



NOTICE

NOTICE is hereby given that the Thirty Third Annual General Meeting (AGM) of the members of **Adventz Securities Enterprises Limited** will be held on Saturday, 16th September, 2017, at 11:00 a.m. at the Registered Office of the Company at "Hongkong House", 31, B. B. D. Bagh(s), Kolkata - 700 001, to consider the following business:

Ordinary Business: Ordinary Resolution

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017, together with the Reports of the Board of Directors and Auditors thereon.

2. Appointment of Director

To appoint a Director in place of Mr. Gaurav Agarwala (DIN: 00201469) who retires by rotation and being eligible offers himself for re-appointment.

3. Appointment of Statutory 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 other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendation of the Audit Committee of the Company, M/s. Chaturvedi & Company, Chartered Accountants (Firm Registration No. 302137E), be and are hereby appointed as the Statutory Auditors of the Company, in place of retiring auditors M/s B. Chhawchharia & Company, Chartered Accountants (Firm Registration No. 305123E), to hold office from the conclusion of this 33rd Annual General Meeting until the conclusion of the 38th Annual General Meeting, subject to ratification by the members every year, as applicable, on such remuneration as may be decided by the Board of Directors of the Company."

Special Business: Special Resolution

4. Appointment of Mr. Devendra Khemka as the Manager

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 199, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), Mr. Devendra Khemka, the Chief Financial Officer of the

ADVENTZ SECURITIES ENTERPRISES LIMITED

Hongkong House, 31 B. B. D. Bagh (South), Kolkata - 700 001, Tel.: +91-33-2248 8891,

Fax: +91-33- 2243 7215 Email: corp@poddarheritage.com

CIN : L36993WB1995PLC069510





Company be and is hereby appointed as the Manager of the Company, and for a period of 5(Five) years with effect from 22nd December, 2016, on such terms and conditions as may be decided by the Board of Directors and Mr. Devendra Khemka shall herewith hold the position of Manager-cum-CFO of the Company.”

Registered Office:

Hongkong House
31, B. B. D. Bagh(s)
Kolkata - 700 001
Phone: 033- 2248 8891
Fax: 033- 2243 7215
Email: corp@poddarheritage.com
Website: www.poddarheritage.com
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By Order of the Board of Directors
For Adventz Securities Enterprises Limited

Punam Singh

Company Secretary

ICSI Membership No: 38649

Dated: 11thAugust, 2017



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NOTES:

1. PROXIES:

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her stead on a poll and the proxy need not be a member of the company.

Proxies in order to be effective must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. Any person holding more than 10% of the total Equity Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member.

Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.

Members, Proxies and Authorised Representatives are requested to bring to the meeting, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. Duplicate attendance slip or copies of the Report and Accounts will not be made available at the AGM venue.

2. Explanatory Statement

Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.

3. Communication:

Electronic copy of the Notice of the Annual General Meeting (AGM) along with the Annual Report 2016-2017 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's Registrar and Share Transfer Agents / Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email IDs, physical copies of the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through permitted mode.

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Members are requested to support Green initiative by registering/updating their e-mail addresses with the Depository participant (in case of shares in dematerialized form) or with Zuari Investments Limited (in case of Shares held in physical form).

Members may also note that the Notice of the 33rd AGM and the Annual Report for FY 2016-17 will be available on the Company's website www.poddarheritage.com for their download and also on the website of Central Depository Services (India) Limited viz. www.evotingindia.com. For any communication, the shareholders may also send requests to the Company's investor email id: corp@poddarheritage.com.

4. Route Map:

A route map showing directions to reach the venue of the 33rd AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".

5. Registrar & Share Transfer Agents and Depository Participant:

M/s Zuari Investments Limited is the Registrar and Share Transfer Agent (RTA) of the Company. All investor related communication may be addressed to the following address:

Registered Office:

M/s Zuari Investments Limited

Jai Kisaan Bhawan

Zuarinagar,

Goa - 403726

Tel no.91-0832-2592509

Corporate Office:

M/s Zuari Investments Limited

5, Commercial Centre

Jasola, New Delhi - 110025

Contact Personnel: Mr. Krishan Kant:

Tel no.: 91-011-46581300, 91-011-41697900

Fax no.91-011-40638679

Members holding Shares in physical mode are requested to intimate changes in their address to M/s Zuari Investments Limited. Members holding Shares in electronic mode are requested to send the intimation for change of address to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

Members are further requested to intimate directly to the Company's Registrar and Share Transfer Agent

- a) changes, if any in their address at an early date
- b) apply for consolidation of folios, if shareholdings are under multiple folios
- c) quote ledger folio numbers in all their correspondence
- d) send their share certificate(s) for consolidation
- e) members holding shares in physical format and desirous of making/changing nomination in respect of their holding forms for making nominations as per section 72 of the Companies Act, 2013 in prescribed Forms SH-13 and SH-14.
- f) to send their email address for forwarding all communication on mail as per green initiatives of Ministry of Corporate Affairs



6. The Register of Members and Share Transfer Books of the Company shall remain closed from **Monday, 11th September 2017 to Saturday, 16th September 2017**, (both days inclusive).
7. Members holding shares in the physical format are advised to dematerialize their shares to avail easy liquidity and to prevent loss of physical certificates.
8. PAN Submission:
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 details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents/Company.
9. Inspection by Members:
All Statutory Registers and relevant documents referred to in the Notice and the Explanatory Statement, if any, shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 10.30 a.m. to 5.00 p.m. upto the date of the Annual General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
10. A brief resume of each of the director/directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Clause 1.2.5 of Secretarial Standards-2 on General Meetings, pertaining to Details of Directors seeking Appointment/ Reappointment at the Annual General Meeting is annexed herewith as Annexure 1 and will also be furnished in the report on Corporate Governance.
11. Members who wish to obtain further information on the Financial Statements for the year ended March 31, 2017, may send their queries at least seven days before the Annual General Meeting addressed to Company Secretary at the registered office of the Company or at Email ID: corp@poddarheritage.com.



12. Voting through Electronic Means

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures 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 33rd AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

Please note that members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again. Members are requested to follow the instruction below to cast their vote through e-voting.

The instructions for e-voting are as under. Members are requested to follow the instructions below to cast their vote through e-voting:

Commencement of remote e-voting : **Tuesday, 12th September 2017, 09.00 a.m.**
End of remote e-voting : **Friday, 15th September, 2017, 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 Monday, 09th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Scrutinizer: The Company has appointed Mr. Atul Kumar Labh., Practicing Company Secretary (FCS No. 4848/C.P. No. 3238), as Scrutinizer for conducting the electronic voting process (both remote e-voting and voting at the AGM through physical ballots) in a fair a transparent manner.

Instruction and other information relating to e-voting are as under:

- I. In case of Members receiving e-mail:
 - (i) Log on to the remote e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select "**Adventz Securities Enterprises Limited**" from the drop down menu and click on "SUBMIT"
 - (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 voting of any company, then your existing password is to be used.
- (vii) However, if you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<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"> 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 – excluding special character and space. (viz., if your name is Ramesh Kumar with sequence number 00000001 then enter RA00000001 in the PAN field. – Sequence Number is communicated in the Attendance Slip.)
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter your DP ID Together with Client ID or Registered Folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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 remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Adventz Securities Enterprises Limited> on which you choose to vote.



