore and One Hundred only) divided into 1,00,00,010 (One Crore and Ten) Equity Shares of Rs. 10/- (Rupees Ten) each.

The resolution set out in Item No. 3 seeks to alter the capital clause of Memorandum of Association in order to increase from existing Rs. 10,00,00,100 (Rupees Ten Crore and One Hundred only) divided into 1,00,00,010 (One Crore and Ten) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 13,50,00,100/- (Rupees Thirteen Crore Fifty Lakh and One Hundred only) divided into 1,35,00,010 (One Crore Thirty Five Lakh and Ten) Equity Shares of Rs. 10/- each by creation of additional 35,00,000 (Thirty Five Lakh) Equity shares of Rs. 10/- (Rupees Ten) each.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Shareholders.

Copy of Memorandum of Association of the Company and other documents referred in the notice shall remain open for inspection by the members at the registered office of the Company during normal business hours on any working day.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution.

ITEM NO.4: MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM BSE SME PLATFORM OF BSE TO MAIN BOARD OF BSE LIMITED OR NSE LIMITED OR BOTH.

Members are aware that the Company came out with an Initial Public Offer of its Equity Shares of Rs. 10 each in the financial year 2017-18 in accordance with the provisions of Chapter IX of the SEBI ICDR Regulations and other applicable laws and got listed on the SME Platform of BSE Limited ("BSE") w.e.f. 26th March, 2018. The Equity Shares of the Company are currently traded on BSE SME Platform under the scrip code - 541152 Within 3 years of listing, the Company has gained a good experience in terms of corporate governance practices and board procedures. The listing of the Company has helped the Company in many aspects like enhanced branding, better transparency and accountability and overall wealth creation of the stakeholders.

An issuer whose specified securities are listed on a SME Platform can migrate to the Main Board after completion of two years of listing on SME platform if its shareholders approve such a migration by passing a special resolution through postal ballot to this effect and subject to fulfillment of such other conditions as stipulated by the concerned Stock Exchange.

Your Company has been listed and traded on the SME Platform of BSE (www.bsesme.com) for more than two years and the Issued, Subscribed and Paid up Share Capital of the Company is Rs. 10,00,00,100crore (Rupees Ten Crore and One Hundred) or more and accordingly the Company is eligible to migrate to the Main Board of BSE or NSE as mentioned in the ICDR Regulations and as per the procedure laid down under Chapter IX of SEBI (ICDR) Regulations, 2018. The Board of Directors of the Company has, at its meeting held on 20th July, 2021 with the objectives to increase the visibility, enhance liquidity for the shareholders and increased participation by the retail investors, approved the proposal to migrate Equity Shares of the Company from BSE SME Platform to Main Board of BSE or NSE or Both subject to approval of members of the Company and compliance with the guidelines and policy of BSE and NSE and the provisions of the SEBI ICDR Regulations, as

it will enhance participation of retail investors in large numbers and overall market capitalization of the Company may also get increase.

The members are therefore, requested to accord their approval for the purpose of migration of Equity Shares of the Company from BSE SME Platform to Main Board of BSE or NSE or both as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, none of its Directors, Key Managerial Personnel and relatives thereof is or are interested, financially or otherwise in the aforesaid resolution except to their shareholding, if any, in the Company in the resolution.

Hence the aforesaid resolution is placed before the shareholders of the Company for their consent through Postal Ballot including E-voting under Section 110 and Section 108 of the Companies Act, 2013 respectively.

Board of Directors of your Company recommends passing of Special Resolution as set out in the Notice.

ITEM NO.5: REVISION IN REMUNERATION OF MR. SANDEEP GOYAL (DIN: 07762515), MANAGING DIRECTOR OF THE COMPANY

Mr. Sandeep Goyal was appointed as Managing Director & Chief Financial Officer of the company for the period of 5 years effective from 01.07.2017 at a remuneration of Rs. 15,00,000/- per annum. As per section 197 of the Companies Act, 2013, Company can pay upto 5% of the net profits as Managerial Remuneration to its Managing Director.

As per Section II of Part II of Schedule V read with section 196 and 197 of the Companies Act 2013, where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, it may, without Central Government approval, pay remuneration to the managerial person based on effective capital of the Company as summarized hereunder.

Remuneration payable by companies having no profit or inadequate profit without Central Government approval Where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, it may, without Central Government approval, pay remuneration to the managerial person not exceeding the limits under given below:-

Where the Effective Capital is	Limit of Yearly Remuneration Payable shall not exceed (Rupees)
i) Negative or less than 5 crores	60 lakhs
ii) 5 Crores and above but less than 100 Crores	84 Lakhs
iii) 100 Crores and above but less than 250 Crores	120 Lakhs
iv) 250 Crores and above	120 Lakhs plus 0,01%effective capital in excess of Rs. 250 Crores

Provided that the above limits shall be doubled if the resolution passed by the shareholders is a special resolution.

Explanation.- It is hereby clarified that for a period less than one year, the limits shall be pro-rated.

Note: Effective Capital" means

The aggregate of the paid-up share capital (excluding share application money or advances against shares); amount, if any, for the time being standing to the credit of share premium account; reserves and surplus (excluding revaluation reserve); long-term loans and deposits repayable after one year (excluding working capital loans, over drafts, interest due on loans unless funded, bank guarantee, etc., and other short-term arrangements) as reduced by the aggregate of any investments (except in case of investment by an

investment company whose principal business is acquisition of shares, stock, debentures or other securities), accumulated losses and preliminary expenses not written off.

As per the last Audited accounts for FY. 2020-21, the effective capital of the Company is Rs.14.73 Crore.

So considering his rich and varied experience in the industry and role played by him spearheading the Company over a period of time, it is proposed for an overall maximum remuneration of upto Rs.15.00 lakhs per annum excluding exempted remuneration and perquisites based on the effective capital of the Company w during the tenure of her appointment.

The above remuneration shall be paid to Mr. Sandeep Goyal irrespective of the inadequacy or not having the profit of the Company subject to approval by the Members in their meeting. Further, the terms and conditions of his appointment may be revised, altered and varied from time to time by the Board/ Nomination and Remuneration Committee as it may, in its discretion deem fit, subject to such approvals as may be required.

If at any time, Mr. Sandeep Goyal ceases to be a Director of the Company for any cause whatsoever, her reappointment as Managing Director shall stand terminated forthwith.

The Board recommends this resolution for your approval. A Statement of additional information and other particulars as may be required under Section II of Part II of Schedule V are provided in the Annexure attached to this Notice.

GENERAL INFORMATION				
1.	Nature of Industry	Aluminium Fabrication		
2.	Date of commencement of commercial production	The Company was incorporated on 22.03.2017		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	Financial performance	Financial Year	Profit Before Tax (Rupees in Crores)	Profit after Tax (Rupees in Crores)
		2018-19	21.45	12.08
		2019-20	32.66	19.71
		2020-21	69.73	44.66
5.	Foreign investments or collaborators, if any	Not Applicable		
INFORMATION ABOUT THE APPOINTEE				
1.	Background details	Mr. Sandeep Goyal aged 46 years is the Managing Director of Advitiya Trade India Limited. Under his leadership, Advitiya Trade India Limited has achieved a remarkable growth in Aluminium sector. Due to his rich experience and enormous support, the Company has listed its equity shares on 26-03-2018 on to the SME platform of the BSE Limited.		
2.	Past Remuneration	Rs. 15,00,000/- per annum from Advitiya Trade India Limited		
3.	Recognition or awards	Not Applicable		
4.	Job profile and his suitability	Mr. Sandeep Goyal is responsible for day-to-day management of the Company, subject to overall superintendence, control and direction of the Board of Directors. Taking into consideration her qualifications and expertise in this industry, she is best suited for the responsibilities of current assigned role.		
5.	Remuneration proposed	1. Salary of Rs. 15,00,000/- (Rupees Fifteen Lakh only) 2. Other Benefits & Perquisites as per the Company's policy		

		Taking into consideration the size of the Company, the profile of Mr. Sandeep Goyal, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Sandeep Goyal is a Shareholder of the Company with 51.25 % Equity Shares
Other Information		
1.	Reasons of loss or inadequate profits	Due to stiff competition, other external and internal factors
2.	Steps taken or proposed to be taken for improvement	The Company has taken various strategic measures to increase revenue and profit.
3.	Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in current year and expecting to increase the profits at the rate of 25% to 30%.
Disclosures		
1.	The shareholders of the Company shall be informed of the remuneration package of the managerial persons.	

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Managing Director (Mr. Sandeep Goyal) seeking revision in remuneration: -

Name of the Directors	SandeepGoyal
Director Identification Number (DIN)	07762515
Date of Birth	26/12/1974
Nationality	Indian
Date of Appointment on Board	22/03/2017
Qualification	Graduate
Shareholding in Advitiya Trade India Limited	50,80,000 Equity shares
List of Directorships held in other Companies (excluding Alternate Directorship and Section 8 Companies)	None
Memberships of Audit and Stakeholders' Relationship Committees across Public Companies	N.A
Experience	Mr. Sandeep is having over two decades of experience in the field of trading of various products in the industries like Metal, textile and rubber.
Remuneration paid or sought to be paid	Rs. 15,00,000/- P.a
Relationship with other Directors/KMPs	Mr. Chahat Gupta, Director of the Company is Nephew of Mr. SandeepGoyal
No. of meetings attended during the year	Eight

Pursuant to the recommendation of the Nomination and remuneration committee, the Board of Directors of the Company in its meeting held on 5th April, 2021 recommended to revise the overall remuneration payable to Mr.SandeepGoyal considering his continuous efforts in the progress of the Company upto a maximum limit of Rs. 15,00,000/-per annum in any financial year.

Accordingly, the Board recommends the special resolution set out in item No.5 for approval of members.

Except, Mr. SandeepGoyal, Managing Director & CFO none of the other directors or KMPs of the Company including their relatives is concerned or interested in the resolution, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

For and on behalf of the Board
ADVITIYA TRADE INDIA LIMITED

Date: 20/07/2021
Place: New Delhi

Mayank Nigam
Company Secretary

ATTENDANCE SLIP

ADVITIYA TRADE INDIA LIMITED

CIN: L74999DL2017PLC314879

Regd. Office: 2814/6 Ground Floor, ChunaMandi,

Paharganj, New Delhi-110055

Website :www.advitiyatrade.co

Tel: +91 011- 49536409

5thANNUAL GENERAL MEETING

I, We hereby accord my/our presence at the 5thAnnual General Meeting of the Company at Hotel le Roi, 2206, Rajguru Road, ChunaMandi, Pahadganj, New Delhi-110055 on Saturday, 14th day of August, 2021 at 04:00 P.M.

.....
Member Folio No

.....
Member's/ Proxy Name in Capital Letters Members/ Proxy Signature

Note:

Please complete the Folio No. and name, sign the attendance slip and handover at the attendance verification counter at the meeting hall.

Form No. MGT -11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

ADVITIYA TRADE INDIA LIMITED

CIN: L74999DL2017PLC314879

Regd. Office: 2814/6 Ground Floor, ChunaMandi,

Paharganj, New Delhi-110055

Website: www.advitiyatrade.co

Tel: +91 011-49536409

I, We being the member(s) of Equity Shares of the above named company appoint:

Name:

Address

Email ID

Signature.....

or falling him;

Name:

Address

Email ID

Signature.....

or falling him;

As my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 5th Annual General Meeting of the Company at Hotel le Roi, 2206, Rajguru Road, ChunaMandi, Pahadganj, New Delhi-110055 on Saturday, 14th day of August, 2021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	RESOLUTIONS	FOR	AGAINST
ORDINARY BUSINESS			
1	To receive, consider and Adopt the audited financial statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon		
2	Appointment of a Director in place of Mr. Sandeep Goyal, (DIN: 07762515) who retires by rotation, being eligible offers himself for re-appointment		
SPECIAL BUSINESS			
3	Increase in authorised share capital of the Company and consequential amendment to Memorandum of Association of the Company		
4	Migration of listing/trading of equity shares of the Company from SME platform of BSE to main board of BSE limited or NSE Limited or Both.		
5.	Revision in remuneration of Mr. Sandeep Goyal (DIN:		

	07762515), Managing Director of the Company		
--	---	--	--

Signed this day of 2021
Signature of Shareholder

Signature of Proxy holder

Affix Revenue Stamp of Rs. 1

Notes:

- This form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the resolutions, explanatory statements and notes please refer to the Notice of 05th Annual General Meeting.
- Please complete all details including details of member(s) in the above box before submission.
- A proxy need not be a member of the Company.

BALLOT FORM

Serial No.:

1. Name (s) of Shareholder(s) / Beneficial Owner :
Including joint-holders, if any
2. Registered Address of the Sole / :
First named Shareholder
3. Registered Folio No. / Client ID No.:
4. No. of Shares held:
5. I / we hereby exercise my / our vote in respect of the Ordinary Resolution/ Special Resolution enumerated below by recording my / our assent / dissent to the said Resolution/s by placing Tick (√) mark at the appropriate box below:

S.No.	Ordinary Business	I / We assent the Resolution	I / We dissent the Resolution
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2021 together with the Reports of Board of Directors and Auditors thereon.		
2.	Appointment of a Director in place of Mr.SandeepGoyal (DIN: 07762515), who retires by rotation and being eligible offers himself for re-appointment.		
Special Business			
3.	Increase in authorised share Capital Company and consequential amendment to Memorandum of Association of the Company		
4.	Migration of listing/trading of equity shares of the Company from SME platform of BSE to main board of BSE limited or NSE Limited or Both.		
5.	Revision in remuneration of Mr.SandeepGoyal (DIN: 07762515), Managing Director of the Company		

Place:
Date:

Signature of the Shareholder / Beneficial Owner

VENUE ROUTE MAP:

Advitiya Trade India Limited

Hotel le Roi, 2206, RajguruRoad, ChunaMandi, Paharganj, New Delhi- 110055

