

**ADITYA VISION LIMITED**  
**CIN: L32109BR19999PLC008783**

**Registered Office:** M 15, S.K. Nagar, Main Road, Patna, Bihar- 800001.

**NOTICE OF 19<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the **Nineteenth (19<sup>TH</sup>)** Annual General Meeting of the members of **ADITYA VISION LIMITED** will be held on Thursday, 20<sup>th</sup> September 2018 at 11.00 a.m. at 9 to 9 Banquet Hall (Shapphire), Nutan Plaza, Bandar Bagicha, Patna-800001, Bihar, to transact the following business:

**ORDINARY BUSINESS**

**Item No. 1 Adoption of Financial Statements**

To receive, consider, approve and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2018 and the Report of the Board of Directors' and Auditors' thereon.

**Item No. 2 - Appointment of Director**

To appoint a Director in place of Mrs. Sunita Sinha (DIN 01636997) who retires by rotation and, being eligible, offers himself for reappointment.

**Item No. 3 - Appointment of Statutory Auditors**

To appoint the Statutory Auditors.

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

**“RESOLVED THAT** pursuant to the provisions of Section 139 read with the Rule 4 of the Companies (Audit and Auditors) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013, M/S O.P.Tulsyan & Co., Chartered Accountants, having Membership No. 044173 and Firm Registration No 500028N, as issued by the Institute of Chartered Accountants of India, be and hereby appointed as a Statutory Auditors of the Company to holds the office till the conclusion of the next Annual General meeting of the Company, at a remuneration as may be decided by the Board of Directors of the Company in addition to reimbursement of all out-of-pocket expenses in connection with the audit of accounts of the Company.

**By Order of the Board of Directors**  
**For Aditya Vision Limited**

Place : Patna  
Date: 25<sup>th</sup> August, 2018

**Akanksha Arya**  
Company Secretary  
ACS-45021

## Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Proxies in order to be effective must be received by the Company, at its Registered Office not less than 48 hours before the Meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Book of the company will remain closed from **Friday, September 14, 2018 to Thursday, September 20, 2018** (both days inclusive) for the purpose of the 19<sup>th</sup> Annual General Meeting.
3. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to send their queries to the company at least seven days before the Meeting at its registered office, so that information required by the members may be available at the meeting.
4. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during office hours on all working days between 10.00 a.m. to 5.00 p.m. from the date of hereof up to the date of the Annual General Meeting.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding share in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, M/s Cameo Corporate Services Ltd.
6. Members are requested to notify the change in their address to the Registrar and Share Transfer Agent of the company.
7. There is no any Special Business required by the Company so, Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is not annexed in the Notice.
8. Electronic Copy of the Annual report for 2017-2018 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purpose unless any members has requested for a hard copy of the

same. For members who have not registered their email address, physical copies of the Annual Return for 2017-2018 are being sent in the permitted mode.

9. Electronic Copy of the Notice of the 19<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purpose unless any members has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 19<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
10. Members may also note that the Notice of the 19<sup>th</sup> Annual General Meeting and the Annual report for 2017-2018 will also be available on the Company website [www.adityavision.in](http://www.adityavision.in) for their download.
11. Members attending the meeting are requested to bring their copy of the Annual Report and the attendance slip attached thereto dully filled in and signed and hand over the same at the entrance of the hall.
12. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company / Registrars and Transfer Agent, M/s. Cameo Corporate Services Ltd.
13. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
14. Details under Regulation 36(3) of the Listing obligations with the Stock Exchange in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the company electronically.
16. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
17. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company/Depository participants for admission to the meeting hall. Members who

hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.

## **18. Voting Through Electronic Means:**

### **General Information:**

- (a) Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).
- (b) The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the AGM. The members attending the AGM, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.
- (c) The voting rights of members shall be in proportion of the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, September 13, 2018.
- (d) The Company has appointed Ms. Ekta Kumari, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.
- (e) The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the company and make not later than two days of the conclusion of AGM, a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by the Chairman in writing, who shall countersign the same and declare on the validity forthwith. The Scrutinizer's decision on the validity of the votes shall be final and binding.
- (f) The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.adityavision.in](http://www.adityavision.in) and on the website of CDSL e-Voting immediately after the declaration of results by the Chairman or a person authorized by him in writing. The result will also be communicated to BSE Limited, where the shares of the Company are listed.

The instruction to members for voting electronically are as under:

- I. The voting period begins on **Monday, September 17, 2018 at 09.00 a.m. and ends on Wednesday, September 19, 2018 at 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 (record date) of Thursday, September 13, 2018** may cast their vote electronically. A person who is not a member as on cut-off date should treat this notice for information purpose only. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on September 23, 2018.
- 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](http://www.evotingindia.com).
- IV. Click on Shareholders.
- V. 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.
- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier 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:

	For Members holding shares in Demat Form and Physical Form
<b>PAN</b>	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
<b>Dividend Bank Details or Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

	<ul style="list-style-type: none"><li>• 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)</li></ul>
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- IX. After entering these details appropriately, click on “SUBMIT” tab.
- X. 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.
- XI. For Members 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 <Aditya Vision Limited>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 demat 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. Note for Non-Individual Shareholders and Custodians:

- ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - ❖ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - ❖ The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- XX. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
19. A route map showing directions to reach the venue of 19<sup>th</sup> AGM is given at the end of this Notice as per the requirement of Secretarial Standards -2 on “General Meeting.”

**ANNEXURE TO ITEM NO. 2 OF THE NOTICE**

**Details of the Director seeking re-appointment at the forthcoming  
Annual General Meeting**

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015) and  
Secretarial Standard on General Meetings (SS-2)]

<b>Name of the Director</b>	Sunita Sinha
<b>Date of Birth</b>	01.06.1963
<b>Age</b>	54
<b>Nationality</b>	Indian
<b>Qualification</b>	Bachelor of Arts
<b>Experience</b>	She has more than 16 years of experience in the business and industry. She looks after day to day routine operational activities of our Company
<b>Terms and Conditions of appointment or re-appointment</b>	Appointed as Non Executive Director liable to retire by Rotation
<b>Date of Appointment on Board</b>	31.03.1999
<b>Shareholding in the Company</b>	22,85,250 equity shares (16.20%) of Rs. 10/- each
<b>Relationships with other Directors, Manager and other Key Managerial Personnel</b>	Mrs. Sunita Sinha is the wife of Managing Director Mr. Yashovardhan sinha
<b>No. of Meetings of the Board attended during the year</b>	5 meetings held during the Financial year 2017-2018. She was present in all the Meetings.
<b>Directorships of other Indian Companies</b>	Aditya Consumer Vision Limited Aditya Consumer Marketing Limited
<b>Membership/ Chairmanship of Committees of other Companies</b>	No Memberships / Chairmanships of Committees of other Companies.
<b>Membership/ Chairmanship of Committees of this Companies</b>	1. Member of Audit Committee 2. Member of Stakeholders Relationship Committee 3. Member of Nomination & Remuneration Committee

**By Order of the Board of Directors  
For Aditya Vision Limited**

Place: Patna  
Date: 25.08.2018

**Akanksha Arya**  
Company secretary  
ACS-45021



**19<sup>th</sup> ANNUAL GENERAL MEETING**

**Date : Thursday, 20<sup>th</sup> September, 2018**

**Time : 11.00 a.m.**

**Venue : 9 to 9 Banquet Hall, (Shapphire), Nutan Plaza, Bander Bagicha, Patna-800001, Bihar.**

**Route Map to the venue of AGM**

