

NOTICE OF 38th ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2023-24

Notice is hereby given that the **38th Annual General Meeting** of the Members of **IND-AGIV COMMERCE LIMITED** ("Company") will be held on Saturday, 28th day of September, 2024 at 11:30 A.M. at, 09 to 12 B-Wing, Kanara Business Centre, Laxmi Nagar Off Ghatkopar Andheri Link Road, Ghatkopar (East), Mumbai – 400075 to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 01: To receive, consider and adopt:

- The Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2024, and the reports of the Board of Directors and Auditors thereon; and
- The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2024 and report of the Board of Directors and Auditors thereon.

ITEM NO. 02:

To appoint a director in place of Mr. Vashdev Bhagwandas Rupani (DIN: 01402074), who retires by rotation and being eligible, offers himself for re-appointment.

ITEM NO. 03:

To appoint a director in place of Mrs. Sushila Rupani (DIN: 02662096), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

ITEM NO. 04:

To appoint of M/s. H.G.sarvaiya & Company, Chartered Accountants, Mumbai, Auditor for financial year 2023-24, to fill up the casual vacancy due to resignation of present Auditor M/s.Sandeep Dhedia & Co., Chartered Accountants Mumbai.

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (The Rules), including any statutory modification(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors at its meeting held on 17/07/2024, M/s. H.G. Sarvaiya & Company, Chartered Accountants, Mumbai, (Firm Registration No. 115705W), be and is hereby appointed as statutory auditor of the company for the financial year 2023-2024, to fill casual vacancy caused by resignation of M/s.Sandeep Dhedia & Co., Chartered Accountants, Mumbai, (FRN 117695W).

"RESOLVED FURTHER THAT M/s. H.G. Sarvaiya & Company, Chartered Accountants Mumbai, (Firm Registration No: 115705W) be and is hereby appointed as statutory auditor of the company for the financial year 2023-2024, from the conclusion of this Annual General Meeting till the next Annual General Meeting of the company and that he shall be eligible for re-appointment in the next Annual General Meeting of the company to be held in the year 2024-2025, and that they shall conduct the statutory audit for the period ended 31st March, 2025, on such remuneration as may be fixed by the Board of Directors in consultation with them.

"RESOLVED FURTHER THAT any of the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things including fixing the remuneration in consultation with the Statutory Auditors, which may be deemed necessary and expedient to give effect to this resolution."

On Behalf of the Board of Directors
For IND-AGIV COMMERCE LIMITED



Mr. Lalit Lajpat Chouhan
Managing Director
DIN: 00081816

Date: 05/09/2024
Place: Mumbai

Note No. 1:

- a. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the special business is annexed hereto and forms part of the notice.
- b. In compliance with the Circulars, Notice of the 38th AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Company's Registrar and Share Transfer Agent / Depository Participants. Members may note that the Notice and the Annual Report for the financial year 2023-24 will also be available on the Company's website at www.agivavit.com, and website of BSE Limited at www.bseindia.com.

In view of the exemptions provided, no physical or hard copy of the Notice of the AGM and the Annual Report for the financial year 2023-24 will be sent to Members who have not registered their email address with the Company/Company's Registrar and Share Transfer Agent/Depository Participant(s).

- c. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since the AGM is being held in accordance with the Circulars through VC/OAVM, the facility for the appointment of proxies by the Members will not be available for this AGM.
- d. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- e. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
- f. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 21, 2024 to Saturday, September 28, 2024 (both days inclusive) for the purpose of 38th Annual General Meeting.
- g. Members are requested to intimate, indicating their Folio number, the changes, if any, in their registered address, bank account details, email addresses etc., to Company's Registrar and Share Transfer Agent, Universal Capital Securities Private Limited in case shares are held in physical mode and to their Depository Participant(s) in case the shares are held in dematerialized mode.
- h. To support the Green Initiatives, the Members who have not yet registered their email addresses are requested to register their email addresses with their Depository Participants in case shares are held by them in dematerialized mode and with the Company's Registrar and Transfer Agent, Universal Capital Securities Private Limited in case the shares are held by them in physical mode for receiving all communication from the Company/Registrar and Transfer Agent electronically.
- i. As per the provisions of section 72 of the Act, the facility for making nomination is available for the Members in respect of shares held by them. Members who have not yet registered their nomination may register the same by submitting Form No. SH-13 to their Depository Participant(s) in case shares are held by them in dematerialized mode and to Company's Registrar and Transfer Agent - Universal Capital Securities Private Limited, in case the shares are held in physical mode.
- j. To enhance ease of dealing in securities markets by investors, SEBI has decided that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated January 24, 2022) while processing the service request mentioned in the above notification (viz., Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Transmission, and Transposition etc.). Hence, the Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form. The Members, who are desirous to convert their physical holdings into dematerialized form, may contact the Depository Participant of their choice.
- k. Members are requested to address all correspondence, including dividend related matters to Company's Registrar and Share Transfer Agent, Universal Capital Securities Private Limited, C-101, 247 Park, 1st Floor, LBS Road, Gandhi Nagar, Vikhroli (West), Mumbai – 400 083 or write to them at their e-mail id: ram@unisec.in or info@unisec.in.
- l. SEBI has mandated the submission of PAN, KYC details and nomination details by holders of physical securities by March 31, 2024 vide its circular Number SEBI / HO / MIRSD / MIRSD_RTAMB / P / CIR / 2021 / 655 dated November 3, 2021. Members are requested to submit their PAN, KYC and nomination details to the Company's Registrar and Share Transfer Agent, Universal Capital Securities Private Limited at ram@unisec.in or info@unisec.in Pursuant to the SEBI Circular, the Company has sent

letters to the shareholders holding shares in physical form to furnish the KYC details which are not registered in their respective folios.

In case a holder of physical securities fails to furnish these details before the due date, the Company's Registrar and Share Transfer Agent are obliged to freeze such folios. The securities in the frozen folios are eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on September 30th, 2024, the Registrar and Transfer Agent / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

- m. Corporate/Institutional Members intending to authorize their representatives to participate in the AGM through VC and vote either through remote e-voting or voting during the AGM are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., to the Scrutinizer by email to ssrauthan@ssrgroupindia.in with a copy marked to ram@unisec.in and investor@agivavit.com. The scanned image of the above-mentioned documents should be in the naming format "IND-AGIV COMMERCE LIMITED 38th Annual General Meeting".
- n. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under section 189 of the Act will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members up to the date of the AGM. Members seeking to inspect such documents can send an email to investor@agivavit.com.
- o. The relevant details, pursuant to Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking reappointment at this AGM are provided in the annexure to this Notice.
- p. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the Route Map, Attendance Slip and Proxy Form are not attached to this Notice.

A) For Shareholders having De-mat in NSDL:

- All the Issuers are requested to use the Issuer Portal <https://issuer.nsd.com> for providing the information of upcoming events requiring voting. You need to click on Login button and provide your login credentials for successful authentication.
- Issuers who are already registered in Issuer Portal can use existing login credentials to access e-Voting feature for providing details of upcoming events requiring voting.
- For detailed procedure you may refer Note No. 3.
- For any queries in respect of registration and access / login credential on issuer services portal, the same can be addressed on group Email ID viz., issuer.registration@nsdl.co.in
- For any queries in respect e-Voting, the same can be addressed on group Email ID viz., evoting@nsdl.co.in.

B) For Shareholders having De-mat in CDSL:

- All the Issuers can access the Issuer Centre Portal from Home page of CDSL website <https://www.cdslindia.com> from Issuer Centre Tab or click on link <https://issuercentre.cdslindia.com/Home/Login> to access issuer center portal and for providing the details of their upcoming AGMs requiring voting to depository.
- Existing Issuers who are already registered with CDSL Issuer Centre Portal can use their existing login credentials to access the new e-Voting feature for providing details of upcoming events requiring voting.
- Those Issuers who have not yet registered with issuer center portal, the login credential will be sent separately on their Registered Email ID available with depository.
- For detailed procedure you may refer Note No. 3.
- Queries regarding the same may be addressed to CDSL – Helpdesk: on telephone numbers (022) 2305-8542, 2305-8543, 2305-8738, Emails may be sent to: helpdesk.evoting@cdslindia.com.

Note No. 2:

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- i) The voting period begins on 25th September, 2024, Wednesday (9.00 a.m.) and ends on 27th September, 2024, Friday (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on Thursday, 21st September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The book closure date, 21st September, 2024 to, 28th September, 2024 (Both days inclusive).
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the

meeting venue.

- iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iv) Click on "Shareholders" module.
- v) Now enter your User ID:

For CDSL: 16 digits beneficiary ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID	Shareholders holding shares in Physical Form should enter Folio Number registered with the Company	Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at https://www.cdslindia.com from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
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- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in de-mat 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.

viii) If you are a first-time user follow the steps given below:

Particulars	For Shareholders holding shares in De-mat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both de-mat shareholders as well as physical shareholders) Shareholders 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 Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your de-mat account or in the company records in order to login. 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 (v).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in de-mat 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 de-mat 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.
- xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii) 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.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii) If a de-mat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from play Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

a) To obtain Login Credentials

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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to Company/RTA email id. i.e. investor@agivavit.com / ram@unisec.in.	For De-mat shareholders - please provide De-mat 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), AADHAAR (self-attested scanned copy of Aadhaar Card) to Company/RTA email id. i.e. investor@agivavit.com / ram@unisec.in.
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b) Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI. etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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.

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- 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.

Note No. 3

Change / Updation of KYC

1. Pursuant to Regulation 40 of Listing Regulations read with SEBI Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th September 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 as may be amended from time to time ("Investor Requests Circulars"), the Members holding shares in physical mode are requested to update their PAN, address with pin code, email address, mobile number, bank account details, specimen signature and nomination by holders of physical securities ('KYC Details') with **Link Intime India Private Limited** ("RTA") and/or the Company. Members holding shares in electronic form are requested to furnish details for change/updation of KYC Details to their respective Depository Participant.
2. In order to update KYC Details, the Members are required to submit duly signed relevant forms ISR-1, ISR-2, ISR-3, ISR-4, SH-13 and SH-14 as may be amended from time to time ("Forms") along with required supporting documents as stated in the respective Forms, if any. The Forms are available on Company's website at <https://www.agivavit.com>.
3. The Members may submit the duly signed Forms in order to update their KYC Details through any one of the following modes for submission:
 - i) **In Person Verification (IPV):** by producing the originals to the authorised person of the RTA, who will retain copy (ies) of the document(s).

- ii) **In hard copy:** by furnishing self-attested photocopy (ies) of the relevant documents, with date.
- iii) **With e-sign:** In case your email is already registered with us, you may send the scanned copies of your KYC.

Details with e-sign only from your registered email ID at our dedicated email-id: ram@unisec.in .

Kindly mention the email subject line as 'KYC Updation - (Company Name) Folio No: _____'.

- 4. All the requests relating to issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission; transposition will be processed upon receipt of relevant documents along with requisite Forms on which RTA will issue Letter of Confirmation to the shareholder/claimant with a validity of 120 days, basis which the shareholder/ claimant has to dematerialize the shares in order to give effect to the requests. If shareholder/claimant fails to submit the de-mat request within the aforesaid period of 120 days from the date of Letter of Confirmation, RTA/Company shall credit the securities to the suspense escrow de-mat account of the Company.
- 5. The folios wherein any one of the cited KYC Detail is not available with the Company and / or RTA on or after 1st April 2023 shall be frozen as per the Investor Requests Circulars.
- 6. If the folios continue to remain frozen as on 30th September 2024, the frozen folios shall be referred by RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002.

**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO
SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 4:-

Pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, as amended, M/s. Sandeep Dhedia & Co., Chartered Accountants, Mumbai (Firm Registration No.: 117695W) were appointed as the Statutory Auditors of the Company by the Members at the Annual General Meeting for a term of 5 (Five) years.

Further, due to personal reasons, M/s. Sandeep Dhedia & Co., Chartered Accountants, Mumbai, (Firm Registration No.: 117695W) were unable to conduct the Statutory Audit for the Financial Year 2023-2024.

The Board of Directors pursuant to the resolution passed at their meeting held on 17/07/2024 appointed M/s. H.G. Sarvaiya & Company, Chartered Accountants, Mumbai, (Firm Registration No.: 115705W) and they have consented to the said appointment and confirmed that their appointment, if made will be within the limits specified under section 141(3)(g) of the Act and will be in compliance with the eligibility criteria / requirements specified under the Companies Act, 2013.

Appointment of Statutory Auditors due to casual vacancy requires the approval of shareholders. Hence, the Board recommends this resolution set out in Item No. 4 as an Ordinary Resolution for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution, as set out at Item No. 4 of the Notice.

ATTENDANCE SLIP

38th ANNUAL GENERAL MEETING

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting.

Name of the Shareholder	
Registered Address	
No. of Shares Held	
Registered Folio No.	

I certify that I am a registered shareholder/ proxy/an authorized representative for the above named shareholder of the Company. I hereby record my presence at the Extra - Ordinary General Meeting of Ind Agiv Commerce Limited on Saturday, September 28, 2024 at 11:30 a.m. at the Registered Office of the Company at 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai – 400075.

Signed this _____ day of _____ 2024.

Name of the Member / Proxy
(in block letters)

Signature of the Member / Proxy

Note:

1. Only Members/Proxy holders can attend the meeting.
2. Members/Proxy holders are requested to bring the duly completed Attendance slip with them and hand it over to the entrance, affixing their signature on the slip.

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]

CIN: L32100MH1986PLC039004

Name of the Company: Ind Agiv Commerce Limited

Registered office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Email: info@unisec.in / ram@unisec.in

We being the member of Dalton Fashions (India) Private Limited holding shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:

or failing him

2. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 38th Annual General Meeting of members of the Company, to be held on Saturday, September 28, 2024 at 11:30 a.m. at, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Particulars

Signed this ____ day of _____ 2024.

Affix
Revenue
Stamp

Signature of Authorized Signatory

Signature of Proxy holder(s)

Note: 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.

ROUTE MAP OF THE VENUE OF THE MEETING

