

Date: 08/12/2023

To,
Listing Department/Department of Corporate Relations,
The BSE Limited
P.J. Towers, Dalal Street,
Fort Mumbai-400001

Scrip Code: 517077
Scrip Id: INDAGIV

Sub: Notice of 37th Annual General Meeting of the Company for F.Y. 2022-23 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice convening the 37th Annual General Meeting (AGM) scheduled to be held on Saturday, December 30, 2023 at 11.30 a.m. at the Registered office address of the Company.

The notice of AGM is being sent to all the members whose email IDs have been registered with the Company. The Company is pleased to provide its members the facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means. Only Shareholders, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as of the cut-off date, i.e., Friday, December 22, 2023, shall be entitled to avail of the e-voting facility.

The remote e-voting facility commences on Wednesday, December 27, 2023, from 9.00 a.m. (IST) and ends on Friday, December 29, 2023, at 5.00 p.m. (IST).

The AGM Notice for the financial year 2022-23 is also available on the website of the Company at www.agivavit.com

This is for your information and records.

Thanking You
Yours Faithfully

For IND AGIV COMMERCE LIMITED

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
BRANCHES: DELHI, BENGALURU, PUNJAB

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NOTICE

Notice is hereby given that the 37th Annual General Meeting of the Members of **IND-AGIV COMMERCE LIMITED** (CIN:L32100MH1986PLC039004) will be held on Saturday, 30th December, 2023 at 11:30 A.M. at 07-08, B-Wing, Kanara Business Centre, Laxmi Nagar, Off. Ghatkopar Andheri Link Road, Ghatkopar (East), Mumbai - 400075 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023, and the reports of the Board of Directors and Auditors thereon; and
 - b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ranjan Chona (DIN:02652208), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Lalit Lajpat Chouhan (DIN: 00081816), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To appoint of Mr. Lalit Lajpat Chouhan (DIN: 00081816) as Managing Director and Chief Financial Officer of the Company. To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution;

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or reenactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the appointment of Mr. Lalit Lajpat Chouhan (DIN: 00081816) as Managing Director and Chief Financial Officer of the Company for a period of 03 Years with effect from 8th December, 2023 on the remuneration to be paid and provided and on terms & conditions as set out in the explanatory statement attached hereto.

RESOLVED FURTHER THAT the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which terms shall be deemed to include the Nomination and Remuneration Committee of the Board) to vary, alter, increase, enhance or widen the terms and conditions of re-appointment and the remuneration payable to the appointee, from time to time, as they may in their discretion deem fit within the limits provided under this resolution as mentioned in the explanatory statement attached hereto and subject to the limits laid down in Section 197 and all other applicable provisions of the Act including any statutory modification(s) and re-enactment(s) thereof for the time being in force, and the Rules framed thereunder read with Schedule V of the Act and subject to the requisite approvals, if any, being obtained.

RESOLVED FURTHER THAT where in any financial year during the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals, if required, pay to the appointee, the remuneration being paid as the minimum remuneration by way of salary, perquisites and other allowances and benefits and that the perquisites to contribution to provident fund, superannuation fund or annually fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of Part II of Schedule V of the Act.

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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents applications, returns and writings as may be necessary, proper, desirable or expedient."

On Behalf of the Board of Directors
For IND-AGIV COMMERCE LIMITED

SD/-

Lalit Lajpat Chouhan
Managing Director
DIN: 00081816

Date: 08/12/2023
Place: Mumbai

NOTES:

1. The Company has received approval of Ministry of Corporate Affairs (MCA) vide its letter 23rd September, 2023 for granting extension for holding its Annual General Meeting for the financial year 2022-23 for a period of 3 months.
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 3 to 5 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.
3. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 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 may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder
4. Members/proxies and authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. Corporate members intending to send their authorised representative to attend the Meeting are requested to ensure that the authorised representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorizations, authorising them to attend and vote on their behalf at the Meeting.
6. For the convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by the Attendance Slip, annexed to the Proxy Form. Members/Proxies are requested to bring the attendance slip duly filled in and to affix their signature at the place provided on the Attendance Slip and hand it over at the counters at the venue.
7. A proxy shall not have a right to speak at the meeting and shall not be entitled to vote except on a poll.

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8. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamps have not been cancelled will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
9. The proxy – holder shall prove his identity at the time of attending the Meeting.
10. In case of joint holders attending the Annual General Meeting (AGM), only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Members desirous of getting any information on the Annual Accounts, at the AGM, are requested to write to the Company at least 10 days in advance, so as to enable the Company to keep the information ready.
12. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of advance notice in writing is given to the Company.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the 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 AGM.
14. The Register of Members and Share Transfer Books will remain closed from Saturday, December 23, 2023 to Saturday, December 30, 2023 (both days inclusive) for the purpose of AGM.
15. Members whose shareholding is in the electronic mode are requested to direct change of correspondence address, e-mail id and updates of savings bank account details to their respective Depository Participant(s).
16. Members are requested to address all correspondence to the Registrar and Share Transfer Agents (RTA), Universal Capital Securities Pvt. Ltd., C-101, 247 Park, 1st Floor, LBS Road, Gandhi Nagar, Vikhroli (W), Mumbai-400083, India, Tel: 022-4918 6178/79 Fax: 022-2820720 E-mail: info@unisec.in / ram@unisec.in
17. 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 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 Registrars and Share Transfer Agent.
18. As per regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended the securities of the company can be transferred only in dematerialized form with effect from April 01, 2019 except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrars and Transfer Agent.
19. In pursuance of Sections 124 and 125 of the Companies Act 2013, dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, and shares on which dividend remains unclaimed for seven consecutive years have been transferred to the Investor Education and Protection Fund.
20. In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5
21. Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit to the RTA of the Company the prescribed Form SH.13 for nomination and Form SH.14 for cancellation/ variation, as the case may be.

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Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.

22. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
23. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from on the website of the RTA at www.unisec.in. It may be noted that any service request can be processed only after the folio is KYC Compliant.
24. SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, the members are advised to dematerialise their holdings.
25. Copies of the Annual Report 2022-2023, the notice of the 37th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same.

Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 37th AGM and Annual Report for the financial year 2022-2023 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- A. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company at: investor@agivavit.com.
 - B. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
26. Members who hold shares in the certificate form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the AGM Notice and the Report and Accounts 2023, or participate in the AGM, or cast their votes through remote e-voting or e-voting during the meeting, are required to register their e-mail addresses with the Company at investor@agivavit.com. Alternatively, Members may send a letter requesting for registration of their e-mail addresses, mentioning their name and DP ID & Client ID / folio number, through email ram@unisec.in.
 27. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Universal Capital Securities Private Limited/Depository participants.
 28. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
 29. The remote e-voting period commences from Wednesday, 27th December, 2023 at 9.00 a.m. and ends on Friday, 29th December, 2023 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on 22nd December, 2023 (cut-off date) may cast their vote electronically.

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30. The remote e-voting module shall be disabled by N S D L for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/ modify it subsequently or cast the vote again.
31. The voting rights of shareholders shall be in proportion to the share in the paid up equity share capital of the Company as on 22nd December, 2023 i.e. the cut off date.
32. The Company has appointed CS Surjan Singh Rauthan, Proprietor of M/s S. S. Rauthan & Associates, a firm of Practicing Company Secretaries as a scrutinizer for conducting the remote e-voting and polling process at the Annual General Meeting in a fair and transparent manner.
33. The scrutinizer shall not later than forty eight (48) hours from the conclusion of the meeting, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or person authorised by him in writing, who shall countersign the same.
34. In the event of a poll at the meeting, please note that the members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules.
35. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 37th Annual General Meeting of the Company scheduled to be held on Saturday, 30th December, 2023. The results along with the scrutinizer's report shall be placed on the Company's website www.unisec.in within 48 hours from the conclusion of the 37th Annual General Meeting of the Company and communicated to BSE Limited.
36. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the AGM are furnished in Annexure A to this notice.
37. The route map showing directions to reach the venue of the 37th AGM is annexed herewith to this Annual Report.



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38. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the company is providing to its members the facility to cast their vote electronically from a place other than venue of the AGM ("remote e-voting") as an alternative to all the members of the company to enable them to cast their votes electronically instead of voting at the AGM, through e-voting services provided by NSDL. Shareholders who have already voted prior to the date of AGM would not be entitled to vote at the meeting venue.
39. The procedure and instructions for remote e-voting are as under:-

The remote e-voting period begins on Wednesday, 27th December, 2023 at 9.00 A.M. and ends on Friday, 29th December, 2023 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. 22nd December, 2023, 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 22nd December, 2023.

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 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">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. 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.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. 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.

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3. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
NSDL Mobile App is available on

 App Store  Google Play



Individual Shareholders holding securities in demat mode with CDSL

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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
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.
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.

Individual Shareholders (holding securities in demat mode) login through their depository participants

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.

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.

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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
Individual Shareholders holding securities in demat mode with NSDL	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 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	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 22 55 33

B) Login Method for e-Voting 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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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'?

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- (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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.
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 scrut@nsdl.com 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.

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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 call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre 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 investor@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) investor@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 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.

**By Order of the Board of Directors
For IND-AGIV COMMERCE LIMITED**

SD/-

**Lalit Lajpat Chouhan
Managing Director
DIN: 00081816**

**Date: 08/12/2023
Place: Mumbai**

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

As required under Section 102 of the Companies Act, 2013 the following explanatory statement sets out the material facts relating to business mentioned in Item No. 4 of the accompanying Notice:

ITEM NO. 3

In accordance with the provisions of section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013, appointment of Mr. Lalit Lajpat Chouhan (DIN:00081816), Managing Director and Chief Financial Officer requires approval of the members.

Based on the recommendation of the Nomination and Remuneration Committee and after considering his performance, the Board of Directors at their meeting held on 8th December, 2023 have approved the appointment of Mr. Lalit Lajpat Chouhan (DIN:00081816), Managing Director and Chief Financial Officer of the Company for a consecutive period of three years with effect from 8th December, 2023 to 7th December, 2026 as the tenure of Managing Director and Chief Financial Officer.

Information required to be given to members as per Schedule V of the Companies Act, 2013:

1.	Nature of Industry	Audio and Video Visual Solutions		
2.	Date of expected date of commencement of commercial production	Not applicable		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
4.	Financial performance based on given indicators	As per the Audited Accounts of the Company for the following financial year:		
		Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
		Total Revenue	12,65,55,145	9,25,62,914
		Profit/ Loss Before Tax	(3,08,06,067)	66,04,113
		Profit/ Loss for the period	(30,19,399)	21,44,052
5.	Foreign Investments or collaborators, if any	Not applicable		

Information about the appointee

1	Background details	Mr. Lalit Chouhan, aged about 62 years, Commerce graduate and Green certified Grid Management professional, having vast experience of Finance, HR, Legal, International Business Alliances and Business Development. He had served at Sr. Position with Diversified corporate stationery, office Automation, Banking Automation, IT Distribution, Textile, Foundry, Pharma, Engineering, Real Estate, Solar etc. He have rich experience of Set up SAP- kaizen Japanese- TQM- Supply Chain and CIP the Modern Management tools and Practices, he also set up more than 35 manufacturing units in India and Abroad with Marketing and Supply Chain Process.
2	Past Remuneration	Remuneration of Mr. Lalit Chouhan for the FY 2021-22 was Rs.24,00,000/- p.a. and perquisite as per Companies rules.

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3	Job Profile	Mr. Lalit Chouhan shall, subject to the directions, supervision and control of the Board of Directors of the Company, shall manage and conduct the business and affairs of your Company.
4	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).	The Remuneration of Mr. Lalit Chouhan is fully justifiable and comparable to that prevailing in the industry keeping in view the profile of Managing Director and Chief Financial Officer with his enriched knowledge and vast experience. He is looking after and responsible for the whole affairs of the Management of the Company and be accountable for the Board of Directors of the Company.
5	Remuneration proposed	The proposed Remuneration of the appointee would comprise basic salary, perquisites as mentioned
6	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the proposed remuneration payable to him, he does not have any other pecuniary relationship with the Company or with Managerial Personnel.

Other information:

1.	Reasons for inadequacy of profits	The company is exposed to specific risks that are peculiar to its business and the environment within which it operates including the economic cycle, market risk, etc. therefore, the profitability of the company varies accordingly. Your directors expect better performance of the Company in the coming years.
2.	Steps taken or proposed to be taken for improvement	
3.	Expected increase in productivity and profits in measurable terms	

The Nomination and Remuneration Committee and the Board of Directors are of the opinion that appointment of Mr. Lalit Chouhan as Managing Director and Chief Financial Officer would be in the interest of your Company.

Save and except above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the members to pass the Resolution set out at Item No. 4 of the Notice as Special resolution

By Order of the Board of Directors
For IND-AGIV COMMERCE LIMITED

SD/-

Lalit Lajpat Chouhan
Managing Director
DIN: 00081816

Date: 08/12/2023
Place: Mumbai

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ANNEXURE 'A'

DETAILS OF DIRECTORS

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings

Full Name	Mr. Ranjan Chona	Mr. Lalit Lajpat Chouhan
Director Identification Number (DIN)	02652208	00081816
Age	72 years	62 years
Original Date of Appointment	01/10/2015	01/10/2015
Qualification	BA	Commerce graduate and Green certified Grid Management professional
Experience and Expertise	Vast Industrial experience had work various corporate in senior position.	Mr. Lalit Chouhan, aged about 62 years, Commerce graduate and Green certified Grid Management professional, having vast experience of Finance, HR, Legal, International Business Alliances and Business Development. He had served at Sr. Position with Diversified corporate stationery, office Automation, Banking Automation, IT Distribution, Textile, Foundry, Pharma, Engineering, Real Estate, Solar etc. He have rich experience of Set up SAP-kaizen Japanese- TQM- Supply Chain and CIP the Modern Management tools and Practices, he also set up more than 35 manufacturing units in India and Abroad with Marketing and Supply Chain Process
Remuneration last drawn (including sitting fees)	No remuneration paid since 1 year	Remuneration of Mr. Lalit Chouhan for the FY 2021-22 was Rs.24,00,000/- p.a. and perquisite as per Companies rules
Remuneration to be paid	As per terms of appointment	As per terms of appointment
Number of Board Meetings attended during FY 2022-23	10	10
Shares held in the Company as on 31st March 2023 and % of paid-up Share (including shareholding as a beneficial owner)	Direct holding in the Company - 2,52,735 Equity Shares (25.27 %)	None
Relationship with other directors and KMP	None	None
Terms and Conditions of appointment / re-appointment	Executive, Non-Independent Director of the Company, liable to retire by rotation	Executive, Non-Independent Director of the Company, liable to retire by rotation
Member/ Chairperson of committees of the Company	Member of Stakeholders Relationship Committee and Nomination &	None

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	Remuneration Committee	
Directorships held in other companies	RST Technologies Private Limited Datapoint Impex Private Limited	RST Technologies Private Limited
Membership of committees None in other companies	None	None
Chairpersonship of committees held in other companies	None	None
Listed entities from which the person has resigned in the past three years	None	None
Skills and Capabilities	N.A.	N.A.

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