

**Adventz Securities Enterprises Limited**  
(CIN No: L36993WB1995PLC069510)  
"Hongkong House", 31, B. B. D. Bagh (s),  
Kolkata – 700 001  
Email: corp@poddarheritage.com  
Phone : +91-33-2248-8891/92 Fax :+91-33-2243 7215

## **ADVENTZ SECURITIES ENTERPRISES LIMITED**

### **NOTICE**

**NOTICE** is hereby given that the Thirtieth Annual General Meeting of the Shareholders of **Adventz Securities Enterprises Limited** will be held on Monday, 15<sup>th</sup> September, 2014 at 12:00 noon at the Registered Office of the Company at Hongkong House, 31, B. B. D. Bagh(s), Kolkata - 700 001 to consider the following business:

#### **As an Ordinary Business**

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended 31<sup>st</sup> March, 2014 and the Balance Sheet as at that date together with the Reports of the Auditors' and Directors' thereon.
2. To appoint a Director in place of Mr. Akshay Poddar (DIN: 00008686) who retires by rotation and is eligible for re-appointment.
3. To appoint M/s. Chhawachharia & Company, Chartered Accountants (Firm Registration Number 305123E) as statutory auditor of the Company and fix their remuneration."

#### **As Special Business**

#### **4. As an Ordinary Resolution**

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Rewati Raman Goenka (DIN 00375716), Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 15<sup>th</sup> September, 2014, not liable to retire by rotation."

5. As an Ordinary Resolution

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Piyush Kumar Khetan (DIN 00348151) Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 15<sup>th</sup> September, 2014, not liable to retire by rotation.”

6. As an Ordinary Resolution

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Kunal Agarwala (DIN 01205229) Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 15<sup>th</sup> September, 2014, not liable to retire by rotation.”

7. As a Special Resolution

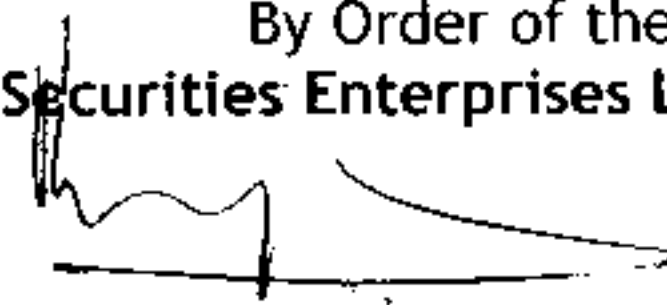
To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** the consent of the Company be and is hereby accorded in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 by mortgaging and/or charging by the Board of Directors of the Company of all immovable properties to secure all monies to be borrowed for the business of the Company whether by way of debentures or otherwise by the Company at any time in the future.

**“RESOLVED FURTHER THAT** the Board of the Directors of the Company be and is hereby authorized to finalize with any financial institution/bank the creation on such terms and conditions as it deems fit in the interest of the Company of any mortgage and/or charge and to do all such acts and things as may be necessary for giving effect to the above resolution.”

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Email: [corp@poddarheritage.com](mailto:corp@poddarheritage.com)  
Website: <http://www.adventz.com>  
CIN: L36993WB1995PLC069510

By Order of the Board  
For Adventz Securities Enterprises Limited



Akshay Poddar  
Director  
DIN: 00008686

**Dated: 12th August, 2014**

**NOTES:**

1. ***A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead 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.***
2. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 5<sup>th</sup> September, 2014 to Monday, 15<sup>th</sup> September, 2014 (both days inclusive)
3. Members are requested to intimate directly to the Company's Registrar and Share Transfer Agent M/s Zuari Investments Limited, Corporate One, First Floor, 5 Commercial Centre, Jasola, New Delhi - 110025 :
  - 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) request for nomination forms for making nominations as per amended provisions of the Companies Act, 1956.
  - f) to send their email address for forwarding all communication on mail as per green initiatives of Ministry of Corporate Affairs
4. Information pursuant to Clause 49 of the Listing Agreement pertaining to Director's seeking appointment/re-appointment is furnished in the report on Corporate Governance.
5. Details under Clause 49 of the Listing Agreement 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.

6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:30 am to 5:00 pm) on all working days except weekends, up to and including the date of the Annual General Meeting of the Company.

Adventz Securities Enterprises Limited (“the Company”) is offering e-voting facility to its Members in respect of the businesses to be transacted at the Annual General Meeting scheduled to be held on 15<sup>th</sup> September, 2014.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facilities.

The e-voting facility will be available during the following voting period:

- Commencement of e-voting : Tuesday, 09<sup>th</sup> September, 2014, 10.00 a.m.
- End of e-voting : Wednesday, 10<sup>th</sup> September, 2014, 6.00 p.m.

Please read the instructions printed overleaf before exercising the vote. This Communication forms an integral part of the Notice dated for the Annual General Meeting scheduled to be held on 15<sup>th</sup> September, 2014. A copy of the said Notice is sent herewith for reference. Attention is invited to the statement on the accompanying Notice that the businesses of the Meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.

The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at [www.poddarheritage.com](http://www.poddarheritage.com)

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

**1. In case of Members receiving e-mail:**

- (i) Log on to the 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 may be used.

(vii) 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"> <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	<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"> <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>

(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 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 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)
  - (a) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - (b) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - (c) After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - (d) 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.
  - (e) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

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

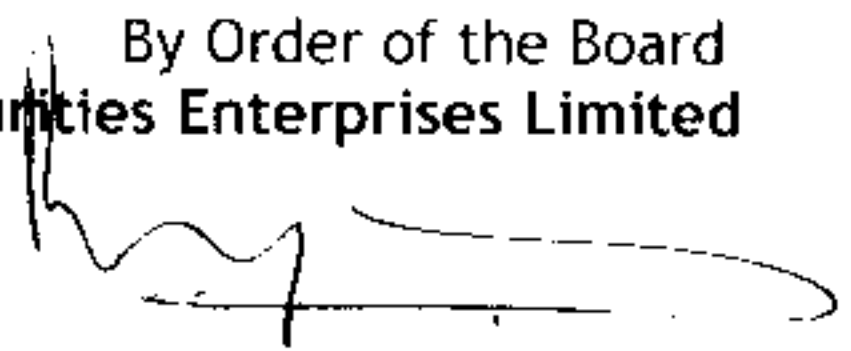
- (xix)
  - (a) Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.
  - (b) The voting period begins on Tuesday, 09th September, 2014, 10.00 a.m. and ends on Wednesday, 10th September, 2014, 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form 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 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)
- 2. Institutional members/Body Corporates (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 through e-mail at [scrutinizeraklabh@gmail.com](mailto:scrutinizeraklabh@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) before 15<sup>th</sup> September, 2014 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. E-voting period will commence from Tuesday, 09th September, 2014, 10.00 a.m., and will end on Wednesday, 10th September, 2014, 6.00 p.m.
6. Mr. A. K. Labh, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, whose e-mail address is [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com).
7. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
8. 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 two (2) days of passing of the resolutions at the AGM of the Company.
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:30 a.m. to 5:00 p.m.) on all working days except weekends, up to and including the date of the Annual General Meeting of the Company.
10. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business at the Meeting, is annexed hereto.

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By Order of the Board  
For Adventz Securities Enterprises Limited



Akshay Poddar  
Director  
DIN: 00008686

## Adventz Securities Enterprises Limited

### Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013

#### Item No.4

Mr. Rewati Raman Goenka is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in December, 2006. Mr. Goenka possesses Masters degree in Business Administration and is having vast experience in business and corporate affairs. Mr. Goenka is also Chairman of Audit Committee and Nomination & Remuneration Committee as well as Member of Corporate Social Responsibility Committee and Shareholders'/Investors' Grievances Committee of the Board of the Company.

Mr. Goenka does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Goenka being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years commencing from 15<sup>th</sup> September, 2014.

In the opinion of the Board, Mr. Goenka fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Goenka as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during the above mentioned working hours.

The Board recommends the resolution in relation to appointment of Mr. Goenka as an Independent Director, for the approval by the shareholders of the Company.

Except, Mr. Goenka being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

#### Item No.5

Mr. Piyush Kumar Khetan is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in June, 2000. Mr. Khetan is a B.Com graduate, possessing vast experience in Business and commercial affairs. Mr. Khetan is also a member of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Shareholders'/Investors' Grievances Committee of the Board of the Company.

Mr. Khetan does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Khetan being eligible and offering himself for appointment, is proposed to be



appointed as an Independent Director for five consecutive years commencing from 15<sup>th</sup> September, 2014.

In the opinion of the Board, Mr. Khetan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Khetan as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during the above mentioned working hours.

The Board recommends the resolution in relation to appointment of Mr. Khetan as an Independent Director, for the approval by the shareholders of the Company.

Except, Mr. Khetan being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

#### **Item No. 6**

Mr. Kunal Agarwala is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in March, 2013. He is a B.Com graduate having experience in corporate affairs.

Mr. Agarwala does not hold by himself or any other person on a beneficial basis, any shares in the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Agarwala being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years commencing from 15<sup>th</sup> September, 2014.

In the opinion of the Board, Mr. Agarwala fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Agarwala as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during the above mentioned working hours.

The Board recommends the resolution in relation to appointment of Mr. Agarwala as an Independent Director, for the approval by the shareholders of the Company.

Except, Mr. Agarwala being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

#### **Item No.7**

As per the provisions of Section 180 of the Companies Act, 2013 which is effective from 1<sup>st</sup> April, 2014 requires the Companies to pass Special resolution under the new Section 180(1) (a) for creating security by mortgaging or to sell lease or otherwise dispose off the whole or substantially the whole of the undertaking.

In view thereof, it is proposed to obtain the approval of Shareholders by Special Resolution.

Except, Mr. Akshay Poddar and Mrs. Puja Poddar, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

## II. Details of Directors seeking Appointment/Re-appointment as required Clause 49 of the Listing agreement with the Stock Exchange(s)

### Re-appointment of Mr. Akshay Poddar (Item No. 2)

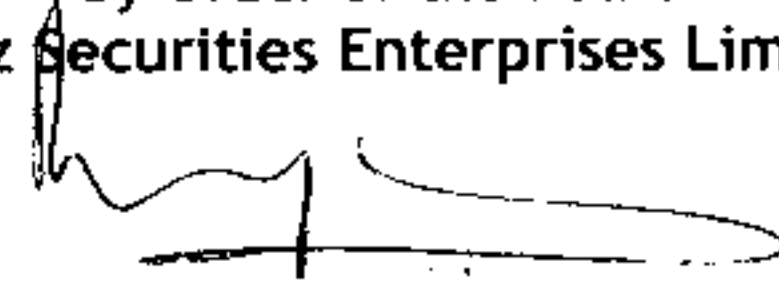
Date of Birth	20.07.1976		
Date of Appointment	28.04.2001		
Qualification	Graduate from London School of Economics		
Experience	He is a young dynamic person possessing good working experience on the affairs of the Company. He also has excellent knowledge in capital markets development worldwide.		
Directorship in other Public Limited Companies apart from this Company	<b>Public Limited Companies</b>		
	1	Adventz Investments And Holdings Ltd	Managing Director
	2	Lionel India Limited	Director
	3	Lionel Edwards Limited	Director
	4	Paradeep Phosphates Limited	Director
	5	Style Spa Furniture Limited	Chairman
	6	Syndak Teatech Limited	Director
	7	Texmaco Infrastructure & Holdings Ltd	Director
	8	Texmaco Rail & Engineering Ltd	Director
	9	Zuari Global Limited	Director
	10	Zuari Agro Chemicals Limited	Executive Director
11	Zuari Infracore Limited	Chairman	
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	Adventz Investments And Holdings Limited	Shareholders/Investors Grievance Committee - Member
	2	Paradeep Phosphates Limited	Audit Committee - Chairman
	3	Texmaco Infrastructure & Holdings Limited	Audit Committee - Member Shareholders' /Investors' Grievance and Share Transfer Committee - Member
4	Texmaco Rail & Engg. Limited	Shareholders' /Investors' Grievance and Share Transfer Committee - Member	

Except Mr. Akshay Poddar and Puja Poddar, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in agenda Item No. 2.

**Registered Office:**

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For Adventz Securities Enterprises Limited



Akshay Poddar  
Director  
DIN: 00008686