

AVI POLYMERS LIMITED

Registered Office: At Ambica Compound, Old H B Road, Ranchi – 834 001

Mobile: +91 7048360390, e-mail: avipolymer@gmail.com

Website: www.avipolymers.com CIN: L27204JH1993PLC005233

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the members of AVI Polymers Limited will be held at 11.00 a.m. on **Friday the 29th September, 2017** at the Registered Office of the Company situated at At Ambica Compound, Old H B Road, Ranchi – 834 001 to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2017 and Statement of Profit & Loss Account and Cash Flow Statement for the year ended on 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Mansukh Patel (DIN: 00162160) who retires by rotation and being eligible seeks re-appointment.
3. Ratification of Appointment of Auditors
To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139,142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/S S.S. Dasani & Co., (Firm Registration No. 116521W) , Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-fifth AGM of the Company to be held in the year 2018 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. **To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of section 196, 197 and 203 read with Companies (Appointment and Remuneration of managerial personnel) Rules, 2014 and Schedule V and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force), consent is hereby accorded

to extend term of Mr. Mansukh Patel (DIN: 00162160) as a Managing Director of the company for the further period of five years with effect from 30th September,2016 without any remuneration and on such other terms and conditions as may be mutually agreed between the board of directors of the company and Mr. Mansukh Patel.”

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution any director and Company Secretary of the Company be and is hereby authorised to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies, Jharkhand.”

**BY ORDER OF THE BOARD OF DIRECTORS OF
AVI POLYMERS LIMITED
CIN: L27204JH1993PLC005233**

Place: Ahmedabad

Date: 02/09/2017

**Mansukh Patel
Chairman and Managing Director
DIN:00162160**

Notes:

- 1 An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed as Annexure C hereto.
- 2 A member entitle to attend and vote is entitle to appoint a proxy to attend and vote on poll on his/her behalf and the Proxy need not be member of the company. Pursuant to Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the company. Members holding more than ten percent of the total share capital of the company may appoint a single person as Proxy, who shall not act as Proxy for any other 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.
- 3 Corporate members intending to send their authorized representative to attend the meeting are requested to send a certified true copy of the Board resolution to the company, authorizing their representative to attend and vote on their behalf at the meeting.
- 4 The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under Item No. 2 of the Notice, are also annexed as Annexure A hereto.

- 5 Members/ proxies should bring attendance slip, duly filled in, for attending the meeting. As proxy form and route map of venue of the 24th Annual General Meeting are annexed hereto.
- 6 Members / proxies attending the meeting should bring their copy of the Annual Report for reference at the meeting as Copies of Annual Report will not be distributed at the Annual General Meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote at the meeting.
- 7 The Register of Members and Share Transfer books of the company will remain closed from **Monday 25th September, 2017 to Friday 29th September, 2017.**(both days inclusive).
- 8 Members desirous of obtaining any information concerning the accounts and operations of the company are requested to address their questions to the company so as to reach at least 7 days before the date of the meeting, so that the information required will be made available at the meeting, to the best extent possible.
- 9 All documents referred to in the notice and the explanatory statement requiring the approval of the members at the meeting and other statutory register shall be available for inspection by the Members at the registered office of the company during office hours on all working days between 11.00 am to 1.00 p.m. on all days except Saturdays, Sundays and public holiday, from the date hereof up to the date of the annual general meeting.
- 10 The Notice of the 24th Annual General Meeting with instruction for e-voting, along with attendance slip and proxy form is being dispatched to the Members by Post (and electronically by e-mail to those Members who have registered their e-mail IDs with the Company /Depositories), unless any member has requested for physical copy of the Annual Report. Members may also note that the notice of the AGM for the year ended on 31st March, 2017 and the annual report 2016-17 will be available on the company's website www.avipolymers.com
- 11 Members are entitled to make nomination in respect of shares held in physical form. Members desirous of making nominations are requested to send their requests in Form SH-13 (specimen available on request) to the registered office of the Company. Members holding shares in electronic mode may contact their respective Depository Participants for availing the nomination facility.
- 12 The Securities Exchange Board of India has mandated the submission of PAN by every participant in the Securities Market. Members holding securities in electronic form are requested to submit their PAN to their Depository Participants. Members holding shares in physical form are required to submit PAN to Company.
- 13 Members who have not registered their email address with our Registrar and Transfer Agent MCS Share Transfer Agent Limited, if shares are held in physical mode or with their Depository Participants, if shares are held in electronic mode are requested to do so for receiving all future communications from the company including Annual Report, Notices, Circulars, etc, electronically.
- 14 **Voting through electronic means:** In compliance with provisions of Section 108 of the Companies Act, 2013 and 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 Obligation and Disclosure Requirements)

Regulations, 2015 , the Company is pleased to provide members facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting. The Company has signed an agreement with National Securities Depository Limited for facilitating such e-Voting by the Members. Kindly note that each Member can opt for only one mode for voting i.e. either by polling paper or by E-voting. However, in case members cast their vote both via Polling paper and e-voting, then voting through e-voting shall prevail and voting done by polling paper shall be treated as invalid. The detailed instructions for e-voting are given in the Annexure.

**BY ORDER OF THE BOARD OF DIRECTORS OF
AVI POLYMERS LIMITED
CIN: L27204JH1993PLC005233**

**Place: Ahmedabad
Date: 02/09/2017**

**Mansukh Patel
Chairman and Managing Director
DIN: 00162160**

ANNEXURES TO THE NOTICE

ANNEXURE: A

Details of the Director retiring by rotation and seeking Re-appointment at the 24th Annual General meeting pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard: 2 (SS:2) issued by ICSI and approved by the Central Government.

Name of the Director	Mr. Mansukh Patel
Father's Name	Ratan Patel
Date of Birth	24/08/1972
Qualification	Bachelor of Commerce
Date of Joining the Board of Director of the Company	01/03/1993
Number of Shares held in the Company	2,08,000
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil
Other Chairmanship / Membership of Committees of Board	Audit Committee Stakeholders Relationship Committee
Specific Functional Area	Accounts, Administrative and Finance
Relationship with Directors / inter-se KMP	He is the promoter of the company
Experience	24 Years
Terms and Conditions of appointment	Liable for retire by rotation
Remuneration sought to be paid and last drawn	NIL
Number of meeting of Board of Directors attended during the year	6 (Six)

ANNEXURE: B

Instructions for the voting through electronic means from the place other than venue of Annual General Meeting (Remote e-voting)

Members are requested to follow the below instructions to cast their vote through remote e-voting at ensuing 24th Annual General Meeting of the members of the company scheduled to be held on Friday , 29th September, 2017 at 11.00 a.m. at At. Ambica & co. Old H.B. Road Ranchi, Jharkhand- 834001

1. The remote e-voting period commences on 26th September, 2017 (9:00 am) and ends on 28th September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
2. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - i. Open email and open PDF file viz; “**e-voting.pdf**” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder – Login
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select “EVEN” of “AVI Polymers Limited”.
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - x. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to jalankesh@gmail.com with a copy marked to evoting@nsdl.co.in
3. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided as below/at the front of this letter

EVEN (Remote e-voting Event Number)

USERID

PASSWORD/PIN

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) Above, to cast vote.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: **1800-222-990**.
 5. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 6. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 7. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of 22nd September,2017**.
 8. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e **22nd September,2017** may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
 9. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following **toll free no.: 1800-222-990**.
 10. For the person who receives this notice and who is not a member as on the cut-off date **22nd September, 2017** should treat this notice for information purpose only.
 11. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 12. 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 through polling paper.
 13. Mr. Alkesh Jalan, Practicing Company Secretary (Membership No. ACS: 15677 CP: 4580) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 14. 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 “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 15. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 16. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.avipolymers.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited where the shares of the company are listed.

ANNEXURE C

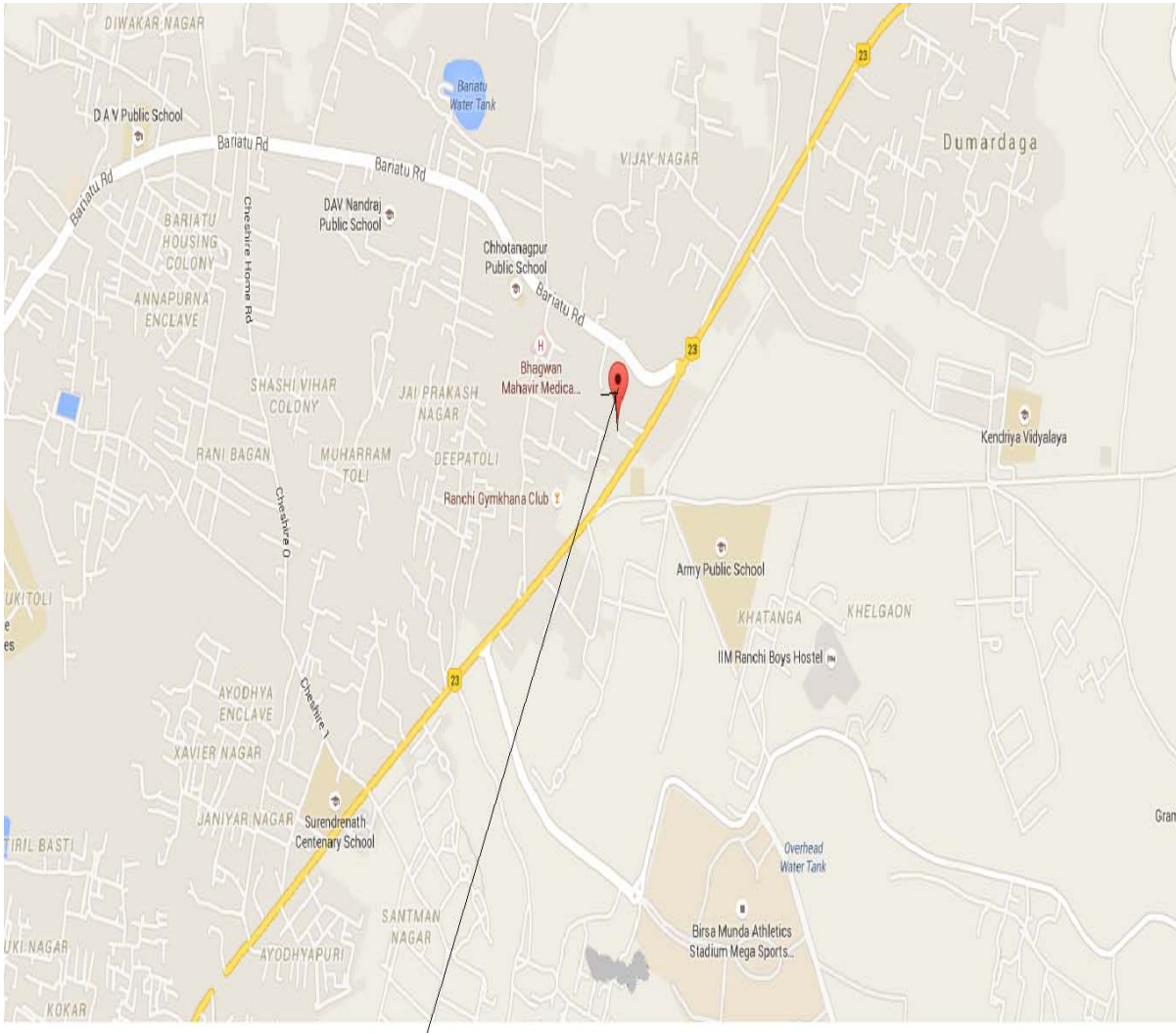
Explanatory Statement Pursuant to section 102 of the Companies Act, 2013 in respect of resolution at item no.4.

The Board of Directors at its meeting held on 30th September, 2016 extended terms of Mr. Mansukh Patel (DIN:00162160) as Managing Director of the company for the period of five years with effect from 30th September,2016 subject to approval of shareholders.

Mr. Mansukh Patel (DIN: 00162160) is a director of the company since incorporation. He looks after day to day operations and administration of the company. A brief profile of Mr. Mansukh Patel (DIN: 00162160) including his nature of expertise is as follows:

Name of the Director	Mr. Mansukh Patel
Father's Name	Ratan Patel
Date of Birth	24/08/1972
Qualification	Bachelor of Commerce
Date of Joining the Board of Director of the Company	01/03/1993
Number of Shares held in the Company	2,08,000
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil
Other Chairmanship / Membership of Committees of Board	Audit Committee Stakeholders Relationship Committee
Specific Functional Area	Accounts, Administrative and Finance
Relationship with Directors / inter-se KMP	He is the promoter of the company
Experience	24 Years
Terms and Conditions of appointment	As per Resolution passed by the Board of directors of the company dated 30 th September,2016
Remuneration sought to be paid and last drawn	NIL
Number of meeting of Board of Directors attended during the year	6 (Six)

Route map to the Venue of the AGM



Address of Registered office

At.Ambica& co.
Old H.B. Road,
Ranchi. Jharkhand-834001

AVI POLYMERS LIMITED

Registered Office: At Ambica Compound, Old H B Road, Ranchi – 834 001
Mobile: +91 7048360390, e-mail: avipolymer@gmail.com website: www.avipolymers.com
CIN: L27204JH1993PLC005233

ATTENDANCE SLIP

24th Annual General Meeting - September 29th, 2017

I hereby record my presence at the Twenty-third Annual General Meeting of the members of the Company held at Ambica Compound, Old H B Road, Ranchi – 834 001 on Friday, 29th day of September, 2017 at 11.00 a.m.

Full Name of the Member (in BLOCK LETTERS) _____

Regd. Folio No. _____

No. of Shares held _____

DP ID No. _____

Client ID No. _____

Full name of the Proxy (in BLOCK LETTERS) _____

Member's / Proxy's Signature _____

PROXY FORM

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

AVI POLYMERS LIMITED

Registered Office: At Ambica Compound, Old H B Road, Ranchi – 834 001
Mobile: +91 7048360390, e-mail: avipolymer@gmail.com website: www.avipolymers.com
CIN: L27204JH1993PLC005233

Name of the Member(s): Registered address: E-mail Id: Folio No./ Client ID: DP Id:
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I/We being the member(s) of _____ shares of the above named Company hereby appoint:

(1) Name: _____

Address: _____

E-mail Id: _____ or failing him;

(2) Name: _____

Address: _____

E-mail Id: _____ or failing him;

(3) Name: _____

Address: _____

E-mail Id: _____ or failing him;

as my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Friday 29th September, 2017 at 11.00 a.m. at At Ambica Compound, Old H B Road, Ranchi – 834 001 and at any adjournment thereof in respect of such resolution as are indicate below:

Resolution No	Particulars of Resolution	Voting	
		For	Against
	ORDINARY BUSINESS		
1	To receive, Consider and adopt the audited Balance Sheet as at 31 st March,2017 and Statement of Profit & Loss Account and Cash Flow Statement for the year ended on 31 st March, 2017 and the Reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Mr. Mansukh Patel(DIN: 00162160) who retires by rotation and being eligible seeks re-appointment.		
3	To ratify appointment of Auditors		
	SPECIAL BUSINESS		
4	To extend terms of Mr. Mansukh Patel (DIN: 00162160) as a Managing Director		

Signed this _____ day of _____ 2017

Signature of the member

Signature of proxy holder

Affix Revenue Stamp

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting.
2. It is optional to indicate your preference. If you leave the 'for', or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.