

Date: 15.04.2022

To  
The Manager-Listing  
**National Stock Exchange of India Ltd,**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai-400051

To  
The Manager-Listing  
**BSE Limited**  
Phirozee Jeejeebhoy Towers  
Dalal Street,  
Mumbai-400051

**BSE Scrip Code: AVROIND**

**NSE Symbol: 543512**

**Sub: Intimation of Extra-Ordinary General Meeting (EGM) pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Extra-Ordinary General Meeting (EGM) of the Company is scheduled to be held on Tuesday, 10<sup>th</sup> May, 2022 at 10:00 a.m. at the registered office of the Company at A-7/36-39, South of G.T Road Industrial Area, Electrosteel casting Compound, Ghaziabad-201009, Uttar Pradesh. The copy of the Notice of EGM is attached herewith.

Further as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting facility to all its members to enable them to cast their votes electronically for all the resolutions set out in the Notice of EGM and has engaged the services of NSDL to provide remote e-voting facility to the Members of the Company. The Company has fixed Tuesday, the 03<sup>rd</sup> day of May, 2022 as the cut-off date to determine the entitlement of voting rights of members. The E-voting will commence from Saturday, 07<sup>th</sup> May, 2022, at 09:00 a.m. and will end on Monday, 09<sup>th</sup> May, 2022 at 05:00 p.m.

The EGM Notice is also uploaded on the website of the Company <https://www.avrofurniture.com>.

Kindly take the same on record.

Yours faithfully,

**For Avro India Limited**

  
**Sumit Bansal**  
(Company Secretary)



Encl: A/a

**AVRO INDIA LIMITED**

(Formerly known as AVON MOLDFLAST LIMITED)

A-7/36-39, South of G.T. Road,  
Indl. Area (Opp. Rathi Udyog Ltd.)  
Ghaziabad-201009 (UP), India

Tel: 0120-4376091  
Helpline: 9910039125  
info@avrofurniture.com

[www.avrofurniture.com](http://www.avrofurniture.com)

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मतलब  
एवरो कुर्सी





## **AVRO INDIA LIMITED**

(Formerly known as AVON MOLDPLAST LIMITED)

CIN: L25200UP1996PLC101013

Regd. Office: A-7/36-39, South of G.T Road Industrial Area, Electrosteel Casting Compound,

Ghaziabad-201009, Uttar Pradesh, Phone: 0120-4376091

Email: [info@avrofurniture.com](mailto:info@avrofurniture.com), Website: [www.avrofurniture.com](http://www.avrofurniture.com)

### **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the Extra-Ordinary General Meeting [EGM No. 1/2022-23] of the members of **Avro India Limited** will be held on **Tuesday, 10<sup>th</sup> day of May, 2022 at 10:00 a.m.** at the registered office of the Company at **A-7/36-39, South of G.T. Road Industrial Area, Electrosteel Casting Compound, Ghaziabad-201009, Uttar Pradesh** to transact the following businesses:

#### **SPECIAL BUSINESS:**

1. To appoint Mr. Pawan Dixit (DIN: 09502555) as Non-Executive Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution with or without modification as an **Special Resolution:**

**“RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013, (“the Act”) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification or re-enactment thereof for the time being in force), and pursuant to applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended, the Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Pawan Dixit (DIN: 09502555) who was appointed as an Additional Director in the capacity of Non-Executive Independent Director with effect from February 11, 2022 under Section 161 of the Companies Act, 2013 and in respect of whom, the company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to be retire by rotation, to hold office for a period of five consecutive years for a term up to February 10, 2027.

**“RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms or returns with the relevant statutory bodies, and to comply with all other requirements in this regard.”

2. To appoint Mr. Nikhil Aggarwal (DIN: 03599964) as an Whole Time Director of the Company and in this regard to consider and if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution:**

**“RESOLVED THAT** in accordance with provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), applicable provisions of the Articles of Association of the Company,

recommendations of Nomination and Remuneration Committee, consent of the members be and is hereby accorded to the appointment of Mr. Nikhil Aggarwal (DIN: 03599964) as Whole Time Director of the Company, whose office shall be liable to determination by retirement by rotation, for a period of five years with effect from April 14, 2022 on the terms and conditions of appointment including remuneration as contained in the explanatory statement to this resolution, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit, within the limits specified in Section 197 read with Schedule V to the Act or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, he shall be paid salary and perquisites and other allowances as set out in the resolution as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. To appoint Mrs. Richa Kalra (DIN: 07632571) as Non-Executive Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution with or without modification as an **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), and pursuant to applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended and in accordance with the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Richa Kalra (DIN: 07632571) who was appointed as an Additional Director in the category of Non-Executive Independent Director with effect from April 14, 2022 under Section 161 of the Companies Act, 2013 and in respect of whom, the company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director of the Company be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to be retire by rotation, to hold office for a period of five consecutive years for a term up to April 13, 2027.

**“RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms or returns with the relevant statutory bodies, and to comply with all other requirements in this regard.”

**For & on behalf of the Board of Directors  
Avro India Limited**

**Sd/-  
Sumit Bansal  
(Company Secretary)  
Membership No: A42433**

**Date: 14/04/2022  
Place: Ghaziabad**



## NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") relating to the Special Businesses to be transacted at the 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 poll instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy should however be deposited at the registered office of the company not less than 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 carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy and for any other purpose or shareholder. The holder of proxy shall prove his identity at the time of attending the meeting.

3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at this EGM.
4. Members/Proxies/Authorized Representative should bring the duly filled Attendance slip enclosed herewith to attend the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
5. Copy of the Notice is being sent by electronic mode to those members whose names appears in the Register of Member/Beneficial Owners as received from National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, April 08, 2022 and whose email ids are registered with the Company/Depositories. For members who have not registered their email address, physical copy of Notice is being sent in permitted mode. A copy of the Notice will also be available on the website of the company viz. [www.avrofunriture.com](http://www.avrofunriture.com) and National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://www.bseindia.com).
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of bank and branch details, MICR Code and IFSC Code, mandates, nomination, change of address, change of name, e-mail address, contact numbers etc. to their depository participant (DP).
7. Relevant documents as referred to in the Notice of EGM are open for inspection by members at registered office of the Company during normal business hours on all working days up to the date of meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection in electronic form on the day of meeting.
9. The Company has fixed Tuesday, 03<sup>rd</sup> May, 2022, as the cut-off date/entitlement date for identifying the shareholders for determining the eligibility to vote in the meeting.



10. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 04<sup>th</sup> May 2022 to Tuesday, 10<sup>th</sup> May 2022 (both days inclusive) for the purpose of EGM of the Company.
11. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Share Transfer Agent or may be downloaded from the website of the Ministry of Corporate Affairs.
12. In case of joint holders attending the EGM, the Members whose name appears as the first holder in the order of names as per the Registrar of Members of the Company will be entitled to vote.
13. Brief Details of Directors seeking appointment/reappointment along with details of other directorship, shareholding in the Company, nature of expertise in specific functional area pursuant to Reg. 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by ICSI forms part of this Notice and is annexed as **Annexure-I**.
14. The facility for voting through ballot paper shall be made available at the EGM and the members attending EGM who have not cast their vote by remote e-voting shall be able to exercise their right at EGM through ballot paper.
15. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM, but shall not be entitled to cast their vote again.
16. 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.
17. The Board of Directors has appointed **M/s Chaturvedi & Company**, Practicing Company Secretary (**CP No. 13708**) to act as Scrutinizer for conducting the voting by ballot at the meeting.
18. The Results along with the report of the Scrutinizer shall be placed on the website of the Company ([www.avrofurniture.com](http://www.avrofurniture.com)) and forwarded to the Stock Exchanges where the shares of the Company are listed viz. National Stock Exchange of India Limited and BSE Limited within 48 hours of the conclusion of EGM.
19. The route map showing directions to reach the venue of the EGM is provided at the end of this Notice.
20. Instructions for remote e-voting are as below:

**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.	<p>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</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 &amp; 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>



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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 or 022-23058542-43

**B) Login Method 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?**

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, your Password/OTP and a Verification Code as shown on the screen.

*, 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.*

Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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.

#### How to retrieve your 'initial password'?

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'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

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](http://www.evoting.nsdl.com).

**Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

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.
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 with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**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 [cs@avrofurniture.com](mailto:cs@avrofurniture.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 [cs@avrofurniture.com](mailto:cs@avrofurniture.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.co.in](mailto:evoting@nsdl.co.in) 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.

**For & on behalf of the Board of Directors  
Avro India Limited**

**Sd/-  
Sumit Bansal  
(Company Secretary & Compliance Officer)  
M.No.: A42433**

**Date: 14/04/2022  
Place: Ghaziabad**



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

### **ITEM NO.1**

Pursuant to provisions of Section 161 of the Companies Act, 2013 rules thereof and the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on February 11, 2022 has appointed Mr. Pawan Dixit (DIN: 09502555) as an Additional Director of the Company in the category of Non-Executive Independent Director to hold office for a period of five consecutive years not liable to retire by rotation subject to approval of shareholders.

Pursuant to following provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to be effective from January 01, 2022:

- The listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.
- The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of special resolution.

The Company has received a notice in writing from a member pursuant to provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the appointment as a Director of the Company at its ensuing general meeting. The Company also received a declaration from Mr. Pawan Dixit confirming that he meets the criteria of Independence as prescribed under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received consent in Form DIR-2 to act as Director and Intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In the opinion of the Board, Mr. Pawan Dixit fulfils the condition for his appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is independent of the management of the Company. He holds valid registration certificate with the Databank of Independent Directors.

He holds professional experience of more than eight years. He is a practising Cost Accountant and carrying his own practice since 2015.

The Board considers that appointment of Mr. Pawan Dixit as a Non-Executive Independent Director would be beneficial to the Company and recommends the Special Resolution as set out in Item No. 1 of the Notice for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially, or otherwise in the resolution set out at Item No.1.

## **ITEM NO.2**

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors in their meeting held on April 14, 2022 have appointed Mr. Nikhil Aggarwal as Additional Director in the category of Whole Time Director for a period of five years with effect from April 14, 2022 on a remuneration and other terms and conditions as set out below, subject to the approval of the members of Company.

In view of the valuable contribution made by Mr. Nikhil Aggarwal for Company and his experience in Sales, Marketing and Operations Management, it is proposed to appoint him as a Whole Time Director of the Company for a period of 5 (five) years w.e.f. April 14, 2022 at a remuneration and on the terms and conditions as stated below:

Terms and Conditions of Appointment and Remuneration:

- I. Tenure of Appointment: For a period of 5 (five) years commencing from April 14, 2022 to April 13, 2027
- II. Remuneration: Rs. 75,000 per month (all inclusive)
- III. He shall be entitled to use the Company's car, all the expenses for maintaining and running of the same shall be borne by the Company.

The Company has received consent in Form DIR-2 to act as Director and Intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Requisite Notice under Section 160 of the Companies Act, 2013 proposing the appointment of Mr. Nikhil Aggarwal has been received by the Company.

In terms of Section 196 and 197 of the Companies Act, 2013, appointment of Whole Time Director and remuneration payable is subject to the approval by shareholders. Further, it is proposed that, in case of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, Whole Time Director shall be paid salary, perquisites and other allowances as stated above as minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Companies Act, 2013.

The Board considers that appointment of Mr. Nikhil Aggarwal as a Whole Time Director would be beneficial to the Company and recommends the Ordinary Resolution as set out in Item No. 2 of the Notice for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Sushil Kumar Aggarwal, Mrs. Anita Aggarwal, Mr. Sahil Aggarwal and Mr. Nikhil Aggarwal, to whom the resolution relates and other promoter shareholders, being relatives of these persons are concerned or interested, financially or otherwise, in the resolution set out in Item No.2.

### **ITEM NO.3**

Pursuant to provisions of Section 161 of the Companies Act, 2013 rules thereof and the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on April 14, 2022 has appointed Mrs. Richa Kalra (DIN: 07632571) as an Additional Director of the Company in the category of Non-Executive Independent Director to hold office for a period of five consecutive years not liable to retire by rotation subject to approval of shareholders.

Pursuant to following provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to be effective from January 01, 2022:

- The listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.
- The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of special resolution.

The Company has received a notice in writing from a member pursuant to provisions of Section 160 of the Companies Act, 2013 proposing her candidature for the appointment as a Director of the Company at its ensuing general meeting. The Company also received a declaration from Mrs. Richa Kalra confirming that she meets the criteria of Independence as prescribed under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received consent in Form DIR-2 to act as Director and Intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In the opinion of the Board, Mrs. Richa Kalra fulfils the condition for her appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She is independent of the management of the Company. She holds valid registration certificate with the Databank of Independent Directors.

She holds professional experience and has expertise in Secretarial matters and Indirect taxation.

The Board considers that appointment of Mrs. Richa Kalra as a Non-Executive Independent Director would be beneficial to the Company and recommends the Special Resolution as set out in Item No. 3 of the Notice for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially, or otherwise in the resolution set out at Item No.3.



**ANNEXURE-I**

**Details of Directors seeking Appointment as required under Regulation 36(3) of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

Name of Director	Pawan Dixit	Nikhil Aggarwal	Richa Kalra
DIN	09502555	03599964	07632571
Date of Birth	06/02/1987	25/06/1993	22/01/1979
Date of Appointment	11/02/2022	14/04/2022	14/04/2022
Qualifications, Experience and Expertise in specific functional Area	He is a Cost Accountant and has experience of more than eight years. He has expertise in Financial Accounting.	He has done Bachelor of Science in Business Administration from Ohio State University. He has experience of more than six years in Operations Management. He has expertise in Sales and Marketing.	She is a qualified Company Secretary and has experience in the Secretarial matters and Indirect taxation.
No. of Equity Shares as on 31 <sup>st</sup> March, 2022	Nil	2,32,500	Nil
Disclosure of relationship between directors inter se	He is not related to the Directors of the Company	Mrs. Anita Aggarwal is the mother and Mr. Sushil Kumar Aggarwal is the father of Mr. Nikhil Aggarwal. Mr. Sahil Aggarwal is the brother of Mr. Nikhil Aggarwal	She is not related to Directors of the Company.
Remuneration last drawn by such person, if any	N.A.	50,000 p.m.	N.A.
No. of the Meeting of the Board attended during the year	1	N.A.	0
Terms and conditions of Appointment	He was appointed as an Additional (Non-Executive Independent) Director for a period of five years w.e.f. February 11, 2022	He was appointed as Additional Whole Time Director for a period of five years w.e.f. April 14, 2022.	She was appointed as an Additional (Non-Executive Independent) Director for a period of five years w.e.f. April 14, 2022
Names of the listed entities in which the person also holds the directorship and the membership of the Committees of the Board along with listed entities from which the person has resigned in past three years	Nil	Nil	She is the Independent Director and Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee of DCM Financial Services Limited
Skills, Capabilities required for the role and the manner in which the proposed person meets such requirements	Understanding of Corporate Governance is required and through Board Procedures, he will meet such requirements	Knowledge of Business operations is required and he will meet this by making business strategies and planning .	Understanding of Corporate Governance is required and through Board Procedures, she will meet such requirements.

**PROXY FORM**

**Form No. MGT-11**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]**

CIN L25200UP1996PLC101013

Name of the Company **AVRO INDIA LIMITED**

Registered Office A-7/36-39, SOUTH OF G.T. ROAD INDUSTRIAL AREA  
ELECTROSTEEL CASTING COMPOUND GHAZIABAD – 201009

Name of the Member(s)	
Registered address	
E-mail I. d.	
Folio no./Client Id*	
DP ID	

I/We, being the member(s) of **AVRO INDIA LIMITED** holding \_\_\_\_\_ shares hereby appoint:

1. Name .....  
Address .....  
E-mail Id. ....  
Signature ..... or failing him
2. Name .....  
Address .....  
E-mail Id .....  
Signature ..... or failing him
3. Name .....  
Address .....  
E-mail Id. ....  
Signature .....

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the **Extra-Ordinary General Meeting** of the company, to be held on **Tuesday, May 10, 2022 at 10:00 a.m.** at the Registered Office of the company at **A-7/36-39, South of G.T. Road Industrial Area, Electrosteel Casting Compound, Ghaziabad -201009, Uttar Pradesh** and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	For	Against
<b>SPECIAL BUSINESS(ES):</b>			
1.	To appoint Mr. Pawan Dixit (DIN: 09502555) as a Non-Executive Independent Director of the Company.		
2.	To Appoint Mr. Nikhil Aggarwal (DIN: 03599964) as a Whole Time Director of the Company.		
3.	To Appoint Mrs. Richa Kalra (DIN: 07632571) as a Non-Executive Independent Director of the Company.		

Affix  
Revenue  
Stamp of  
Rs. 1/-

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022.

**Signature of Shareholder**

**Signature of Proxy holder(s)**

**Notes:**

- (1) This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.*
  - (2) For the resolutions, statement setting out material facts, notes and instructions please refer to the notice of Annual General Meeting.*
  - (3) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.*
  - (4) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.*
- Please complete all details including details of member(s) and proxy(ies) in the above box before submission.*



**Form No. MGT-12**

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*

**BALLOT PAPER**

Extra-Ordinary General Meeting of the members of Avro India Limited to be held on **Tuesday, 10<sup>th</sup> day of May 2022 at 10:00 a.m.** at registered office of the company situated at **A-7/36-39, South of G.T. Road Industrial Area, Electrosteel Casting Compound, Ghaziabad -201009, Uttar Pradesh:-**

Name of First Named Shareholder .....  
(In Block Letters)  
Postal Address .....

Folio No./DP ID & Client ID .....

No. of Shares held .....

Class of Shares .....

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

<b>S. No.</b>	<b>Brief of Resolutions</b>	<b>No. of Shares held by me</b>	<b>I assent to the resolution</b>	<b>I dissent to the resolution</b>
<b>SPECIAL BUSINESS (ES)</b>				
1.	To appoint Mr. Pawan Dixit (DIN: 07983845) as a Non-Executive Independent Director of the Company.			
2.	To Appoint Mr. Nikhil Aggarwal (DIN: 03599964) as a Whole Time Director of the Company.			
3.	To Appoint Mrs. Richa Kalra (DIN: 07632571) as a Non-Executive Independent Director of the Company.			

**Signature of Shareholder**

*\* Please tick in the appropriate column*

**ATTENDANCE SLIP**

**(To be handed over at the entrance of the meeting hall)**

**Extra-Ordinary General Meeting, on Tuesday, 10<sup>th</sup> day of May 2022 at 10.00 a.m.**

Name of the Member .....  
(In Block Letters)

Folio No./DP ID & Client ID .....

No. of Shares held .....

Name of Proxy .....  
(To be filled in, if the proxy attends instead of the member)

I, hereby certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Extra-Ordinary General Meeting of the Company on **Tuesday, 10<sup>th</sup> day of May 2022 at 10:00 a.m. at A-7/36-39, South of G.T. Road Industrial Area, Electrosteel Casting Compound, Ghaziabad - 201009, Uttar Pradesh.**

**Member's /Proxy's Signature**

*Note:*  
*Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be distributed at the meeting venue.*

## ROUTE MAP

