

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty First Annual General Meeting of the members of the Company will be held on Saturday, September 28, 2013 at 9.00 a.m. at its Registered Office situated at Unit No. 32/F, Laxmi Industrial Estate, Shree Laxmi Vijay Industrial Premises Co-op Society Ltd, Link Road, Andheri (West), Mumbai 400053, to transact the following business:

AS ORDINARY BUSINESS

Item No. 1

To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2013 and the Balance Sheet as at that date together with the Report of the Directors' and the Auditors' thereon.

Item No. 2

To appoint a Director in place of Mr. Bimal Kamdar, who retires by rotation, and being eligible offers himself for re-appointment.

Item No. 3

To appoint Statutory Auditors and to fix their remuneration; and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT M/s. D. P. Agarwal & Co., Chartered Accountants (Registration No. 100068W) be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.”

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby authorized to do all such acts deeds matters and things as may be deemed expedient to give effect to the aforesaid resolution.”

By Order of the Board of Directors

Sd/-

Place: Mumbai
Date : September 3, 2013

Rajendra Karnik
Chairman and Managing Director

NOTES:

1. **A member entitled to attend and vote at the Twenty First Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**
2. Corporate members intending to depute their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business is not applicable, since there is/are no special business(s).
4. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Pursuant to Section 154 of Companies Act, the Register of Members and Share Transfer Books will be closed from Tuesday, September 24, 2013 to Thursday, September 26, 2013 (both days inclusive), for the purpose of Annual General Meeting.
7. Members holding shares in electronic form are requested to intimate all changes pertaining to their updated e-mail IDs, bank details, Electronic Clearing Services (ECS), mandates, nominations, power of attorney, change of address, change of name, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s records that will help the Company and their RTA’s to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to their RTA, at E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri(E), Mumbai - 400 072. Contact No. 91-22-40430200, Fax No. 91-22-28475207.
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with the physical shares and for ease in portfolio management. Members can contact its RTA Bigshare Services Private Limited in this regard.
9. Members intending to seek explanation/clarification/copy of any document at the meeting about the information contained in the Annual Report are requested to inform the Company at least a week in advance of their intention to do so, so that relevant

information may be made available, if the Chairman permits such information to be furnished.

10. As per the Circular No. MRD/Dop/Cir-5/2009 dated May 20, 2009 issued by Securities and Exchange Board of India (SEBI) it is mandatory to quote PAN for transfer of shares in physical form. Therefore, the transferee(s) are required to furnish a copy of their PAN to the Company Registrars.
11. Shareholders desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.

ANNEXURE TO THE NOTICE

INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT OF DIRECTOR

Item No. 2 – Re-appointment of Mr. Bimal Kamdar as Director of the Company:

In accordance with the provisions of Section 256 of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Bimal Kamdar retires by rotation in the ensuing Annual General Meeting. Details of Mr. Bimal Kamdar, pursuant to the requirement of the Listing Agreement with the Stock Exchanges, relating to Corporate Governance, are given in the statement attached below.

By Order of the Board of Directors

Sd/-

Place: Mumbai
Date : September 3, 2013

Rajendra Karnik
Chairman and Managing Director

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

Name of Director	Mr. Bimal Kamdar
Date of Birth	April 17, 1972
Date of Appointment	September 1, 2011
List of Companies in which outside Directorship held as on March 31, 2013 (excluding private & foreign companies)	Avance Technologies Limited
Chairman/Member of the *Committees of Board of Directors of other companies in which he is a Director	Nil

*The Committees include the Audit Committee and the Shareholder'/Investors' Committee.