

ADVENTZ SECURITIES ENTERPRISES LIMITED

**ANNUAL REPORT
F.Y. - 2018-2019**

**ANNUAL REPORT AND ACCOUNTS
2018-2019**

BOARD OF DIRECTORS

Mr. Rewati Raman Goenka (Chairman & Independent)
Mr. Akshay Poddar (Non Independent)
Mrs. Puja Poddar (Non Independent)
Mr. Gaurav Agarwala (Non Independent)
Mr. Piyush Khaitan (Independent)
Mr. Kunal Agarwala Independent)

**MANAGER &
CHIEF FINANCIAL OFFICER (CFO)**

Mr. Devendra Khemka

COMPANY SECRETARY

Ms. Punam Singh

BANKERS

HDFC Bank Limited
Kotak Mahindra Bank Limited

AUDITORS

M/s. Chaturvedi & Company
Chartered Accountants
60, Bentinck Street,
Kolkata - 700 069

REGISTERED OFFICE

Hongkong House
31, B. B. D. Bagh (s)
Kolkata - 700 001

**REGISTRAR & SHARE
TRANSFER AGENT**

M/s. Zuari Finserv Limited
(Formerly: Zuari Investments Private Limited)
Jai Kisan Bhawan
Zuarinagar, Goa-403 726

CIN

L36993WB1995PLC069510



NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Thirty Fifth Annual General Meeting (AGM) of the members of **Adventz Securities Enterprises Limited** will be held on Monday, 26th August, 2019, 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 the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the Reports of the Board of Directors and 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.

Special Business

To consider and if thought fit, to pass the following Resolutions as a Special Resolutions:-

Item No. 3

Re-Appointment of Mr. Rewati Raman Goenka as an Independent Non-Executive Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rewati Raman Goenka (DIN: 00375716), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect commencing from the conclusion of this AGM and whose office shall not be liable to retire by rotation".

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), Mr. Rewati Raman Goenka on attaining the age of 75 (seventy five) years on

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

CIN : L36993WB1995PLC069510



15/08/2021 during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 2 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.”

Item No. 4

Re-Appointment of Mr. Piyush Khaitan as an Independent Non-Executive Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Piyush Khaitan (DIN: 00348151), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect commencing from the conclusion of this AGM and whose office shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations, 2018”), Mr. Piyush Khaitan on attaining the age of 75 (seventy five) years on 19/10/2021 during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 2 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.”

Item No. 5

Re-Appointment of Mr. Kunal Agarwala as an Independent Non-Executive Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kunal Agarwala (DIN: 01205529), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure



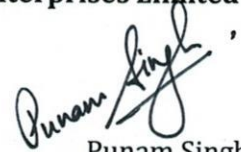
Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect commencing from the conclusion of this AGM and whose office shall not be liable to retire by rotation”.

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
CIN: L36993WB1995PLC069510

Dated: 29th July, 2019

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



Punam Singh

Company Secretary

ICSI Membership No: 38649



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. Communication:

Electronic copy of the Notice of the Annual General Meeting (AGM) along with the Annual Report 2018-2019 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 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 Finserv Limited (in case of Shares held in physical form). Members may also note that the Notice of the 35th AGM and the Annual Report for FY 2018-19 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.



3. Route Map:

A route map showing directions to reach the venue of the 35th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".

4. Registrar & Share Transfer Agents and Depository Participant:

M/s Zuari Finserv Limited (Formerly known as Zuari Finserv Private 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 Finserv Limited
Jai Kisaan Bhawan
Zuarinagar,
Goa - 403726
Tel no.91-0832-2592509

Corporate Office:

M/s Zuari Finserv Limited
Corporate 1 First Floor 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 Finserv 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

5. The Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, 17th August, 2019, to Monday, 26th August, 2019.** (Both days inclusive).



6. Members holding shares in the physical format are advised to dematerialize their shares to avail easy liquidity and to prevent loss of physical certificates. Further pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository
7. 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.
8. 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.
9. 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.
10. Members who wish to obtain further information on the Financial Statements for the year ended March 31, 2019, 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.
11. 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 35th 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, 20th August, 2019, 09.00 a.m.**
End of remote e-voting : **Sunday, 25th August, 2019, 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 Friday, 16th August, 2019, 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 and 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	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"> • 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	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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 B

- (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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **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.
- 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 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.
- 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (xx) (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, **Tuesday, 20th August, 2019, 09.00 a.m. and ends on Sunday, 25th August, 2019, 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 16th August, 2019, 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

- II. 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 aklabhcs@gmail.com(Scrutinizer) with a copy marked to helpdesk.evoting@cdslindia.com on or before 24th August, 2019, without which the vote shall not be treated as valid.
- III. 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 or corp@poddarheritage.com.
- IV. The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company.
- V. 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.
- VI. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.poddarheritage.com and on website of CDSL e-Voting www.evotingindia.com within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to Delhi Stock Exchange (de-recognized by the SEBI), Calcutta Stock Exchange and the Metropolitan Stock Exchange of India Limited(MSEI), where the shares of the Company are listed.
- VII. 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 26th August, 2019, between 11.00 a.m. till the conclusion of the meeting.



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.

ITEM NO. 3

Mr. Rewati Raman Goenka was appointed as an Independent Non-Executive Director of the Company by the members at the 30th AGM of the Company held on 15th September, 2014, for a period of five consecutive years commencing from 15th September, 2014. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. He further informed that based on recommendation of the remaining directors of the Nomination and Remuneration Committee and the approval of the Board of Directors in their respective meeting held on 29th July, 2019, subject to approval of Members at this AGM and considering the increased activities, experience, responsibilities and contribution of Mr. Goenka in development and growth of the Company, and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rewati Raman Goenka, being eligible for re-appointment as an Independent Director, consent of the Members is sought for the re-appointment of Mr. Rewati Raman Goenka as an Independent Non-Executive Director for second term of five consecutive years commencing from the conclusion of this AGM. The Company has received a declaration from Mr. Rewati Raman Goenka, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Rewati Raman Goenka confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Rewati Raman Goenka is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

Mr. Rewati Raman Goenka satisfies all the conditions set out in section 149(6) of the Companies Act, 2013 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and Chapter IV, Regulation 16(1) of SEBI Listing Regulations (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) for being eligible for re-appointment, and has submitted to the Company his consent for re-appointment.

Further, subject to the consent of the members, Mr. Rewati Raman Goenka shall stand eligible for holding chairmanship/membership and considered inducted in the respective committees of the Company in which he was/is a chairman/member before his re-appointment.



As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect". Mr. Rewati Raman Goenka will attain the age of 75 years on 15/08/2021 and hence continuation beyond 75 years requires the approval of members by way of a special resolution.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 29th July, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management during his tenure and outcome of performance evaluation of the Independent Directors, requisite approval from shareholders is sought for. Further Mr. Rewati Raman Goenka shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Rewati Raman Goenka to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013. A copy of the draft letter for re-appointment of Mr. Rewati Raman Goenka setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Rewati Raman Goenka as an Independent Director of the Company for a further term of 5 years. This Explanatory Statement may also be regarded as an appropriate disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

ITEM NO. 4

Mr. Piyush Khaitan was appointed as an Independent Non-Executive Director of the Company by the members at the 30th AGM of the Company held on 15th September, 2014, for a period of five consecutive years commencing from 15th September, 2014. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto



five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. He further informed that based on recommendation of the remaining directors of the Nomination and Remuneration Committee and the approval of the Board of Directors in their respective meeting held on 29th July, 2019, subject to approval of Members at this AGM and considering the increased activities, experience, responsibilities and contribution of Mr. Piyush Khaitan in development and growth of the Company, and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Piyush Khaitan, being eligible for re-appointment as an Independent Director, consent of the Members is sought for the re-appointment of Mr. Piyush Khaitan as an Independent Non-Executive Director for second term of five consecutive years commencing from the conclusion of this AGM. The Company has received a declaration from Mr. Piyush Khaitan, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Piyush Khaitan confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Piyush Khaitan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

Mr. Piyush Khaitan satisfies all the conditions set out in section 149(6) of the Companies Act, 2013 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and Chapter IV, Regulation 16(1) of SEBI Listing Regulations (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) for being eligible for re-appointment, and has submitted to the Company his consent for re-appointment.

Further, subject to the consent of the members, Mr. Piyush Khaitan shall stand eligible for holding chairmanship/membership and considered inducted in the respective committees of the Company in which he was/is a chairman/member before his re-appointment.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect". Mr. Piyush Khaitan will attain the age of 75 years on 19/10/1946 and hence continuation beyond 75 years requires the approval of members by way of a special resolution.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 29th July, 2019,



subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management during his tenure and outcome of performance evaluation of the Independent Directors, requisite approval from shareholders is sought for. Further Mr. Piyush Khaitan shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

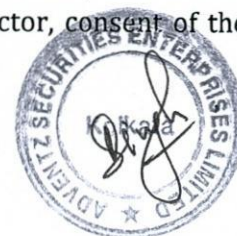
In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Piyush Khaitan to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013. A copy of the draft letter for re-appointment of Mr. Piyush Khaitan setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Piyush Khaitan as an Independent Director of the Company for a further terms of 5 years. This Explanatory Statement may also be regarded as an appropriate disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

ITEM NO. 5

Mr. Kunal Agarwala was appointed as an Independent Non-Executive Director of the Company by the members at the 30th AGM of the Company held on 15th September, 2014, for a period of five consecutive years commencing from 15th September, 2014. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. He further informed that based on recommendation of the remaining directors of the Nomination and Remuneration Committee and the approval of the Board of Directors in their respective meeting held on 29th July, 2019, subject to approval of Members at this AGM and considering the increased activities, experience, responsibilities and contribution of Mr. Kunal Agarwala in development and growth of the Company, and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kunal Agarwala, being eligible for re-appointment as an Independent Director, consent of the



Members is sought for the re-appointment of Mr. Kunal Agarwala as an Independent Non-Executive Director for second term of five consecutive years commencing from the conclusion of this AGM. The Company has received a declaration from Mr. Kunal Agarwala, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Kunal Agarwala confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Kunal Agarwala is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

Mr. Kunal Agarwala satisfies all the conditions set out in section 149(6) of the Companies Act, 2013 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and Chapter IV, Regulation 16(1) of SEBI Listing Regulations (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) for being eligible for re-appointment, and has submitted to the Company his consent for re-appointment.

Disclosures under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Further, subject to the consent of the members, Mr. Kunal Agarwala shall stand eligible for holding chairmanship/membership and considered inducted in the respective committees of the Company in which he was/is a chairman/member before his re-appointment.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Kunal Agarwala to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013. A copy of the draft letter for re-appointment of Mr. Kunal Agarwala setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Kunal Agarwala as an Independent Director of the Company for a further term of five years. This Explanatory Statement may also be regarded as an



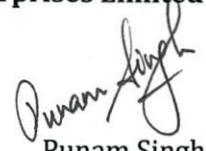
appropriate disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

Except Mr. Rewati Raman Goenka, Mr. Piyush Khaitan and Mrs. Kunal Agarwala being appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out respectively Item No. 3,4 and 5.

Registered Office:

HongkongHouse
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
CIN: L36993WB1995PLC069510

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



Punam Singh

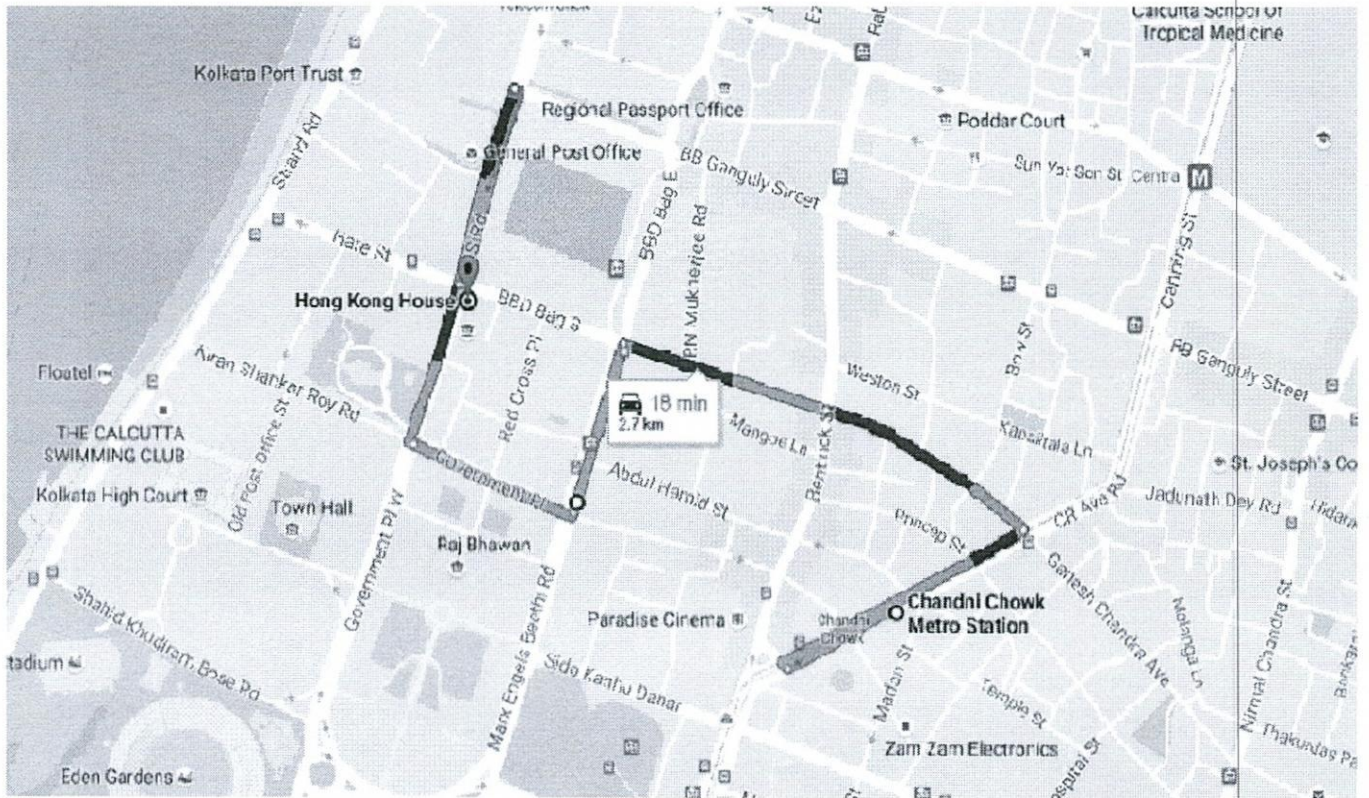
Company Secretary

ACS No: 38649

Dated: 29th July, 2019



Route Map



Annexure to the Notice

Related Information of Directors seeking appointment or re-appointment at the forthcoming Annual General Meeting.

(In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standards)

Name of the Director	Mr. Akshay Poddar	Mr. Rewati Raman Goenka	Mr. Piyush Khaitan	Mr. Kunal Agarwala
Age (in years)	43	72	72	42
Qualification	Honours in Accounting & Finance from London School of economics and Political Science, University of London	MBA from IIM, Kolkata	B.Com(H)	Honours in Accounting from University of Calcutta
Date of first Appointment on Board	28/04/2001	12/12/2006	30/06/2000	04/03/2013
Expertise in specific functional areas	Managing large business set ups			
Remuneration last drawn	Nil	N.A.	N.A.	N.A.
Shareholding in the Company	Nil	Nil	Nil	Nil
Relationship with other Directors/KMP	Puja Poddar (Wife) Gaurav Agarwala (Brother-in-law)	N.A.	N.A.	N.A.
Directorship held in other Companies with Chairmanship/membership in committees	Lionel Edwards Limited	Siddhartha Apparels Private Limited	Ishani Capitals Pvt. Ltd.	Gagan Distributors Pvt. Ltd.
	Lionel India Limited	Adroit Urban Developers Private Limited	P & A Tradco Pvt. Ltd.	Orde Management Vt. Ltd.
	Mangalore Chemicals & Fertilisers Ltd	Adroit Management Services LLP	Maaya Shree Diamond Jewellers Private Limited	GA Logistics Private Limited
	Texmaco Infrastructure & Holdings Ltd	Adroit Affordable Housing LLP		Axl- Exploration Private Limited
	Texmaco Rail & Engineering Ltd	Adroit Developers and Infrastructure LLP		Indradev Projects Private Limited
	Zuari Agro Chemicals Limited			Namoshivam Properties Private Limited
	YPO (Calcutta)			
	Indian Chamber of Commerce			
	The Fertiliser Association of India			
	Abhishek Holdings Pvt Ltd.			



	Adventz Finance Pvt Ltd				
	Adventz Investment Co Pvt Ltd				
	Greenland Trading Pvt Ltd				
	Indrakshi Trading Co Pvt Ltd				
	Hettich India Private Ltd				
	Touax Texmaco Railcar Leasing Pvt Ltd				
	Adventz Homecare Pvt Ltd				
Chairman / Member of the Committee in which he is a Director apart from this Company	<p>Texmaco Infrastructure & Holdings Ltd</p> <ul style="list-style-type: none"> • Audit Committee • Investors/Shareholders Grievance and Share Transfer Committee • Nomination & Remuneration Committee. 				
	<p>Texmaco Rail & Engineering Ltd</p> <ul style="list-style-type: none"> • Investors/Shareholders Grievance and Share Transfer Committee • Nomination & Remuneration Committee. 				
	<p>Zuari Agro Chemicals Limited</p> <ul style="list-style-type: none"> • Nomination & Remuneration Committee • CSR Committee 				



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

Website: 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 : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General of the Company, to be held on the 26th day of August, 2019, Monday 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.

Resolut ion No.	Resolution	Type of Resolution	Vote (Optional :Please see Note 2) (Please mention no. of shares)	
			For	Against
1	Adoption of Standalone and Consolidated Financial Statements	Ordinary		
2	Appointment of Mr. Akshay Poddar as a director liable to retire by rotation	Ordinary		
3	Re-appointment of Mr. Rewati Raman Goenka for a second term of 5 years as Non- Executive Independent Director Tenure to continue even after attaining 75 years of age in between tenure	Special		
4	Re-appointment of Mr. Piyush Khaitan for a second term of 5 years as Non- Executive Independent Director Tenure to continue even after attaining 75 years of age in between tenure	Special		
5	Re-appointment of Mr. Piyush Khaitan for a second term of 5 years as Non- Executive Independent Director	Special		

Signed this _____ day _____ of 2019

Affix
Revenue
stamp of Re.
1

Signature of shareholder (s)

Signature of the Proxy holder (s)

Note:

1. 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
2. It is optional to indicate your preference. If you leave 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner he/she may deem appropriate.

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

Website: 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 FIFTH 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 26th day of August, 2019, Monday, 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 Monday, 26th August, 2019. 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
	YOUR DP ID/CLIENT ID/FOLIO NO.	USE YOUR EXISTING PASSWORD