

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an 02/2024-25 Extra-ordinary General Meeting (EGM) of the Members of IND Agiv-Commerce Ltd will be held on 22nd March, 2025 at 12.30 p.m. through Audio Visual means deemed to be at the registered office of the Company situated at “A Wing” Kanara Business Center, Andheri Ghatkoper Link Road, Near Laxmi Nagar, Ghatkoper (E), Mumbai, 400075.

Special Business:

1. TO RATIFY DIRECTOR’S AND THEIR RELATIVE CREDIT BALANCE IN BOOKS OF ACCOUNT/ LOAN INTO EQUITY SHARES

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

“**RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and applicable provisions, if any, of the Companies Act, 2013 and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s) , the consent of the shareholders of the Company be and is hereby accorded to the Board to convert the Credit balances/ loan already taken from Directors (*also Promoters*) and their relative (“Lender”) till 31/03/2024 into Equity shares of Face value Rs.10/ each as per the details of loan mentioned in the table below.

TABLE A 1

Name of the Directors	Amount
Mr. V B Rupani	1,81,53,000.00
Ms. Sushila Rupani	45,00,000.00
Mr. Kishin Mulchandani	25,00,000.00
Total	2,51,53,000.00

TABLE A 2

Name of the Relatives of the Directors	Amount
Mr. Ramesh Rupani	29,00,000.00
Mr. Piyush Sahay	29,00,000.00
Mrs. Renu Sahay	29,00,000.00
Total	87,00,000.00

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for conversion of the Financial Assurances into equity shares of the Company anytime during the currency of the Financial

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

Assistances, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution .”

2. TO RATIFY M/S. AD TECHNO JAPAN INC CREDIT BALANCE IN BOOKS OF ACCOUNT INTO EQUITY SHARES

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

RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and applicable provisions, if any, of the Companies Act, 2013, and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s) , the consent of the shareholders of the Company be and is hereby accorded to the Board to convert the Credit balances/ loan already taken from **M/s. Ad Techno Japan INC** (“Lender”) into Equity shares of Face value Rs.10/ each as per the details of loan mentioned in the table below.

TABLE B - THE AMOUNT RECEIVED FROM M/S. AD TECHNO JAPAN INC

DATE	AMOUNT	THROUGH BANKING AXIS BANK
29/12/2023	58,00,000.00	Axis Bank Mumbai
02/02/2024	1,22,52,500.00	Axis Bank Bangalore
24/11/2024	1,08,89,500.00	Axis Bank Bangalore

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

Total	2,89,42,000.00	
-------	----------------	--

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for conversion of the Financial Assistances into equity shares of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution”

3. TO RATIFY M/S. SOW JAPAN COMPANY LIMITED CREDIT BALANCE IN BOOKS OF ACCOUNT/ LAON INTO EQUITY SHARES

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

RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and applicable provisions, if any, of the Companies Act, 2013, and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s) , the consent of the shareholders of the Company be and is hereby accorded to the Board to convert the Credit balances/ loan of Rs. 8,70,000/- received from **M/s. Sow Japan Company Limited** (“Lender”) into Equity shares of Face value Rs.10/ each

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for conversion

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

of the Financial Assistances into equity shares of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution

4. TO OFFER, ISSUE AND ALLOT EQUITY SHARE ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to provisions of Section , 42 and Section 62(1)(c), of the Companies Act, 2013 (the Act), read with the Companies Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of the Act and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (“SEBI (LODR) Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/ or the stock exchanges where the shares of the Company are listed and enabling provisions of the memorandum and articles of association of the Company and subject to the requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the Board of Directors of the Company (“Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

conferred hereunder or any person authorized by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes, and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and is hereby granted to the Board to create, offer, issue and allot on a preferential basis, 30,00,000 (Thirty Lakhs) equity shares of face value Rs. 10/- each ("Equity Shares") for cash at a price of Rs 29/- (including a premium of Rs. 19/- per Equity Share), to the following Proposed Allottees, for a total consideration aggregating up to Rs. 8,70,00,000/- (comprising of Rs. 6,65,55,000/- upon conversion of unsecured loan and Rs. 2,04,45,000 for cash consideration by way of a preferential issue) on a private placement basis ("Preferential Issue") on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws.

Sr. No.	Particulars	PAN Number(s) of the proposed allottee(s)	Number of Equity Shares proposed to be allotted
	Promoter of Company		
1.	Ms. Sushila Rupani	AIOPR0852M	1,55,000
	Non-Promoter of Company		
1	Mr. Ramesh Rupani	AMWPR1213J	1,00,000
2.	Mr. Piyush Sahay	AWRPS0953M	1,00,000
3.	Mrs. Renu Sahay	BSOPS8188N	1,00,000
4.	M/s. Ad Techno Japan INC	ABACA7861M	9,98,000
5.	Mr. Mukesh Belani	AJLPB4808R	3,39,000
6.	Mr. Chiranjeev Milkha Singh	ABZPS6063M	1,00,000
7.	Mr. V B Rupani	BHEPR3366Q	9,92,000
8.	Mr. Kishin Mulchandani	AAHPM4484B	86,000
9.	M/s. Sow Japan Company Limited	ABOCS8376B	30,000
Total			30,00,000

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is 20th February, 2025 being the date 30 days prior to the date of this Extra-Ordinary General Meeting (“Relevant Date”);

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

“RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Proposed Allottee(s) under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Proposed Allottee(s) shall be required to bring in the entire consideration for the Equity Shares to be allotted to such allottee(s), on or before the date of allotment thereof.
- b) The Equity Shares so offered, issued, and allotted to the Proposed Allottee(s), shall be issued by the Company partly for cash consideration and partly for conversion of Loan.
- c) The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of the last of such approvals or permissions.
- d) The Equity Shares shall be allotted by the Company to the Proposed Allottee(s) in dematerialized form within the time prescribed under the applicable laws.
- e) The Equity Shares to be issued and allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof.
- f) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- g) The Equity Shares to be issued and allotted shall be listed and traded on the BSE Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

h) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottee(s).

“RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the name of the Proposed Allottee(s) be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No.PAS-4 together with an application form be issued to the Proposed Allottee (s) inviting them to subscribe to the Equity Shares;

“RESOLVED FURTHER THAT the monies received by the Company from the proposed allottee (s) for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account;

“RESOLVED FURTHER THAT subject to the approval of members, the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary, desirable, or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard, and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ any Officer(s) of the Company to give effect to the aforesaid resolution;

“RESOLVED FURTHER THAT subject to the approval of members all actions taken by the Board or committee(s) duly

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects.”

5. TO RATIFY AND APPROVE THE APPOINTMENT OF MR. RANJAN CHONA, EXECUTIVE DIRECTOR OF THE COMPANY PURSUANT TO SECTION 203 OF THE COMPANIES ACT, 2013 UPON COMPLETION OF 70 YEARS OF AGE

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

“RESOLVED THAT pursuant to the section 196, 203 of the Companies Act, 2013 and rules framed thereunder and any other applicable regulations and in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s) the consent of the members be and is hereby accorded for ratification of appointment of Mr. Ranjan Chona as Executive Director of the Company post attainment of 70 years of age for a period of 5 years i.e. 21/03/2030.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution”.

Place: Mumbai
Date: 27th February, 2025

Yours faithfully,
For IND-AGIV COMMERCE LIMITED

SD/-
Lalit Lajpat Chouhan
Managing Director
DIN: 00081816

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075
Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

NOTES

1. A statement pursuant to Section 102 of the Companies Act 2013 in respect of the Special Business to be transacted at the ensuing Extra Ordinary General Meeting (“EGM”) is annexed hereto.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and proxy need not be a member of the Company. The instrument of proxy in order to be effective shall be duly completed, stamped and signed and must be deposited at the registered office of the Company not less than 48 hours before the commencement of the EGM. A proxy form for the EGM is enclosed herewith.**
3. A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company. Since the EGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto
5. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this notice.
6. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.
7. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of Meeting.
8. Pursuant to provisions of the SEBI (LODR) Regulation, 2015, the Company is maintaining an E-mail ID, investor@agivavit.com for quick redressal of member/investor grievances.
9. Members may note that the Notice of Extra Ordinary General Meeting will also be available on the company’s website <https://agivavit.com/> for their download.

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

10. Members holding shares in physical form are requested to notify any change in address to the Registrar & Share Transfer Agents of the Company. Members holding shares in electronic form are requested to intimate change in address and email addresses to their Depository Participants.
11. 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 demat form can submit their PAN 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 or its Registrar & Share Transfer Agent M/s MUFG Intime Pvt. Ltd. (Formerly known as Link intime Pvt. Ltd.)
12. Electronic copy of the Notice of EGM is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of EGM is being sent in the permitted mode. Members are requested to register/ update their e-mail IDs with their respective Depository Participant(s)/ or with Company for shares in electronic form (Demat) or in physical form respectively.
13. E-voting facility to all members has been provided through the e-voting platform of NDSL and the Company has appointed Mr. Ronak Kalathiya and/or Mrs. Monali Bhandari, Partners of M/s Mehta & Mehta, Company Secretaries, as an Independent Professional has been appointed as Scrutinizer, to scrutinize the remote e-voting process and voting at the EGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company or a person authorized by him in writing, which shall countersign the same and declare the result of the voting forthwith.
14. The Notice of is being sent to the members. A member may note that Notice of EGM have been uploaded on the website of the Company at <https://agivavit.com/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited.
15. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, read with General Circular No. 09/2024 dated September 19, 2024 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
16. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

VC/OAVM and participate there at and cast their votes through e-voting.

17. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
18. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
19. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
20. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://agivavit.com/> . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and at www.bseindia.com and respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
21. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021 read with General Circular No. 09/2024 dated September 19, 2024

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Anandheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, 19th March, 2025 at 9.00 A.M. and ends on Friday, 21th March, 2025 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 15th March, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 15th March, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.





Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="602 995 1409 1520">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="602 1528 1409 1688">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

	<ol style="list-style-type: none">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

	<p>provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911</p>

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ronak@mehta-mehta.com / jpc@mehta-mehta.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or contact Pallavi Mhatre (NSDL Official) or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@agivavit.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@agivavit.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@agivavit.com.

The same will be replied by the company suitably.

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

EXPLANATORY STATEMENT

(Pursuant to Section 102 Companies Act, 2013)

ITEM NO.1, 2 & 3

In terms of the proposed transaction, the Company has been advised to pass a Special Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made there-under to enable the Banks and Financial Institutions (hereinafter referred to as the “Lenders”) to convert the outstanding loans or any other financial assistance categorized as loans (hereinafter referred to as the “Financial Assurances”), Indian Rupee, already availed from the Lenders or as may be availed from the Lenders, in the event of default and as contained in the covenants at the time of availing the credit facilities from lenders from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations (SEBI Regulations) at the time of such conversion.

Accordingly, the Board recommends the resolution as set out in Item No. 1, 2 & 3, to enable the Lenders at their option, to convert the whole of their respective outstanding Financial Assurances into equity shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable SEBI Regulations at the time of such conversion.

Since decisions for raising the Financial Assurances or agreeing to terms and conditions for raising the Financial Assurances (including option to convert loan into equity) are required to be taken on quick basis, especially keeping in view the interest of the Company, it may not be feasible for the Company to seek shareholders consent each and every time, in view of the timings and the expenses involved, hence this resolution. Pursuant to provisions of Section 62(3) of the Companies Act, 2013, this resolution requires approval of the members by way of passing of a Special Resolution. Hence, the Board recommends the said enabling resolution for the approval of the members considering RBI’s extant guidelines / directives and the requirement of the lenders towards compliance of the same.

None of the Directors and Key Managerial Personnel (except the Directors and relatives forming part of item No. 1 of this notice) of the Company and their relatives are deemed to be interested/concerned in this resolution, except to their respective shareholdings in the Company, if any.

ITEM NO. 4: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

In view of the current financial position of the Company the board of directors of the Company has decided to convert unsecured loans in to Equity Shares which is in best interest of the Company and it will also strengthen the financial position of the Company by reducing liabilities and it will also result in increase of net worth of the Company. The board of directors of the Company (“Board”) in their meeting held on 21st February, 2025 subject to necessary approval(s), have approved the proposal for raising funds by way of issue of 30,00,000 (Thirty Lakhs) equity shares of face value Rs. 10/- each (“Equity Shares”) at a price of Rs. 29/- (including a premium of Rs. 19/- per Equity Share), to for a total consideration aggregating up to Rs. 8,70,00,000/- (*comprising of Rs. 6,65,55,000/-*

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

upon conversion of unsecured loan and 2,04,45,000/- by way of cash consideration).

In terms of Section 62(1)(c), and section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the Members by way of a special resolution.

The Board, therefore, seeks approval of the Members as set out in Item No. 4 in the notice, by way of a special resolution. Subject to the approval of the shareholders of the Company, the Board vide its board resolution dated 21st February, 2025, has authorized the issuance and allotment of 30,00,000 (Thirty Lakhs) Equity Shares at a price of Rs. 29/- (including a premium of Rs. 19/- per Equity Share), provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the ICDR Regulations, to the Investors by way of a preferential allotment for a total consideration of Rs. 8,70,00,000/-

None of the Directors and Key Managerial Personnel (except the Directors and relatives forming part of item No. 1 of this notice) of the Company and their relatives are deemed to be interested/concerned in this resolution, except to their respective shareholdings in the Company, if any.

The relevant disclosures in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 read with the rules issued thereunder, are set forth below:

1. Particulars of the Preferential Issue including the date of passing of Board resolution:

The Board of Directors at its meeting held on 21st February, 2025, has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of 30,00,000 (Thirty Lakhs) equity shares of face value Rs. 10/- each ("Equity Shares") at a price of Rs. 29/- (including a premium of Rs. 19/- per Equity Share), to for a total consideration aggregating up to Rs. 8,70,00,000/- (*/- (comprising of Rs. 6,65,55,000/- upon conversion of unsecured loan and 2,04,45,000/- by way of cash consideration)*), by way of a preferential issue on a private placement basis.

2. Kinds of securities offered and the price at which the security is being offered, and the total/ maximum number of securities to be issued:

30,00,000 (Thirty Lakhs) equity shares of face value Rs. 10/- each ("Equity Shares") at a price of Rs. 29/- (including a premium of Rs. 19/- per Equity Share), to for a total consideration aggregating up to Rs. 8,70,00,000/- (*/- (comprising of Rs. 6,65,55,000/- upon conversion of unsecured loan and 2,04,45,000/- by way of cash consideration)*) by way of a preferential issue on a private placement basis, such price is not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

3. Basis on which the price has been arrived at and justification for the price (including premium, if any) along with report of registered valuer:

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

The issue price of Rs. 29/- (Rupees Twenty Nine only) per equity share is determined based on the valuation report received from a registered Independent Valuer Mr. Subhas R. Hedge.

The Equity Shares of the Company are listed on the Bombay Stock Exchange of India Limited (“BSE”). The Equity Shares are infrequently traded in terms of the SEBI ICDR Regulations on “BSE”, being the Stock Exchange. Therefore, the valuation price has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price for the Preferential Issue is Rs. 29/- per Equity Share. The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 29/- being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

4. Amount which the company intends to raise by way of such securities:

The proposed preferential issue shall be for aggregate amount of Rs. 8,70,00,000 /- (Eight Crores and Seventy Lakhs rupees only)

5. Objects of the preferential Issue:

SR. NO.	PARTICULARS OF ALLOCATION OF FUND	AMOUNT IN RS.
1.	Conversion of Directors and their relative Loans into equity	3,67,43,000
2.	Conversion of M/s. Ad Techno Japan INC Loan into equity	2,89,42,000
3.	Conversion of M/s. Sow Japan Company Limited Loan into equity	8,70,000
4.	Working Capital Requirements	2,04,45,000
	TOTAL	8,70,00,000

6. Relevant Date with reference to which the price have been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is 20th February, 2025 being the working day preceding 30 days prior to the date of this Extra-Ordinary General Meeting (EGM), which happens to be on 22nd March, 2025.

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

7. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of Equity Shares is proposed to be made to the following proposed allottee(s):

SR. NO.	NAME OF THE PROPOSED ALLOTTEE	PAN NUMBER(S) OF THE PROPOSED ALLOTTEES(S)	CATEGORY
1.	Ms. Sushila Rupani	AIOPR0852M	Promoter
2.	Mr. Ramesh Rupani	AMWPR1213J	Non-Promoter
3.	Mr. Piyush Sahay	AWRPS0953M	Non-Promoter
4.	Mrs. Renu Sahay	BSOPS8188N	Non-Promoter
5.	M/s. Ad Techno Japan INC	ABACA7861M	Non-Promoter (Body Corporate)
6.	Mr. Mukesh Belani	AJLPB4808R	Non-Promoter
7.	Mr. Chiranjeev Milkha Singh	ABZPS6063M	Non-Promoter
8.	Mr. V B Rupani	BHEPR3366Q	Non-Promoter
9.	Mr. Kishin Mulchandani	AAHPM4484B	Non-Promoter
10.	M/s. Sow Japan Company Limited	ABOCS8376B	Non-Promoter (Body Corporate)

8. Intent of the Promoters, directors, or key managerial personnel of the Company to subscribe to the Preferential Issue:

The following promoters and Directors, intend to participate/subscribe to the preferential issue as proposed in the above resolution:

NAME OF THE PROPOSED ALLOTTEE	CATEGORY	DESIGNATION	DIN	PAN NUMBER(S) OF THE PROPOSED ALLOTTEES(S)
Ms. Sushila Rupani	Promoter	Non- Executive Non Independent Director	02662096	AIOPR0852M
Mr. Kishin Mulchandani	Non Promoter	Non- Executive Independent Director	02582500	AAHPM4484B

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

Mr. V B Rupani	Non Promoter	Non-Executive Non-Independent Director; Chairman	01402074	BHEPR3366Q
-------------------	-----------------	--	----------	------------

9. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

10. The identity of the proposed allottee, Number of shares proposed to be issued and the percentage of pre issue capital of the Company:

Name of the proposed allottee (s)	Category	Present pre-issue shareholding		Proposed Allotment	Post-issue shareholding	
		Pre-issue holding	% of total equity capital		Post-issue holding	% of total equity Capital
Ms. Sushila Rupani	Promoter	3,97,155	39.72	1,55,000	5,52,155	13.80
Mr. Ramesh Rupani	Non-Promoter	-	-	1,00,000	1,00,000	2.5
Mr. Piyush Sahay	Non-Promoter	500	0.05	1,00,000	1,00,500	2.5
Mrs. Renu Sahay	Non-Promoter	-	-	1,00,000	1,00,000	2.5
M/s. Ad Techno Japan INC	Non-Promoter	-	-	9,98,000	9,98,000	24.95
Mr. Mukesh Belani	Non-Promoter	-	-	3,39,000	3,39,000	8.48
Mr. Chiranjeev Milkha Singh	Non-Promoter	-	-	1,00,000	1,00,000	2.5

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

Mr. V B Rupani	Non-Promoter	-	-	9,92,000	9,92,000	24.80
Mr. Kishin Mulchandani	Non-Promoter	-	-	86,000	86,000	2.15
M/s. Sow Japan Company Limited	Non-Promoter	-	-	30,000	30,000	0.75

11. Name and Address of the Valuer who performed Valuation:

The Valuation is conducted by an Independent Registered Valuer details as follows:

Name: Mr. Subhas R. Hegde

Contact Number: 9820098555/9082882216

Email ID: hedge9820098555@gmail.com

Address: G-18, Gokuldharm Shopping Centre, Gokuldharm, Goregoan (E), Mumbai 400063

12. Shareholding pattern of the Company before and after the Preferential Issue:

Particulars	pre-issue		Post-issue shareholding	
	Present shareholding	% of total equity capital	Post-issue holding	% of total equity capital
A. Promoters Holding				
1. Individual/ HUF				
Sushila Rupani	3,97,155	39.7155	5,52,155	13.80
Subhash Chander Oberoi	2,52,735	25.2735	2,52,735	6.32

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

Ranjan Chona	72,210	7.2210	72,210	1.80
Total (A)	7,22,100	72.22	8,77,100	21.93
B. Non Promoters Holding				
2. Resident Individual holding nominal share capital up to Rs. 2 lakhs.	2,52,803	25.28	10,77,803	26.94
3. Non Resident Indians (NRIs)	23,600	2.36	10,15,600	25.39
4. Bodies Corporate	873	0.087	10,28,873	25.72
5. Any Other (Specify)	624	0.062	624	0.016
Total (B)	2,77,900	27.79	31,22,900	78.07
Grand Total	10,00,000	100	40,00,000	100

13. Material terms of raising such securities:

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

14. Number of persons to whom allotment on a preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person as of the date of this Notice.

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

15. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue:

Name of the proposed allottee(s)	Category	Present pre-issue shareholding		% of total equity capital		Ultimate beneficial owners
		Pre-issue holding	% of total equity capital	Post-issue holding	% of total equity capital	
M/s. Sow Japan Company Limited	Non-Promoter	-	-	30,000	0.75	Mr. Yoshihide Ebihara (Director) Passport No. TT1604054 DOB 16-02-1973 Contact Details: +90 98039233
M/s. Ad Techno Japan INC	Non-Promoter	-	-	9,98,000	24.95	Mr. Makoto Nagayama (Representative Director) Passport No. TR4774017 DOB – 16-05-1978 Contact Details: (+81) 9099570508

16. The change in control, if any, in the Company that would occur consequent to the Preferential Issue, and the percentage of post-preferential issue capital that may be held by the allottees:

There will be no change in control or management in the Company consequent to the completion of the Preferential Issue to the proposed allottee.

Contribution is being made by Mrs. Sushila Rupani (Promoter) as part of the Preferential Issue.

17. Lock-in Period:

The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

18. The current and proposed status of the allottee(s) post the Preferential Issue namely, promoter or non-promoter:

SR. NO.	NAME OF THE PROPOSED ALLOTEES	CURRENT STATUS	PROPOSED STATUS
1.	Mrs. Sushila Rupani	Promoter	Promoter
2.	Mr. Ramesh Rupani	Non-Promoter	Non-Promoter
3.	Mr. Piyush Sahay	Non-Promoter	Non-Promoter
4.	Mrs. Renu Sahay	Non-Promoter	Non-Promoter
5.	M/s. Ad Techno Japan INC	Non-Promoter	Non-Promoter
6.	Mr. Mukesh Belani	Non-Promoter	Non-Promoter
7.	Mr. Chiranjeev Milkha Singh	Non-Promoter	Non-Promoter
8.	Mr. V B Rupani	Non-Promoter	Non-Promoter
9.	Mr. Kishin Mulchandani	Non-Promoter	Non-Promoter
10.	M/s. Sow Japan Company Limited	Non-Promoter	Non-Promoter

19. Undertakings:

- a. None of the Company, its directors, or Promoters have been declared as wilful defaulters or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- b. The Company is eligible to make the Preferential Issue to proposed allottees under Chapter V of the SEBI ICDR Regulations.
- c. As the Equity Shares have been listed for a period of more than ninety days as of the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- d. The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- e. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked in till the time such amount is paid by the allottees.

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

- f. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

20. Practicing Company Secretary's Certificate:

The certificate from M/s Mehta and Mehta, Practicing Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website <https://agivavit.com/>

21. Other disclosures:

- a) During the period from April 01, 2024 until the date of Notice of this AGM, the Company has not made any allotment of Equity Shares by preferential issue.
- b) Since the Equity Shares of the Company are listed on the stock exchanges and the Preferential Issue is more than 5%, a report of the registered valuer is required under the provisions of the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations. The report is available for inspection at the registered office of the company during business hours except Sundays and holidays.
- c) The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the Preferential Issue is for a cash consideration.
- d) The proposed allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. They have further confirmed that the proposed allottees shall be eligible under SEBI ICDR Regulations to undertake the preferential issue.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to proposed allottees is being sought by way of a special resolution as set out in the said Notice.

Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No.4 of this notice except and to the extent of their shareholding in the Company.

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

ITEM NO. 5

The Board recommends the ratification of the appointment of Mr. Ranjan Chona as executive director consequent to attaining the age of 70 years.

The Board is of view that Mr. Ranjan Chona's contribution has been significant to the Company and the Company is in need of continued guidance and therefore seeks the extension of the appointment of Executive Director.

Except for Mr. Ranjan Chona none of the Directors and Key Managerial Personnel of the Company and their relatives are deemed to be interested/concerned in this resolution, except to their respective shareholdings in the Company, if any

Yours faithfully,
For IND-AGIV COMMERCE LIMITED

SD/-
Lalit Lajpat Chouhan
Managing Director
DIN: 00081816

Place: Mumbai
Date: 27th February, 2025

IND AGIV COMMERCE LIMITED

Regd. Office: 09 To 12, B- Wing, Kanara Business Centre, Off Ghatkopar-Andheri Link Road, Ghatkopar (E), Mumbai-400075

hggvfnvgnbfvbfvb Tel- 91-22-2500 3492/93. E-mail: info@agivavit.com . www.agivavit.com . CIN: L 32100MH1986PLC039004