



## NOTICE

**NOTICE** is hereby given that the Thirty Second Annual General Meeting (AGM) of the Shareholders of **Adventz Securities Enterprises Limited** will be held on Thursday, 15<sup>th</sup> September, 2016 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

1. **Adoption of Financial Statements**

To receive, consider and adopt

a) the Standalone Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2016 consisting of Balance Sheet as at 31<sup>st</sup> March, 2016 and the Statement of Profit & Loss, Cash Flow Statement, for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

b) the Consolidated Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2016 consisting of Balance Sheet as at 31<sup>st</sup> March, 2016 and the Statement of Profit & Loss, Cash Flow Statement, for the year ended on that date and the Reports of the Auditors thereon.

2. **Appointment of Director**

To appoint a Director in place of Mr. Akshay Poddar (DIN: 00008686) who retires by rotation and being eligible offers himself for re-appointment.

3. **Ratification of Appointment of Statutory Auditors**

To ratify the appointment of Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration and to pass the following resolution as an ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s B. Chhawchharia & Company, Chartered Accountants having Firm Registration No. 305123E as Statutory Auditors of the Company be and is hereby ratified to hold office from the conclusion of the 32<sup>nd</sup> Annual General Meeting to the conclusion of the next Annual General meeting at remuneration to be determined by the Board of Directors / Audit Committee.”

**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](mailto:corp@poddarheritage.com)  
Website: [www.poddarheritage.com](http://www.poddarheritage.com)  
CIN: L36993WB1995PLC069510

By Order of the Board of Directors  
**For Adventz Securities Enterprises Limited**

Punam Singh  
**Company Secretary**  
Membership No: 38649

**Dated: 30<sup>th</sup> May, 2016**

### **ADVENTZ SECURITIES ENTERPRISES LIMITED**

Hongkong House, 31 B. B. D. Bagh (South), Kolkata - 700 001, Tel.: +91-33-2248 8891/92  
Fax: +91-33- 2243 7215 Email: [corp@poddarheritage.com](mailto:corp@poddarheritage.com)  
CIN : L36993WB1995PLC069510

**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 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.*

**2. Communication:**

Electronic copy of the Notice of the Annual General Meeting (AGM) along with the Annual Report 2015-2016 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.

Members may also note that the Notice of the 32<sup>nd</sup> Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website at [www.poddarheritage.com](http://www.poddarheritage.com) for their download. For any communication, the shareholders may also send requests to the Company's investor email id: [corp@poddarheritage.com](mailto:corp@poddarheritage.com)

**3. 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
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 9<sup>th</sup> September, 2016, 2016 to Thursday, 15<sup>th</sup> September, 2016 (both days inclusive)
  5. Members holding shares in the physical format are advised to demat their shares to avail easy liquidity and to prevent loss of physical certificates.
  6. 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.
  7. Inspection by Members:  
All Statutory Registers and relevant documents referred to in the Notice and the Explanatory Statement 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. 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.
  8. Information pursuant to Regulation 36 of the SEBI (LODR) Regulation, 2015 pertaining to Director's seeking appointment/re-appointment is furnished in the report on Corporate Governance and forms an integral part of the notice.
  9. Members who wish to obtain further information on the Financial Statements for the year ended March 31, 2016, 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](mailto:corp@poddarheritage.com).

#### **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 members facility to exercise their right to vote by electronic means. As an

alternative to vote physically at the AGM, the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under. 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 : Monday, 12<sup>th</sup> September, 2016, 9.00 a.m.  
End of remote e-voting : Wednesday, 14<sup>th</sup> September, 2016, 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 Tuesday 6<sup>th</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

1. In case of Members receiving e-mail:
  - (i) Log on to the remote e-voting website [www.evotingindia.com](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <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 – 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.)</li> </ul>
DOB	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.

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"> <li>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.</li> </ul>
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- (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.
- (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 out print of the voting done by you 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) **Note to Non- Individual Shareholders/ Institutional shareholders**
- Non-Individual shareholders/Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp & 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 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (xix) (a) Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.
- (b) The remote e-voting period begins on Monday, 12<sup>th</sup> September, 2016, 9.00 a.m. and ends on Wednesday, 14<sup>th</sup> September, 2016, 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form as on cut-off date 06<sup>th</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (c) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
2. Institutional members/Body Corporates (i.e. other than individuals, HUF, NRI etc.) who are authorized to vote, 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) through e-mail at [asit@aklabh.com](mailto:asit@aklabh.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) before 15<sup>th</sup> September, 2016 without which the vote shall not be treated as valid.
  3. In case you have any queries or issues regarding e-voting, please contact the Company or Registrar & Share Transfer Agent or send mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [corp@poddarheritage.com](mailto:corp@poddarheritage.com).
  4. The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company.
  5. Scrutinizer: The Company has appointed Mr. Asit Kumar Labh., Practicing Company Secretary (ACS No. 32891/C.P. No. 14664), 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.
  6. 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, within 48 hours 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.

7. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.poddarheritage.com](http://www.poddarheritage.com) and on the website of CDSL within three (3) days of passing of the resolutions at the AGM of the Company. The results will also be communicated to CSE where the shares of the Company are listed.
8. A facility for voting through Ballot Paper is being made available at the Annual General Meeting of the Company and the Members attending the meeting who have not cast their vote by remote e-voting can exercise their right during the meeting on 15<sup>th</sup> September, 2016 between 11.00 a.m. till the conclusion of the meeting.
9. The notice of Annual General Meeting, together with the route map will be sent to the members' atleast 23 days in advance, whose names appear in the register of members / depositories as at closing hours of business, on 06<sup>th</sup> September, 2016 the cut-off date and will also be displayed on the website of the Company at [www.poddarheritage.com](http://www.poddarheritage.com) .

**Registered Office:**

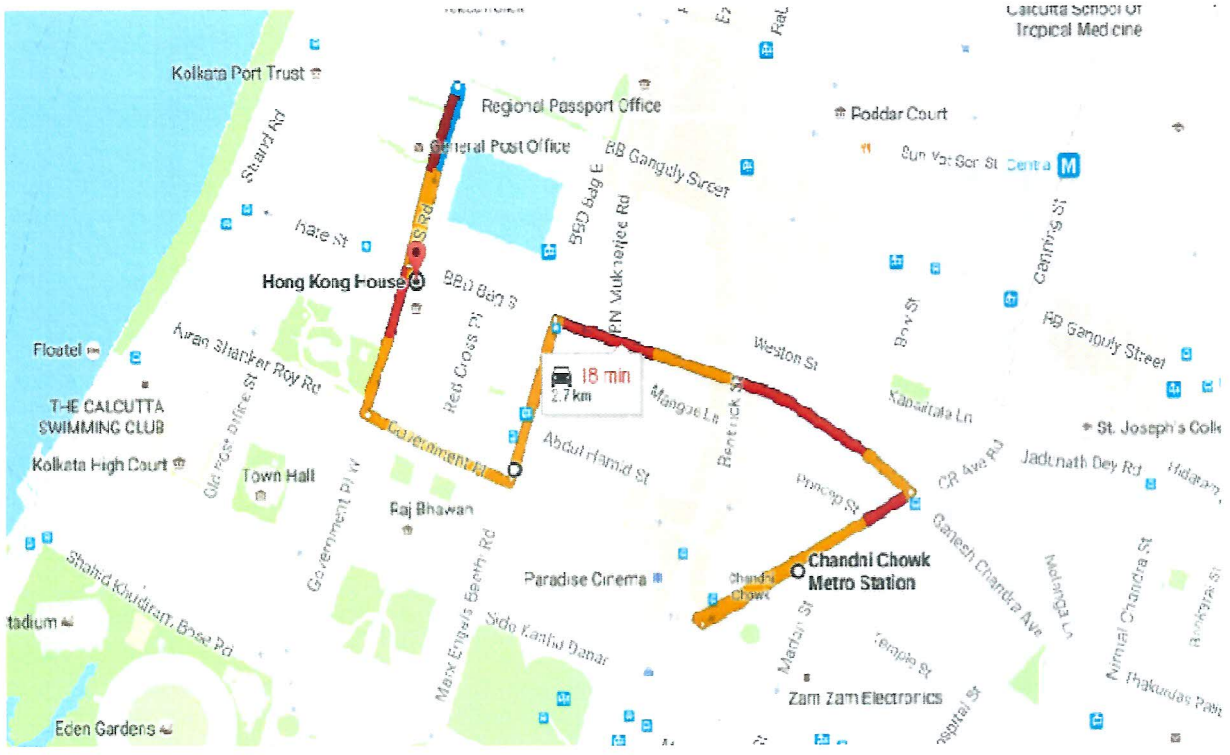
Hongkong House  
31, B. B. D. Bagh(s)  
Kolkata – 700 001  
Phone: 033- 2248 8891  
Fax: 033- 2243 7215  
Email: [corp@poddarheritage.com](mailto:corp@poddarheritage.com)  
Website: [www.poddarheritage.com](http://www.poddarheritage.com)  
CIN: L36993WB1995PLC069510

By Order of the Board of Directors  
**For Adventz Securities Enterprises Limited**



Punam Singh  
**Company Secretary**

NAME : PUNAM SINGH  
MEMBERSHIP NO.  
(ICSI) - A38649  
ADD. - 4, N. G. BASAK ROAD,  
DUM DUM, KOLKATA-700080





## Annexure to the Notice

Mr Akshay Poddar is an alumnus of the renowned London School of Economics & Political Science, University of London and graduated with Honours in Accounting & Finance in 1999. A man of wide ranging interests, Mr Poddar is currently serving as an Executive Committee Member of Indian Chamber of Commerce and is on the Board of Young Presidents Organisation (YPO), Calcutta Chapter. He is also a member of Young Leaders Forum (YLF) and The Indus Entrepreneurs (TIE). He is a Past President of Entrepreneurs' Organization, Kolkata Chapter

Date of Birth	20.07.1976		
Date of Appointment	28.04.2001		
Qualification	Graduate from London School of Economics		
Experience	He is a dynamic person possessing good working experience on the affairs of the Company. He also has excellent knowledge in capital markets worldwide.		
Directorship in other Public Limited Companies apart from this Company	<b>Public Limited Companies</b>		
	1	Lionel Edwards Limited	Director
	2	Lionel India Limited	Director
	3	Texmaco Infrastructure & Holdings Ltd	Director
	4	Texmaco Rail & Engineering Ltd	Director
	5	Zuari Agro Chemicals Limited	Director
	6	Mangalore Chemicals & Fertilizers Ltd	Director
Chairman / Member of the Committee in which he is a Director apart from this Company		<b>Name of the Company</b>	<b>Committee</b>
	1	Texmaco Infrastructure & Holdings Ltd	Audit Committee  Investors/Shareholders Grievance and Share Transfer Committee  Nomination & Remuneration Committee.
	2	Texmaco Rail & Engineering Ltd	Investors/Shareholders Grievance and Share Transfer Committee  Nomination & Remuneration Committee.
	3	Zuari Agro Chemicals Ltd	Nomination & Remuneration Committee  CSR Committee

Shares of the Company held by Mr. Akshay Poddar, himself or for any other person on beneficial basis as on 31<sup>st</sup> March, 2016 is NIL.

**ADVENTZ SECURITIES ENTERPRISES LIMITED**  
**CIN: L36993WB1995PLC069510**  
**Registered Office: "HONGKONG HOUSE", 31 B.B.D. Bagh (S), Kolkata -700001, West Bengal**  
**E-Mail ID: [corp@poddarheritage.com](mailto:corp@poddarheritage.com)**  
**Website: [www.poddarheritage.com](http://www.poddarheritage.com)**

**PROXY FORM**  
**FORM No. MGT – 11**

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

CIN : L36993WB1995PLC069510

Name of Company : ADVENTZ SECURITIES ENTERPRISES LIMITED

Registered Office : "HONGKONG HOUSE", 31 B.B.D. Bagh (S), Kolkata - 700001, West Bengal

Name of the Member (s) : \_\_\_\_\_

Registered Address : \_\_\_\_\_

E-mail ID : \_\_\_\_\_

Folio No/Client ID No. : \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of above named company, hereby appoint:

- (1) Name : \_\_\_\_\_ E-mail Id : \_\_\_\_\_  
 Address : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him
- (2) Name : \_\_\_\_\_ E-mail Id : \_\_\_\_\_  
 Address : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him
- (3) Name : \_\_\_\_\_ E-mail Id : \_\_\_\_\_  
 Address : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32<sup>nd</sup> Annual General of the Company, to be held on the 15<sup>th</sup> day of September, 2016, Thursday at 11.00 a.m. at the Registered Office of the Company at Hongkong House, 31, B.B.D. Bagh(s), Kolkata – 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below

Ordinary Business: Ordinary Resolution	
1.	To receive, consider and adopt the Standalone Audited Financial Statements and Consolidated Audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2016 consisting of Balance Sheet as at 31 <sup>st</sup> March, 2016 and the Statement of Profit & Loss, Cash Flow Statement, for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2.	To appoint a Director in place of Mr. Akshay Poddar (DIN: 00008686) who retires by rotation and being eligible offers himself for re-appointment.
3	To ratify the appointment of Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration.

Signed this \_\_\_\_\_ day \_\_\_\_\_ of 2016

\_\_\_\_\_  
 Signature of shareholder (s)

\_\_\_\_\_  
 Signature of the Proxy holder (s)

Affix Revenue  
 stamp of Re. 1

**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**

**ADVENTZ SECURITIES ENTERPRISES LIMITED**  
CIN: L36993WB1995PLC069510  
Registered Office: "HONGKONG HOUSE", 31 B.B.D. Bagh (S), Kolkata -700001, West Bengal  
E-Mail ID: [corp@poddarheritage.com](mailto:corp@poddarheritage.com)  
Website: [www.poddarheritage.com](http://www.poddarheritage.com)

**ATTENDANCE SLIP**

Full Name of the member/Proxy attending the meeting	
Member's Folio/DP ID/Client ID NO.	

I hereby record my presence at the THIRTY SECOND ANNUAL GENERAL MEETING of the Company being held at the Registered Office of the Company at "HONGKONG HOUSE", 31 B.B.D. Bagh (S), Kolkata -700001, West Bengal on the 15<sup>th</sup> day of September, Thursday at 11.00 a.m..

SIGNATURE OF THE ATTENDING MEMBER/PROXY

Notes:

1. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance, duly signed.
2. Shareholder/Proxy holder is requested to bring their copies of the Annual Report and Accounts with them to the Meeting.

**ADVENTZ SECURITIES ENTERPRISES LIMITED**

The Company is providing remote electronic voting (e-voting) facility for the Resolutions contained in the Notice convening the Annual General Meeting on Thursday, 15<sup>th</sup> September, 2016. The procedure for e-voting has been mentioned in the aforesaid Notice. Your USER ID and Password for e-voting purposes are given below:

ELECTRONIC VOTING EVENT NUMBER (EVEN)	USER ID	PASSWORD
160817014	YOUR DP ID/CLIENT ID/FOLIO NO.	USE YOUR EXISTING PASSWORD