

AVI PRODUCTS INDIA LIMITED

110 MANISH INDL ESTATE NO 4, NAVGHAR, VASAI (EAST), DIST: PALGHAR 401210

TEL: 8591106755 Website: www.aviphoto.in

Email: aviphotochem@gmail.com / CIN: L24200MH1989PLC050913 GST:27AAACA3247Q1ZE

Date: September 30, 2024

To
BSE Limited
Department of Corporate Services
Listing Department
P J Towers
Dalal Street
Mumbai – 400001
Scrip Code: 524458

Re: Proceedings of the 35th Annual General Meeting of AVI Products India Limited (the “Company”) held on Monday, September 30, 2024, at 03:30 p.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)

Dear Sir/ Madam,

As per the notice of 35th Annual General Meeting (AGM) dated August 21, 2024, the Annual General Meeting of the Company was held on Monday, September 30, 2024, at 03:30 p.m. through VC/OAVM, in compliance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (“Act”), and the General circular dated September 25, 2023 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, and December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as ‘MCA Circulars’) and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and SEBI Circular and any updates thereto.

The brief details of businesses transacted at the meeting, manner of approval and result thereof are as under:

Sr. No.	Details of Businesses	Manner of Approval	Result
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)	Remote e-voting / e-voting at AGM	Passed with requisite majority
2.	Appointed a director in place of Mr. Vikram Vora (DIN: 02454043) who retires by rotation and being eligible, offers himself for re-appointment and this regard.	Remote e-voting / e-voting at AGM	Passed with requisite majority
3.	Re-appointed Shri Avinash D. Vora (DIN: 02454059) as a Managing Director and in this regard.	Remote e-voting / e-voting at AGM	Passed with requisite majority
4.	Approved material related party	Remote e-voting / e-	Passed with requisite

	transactions with Healix Healthcare Private Limited and in this regard.	voting at AGM	majority
5.	Approved material related party transactions with Total Dental Care Private Limited and in this regard.	Remote e-voting / e-voting at AGM	Passed with requisite majority
6.	Approved material related party transactions with Bharat Jyoti Impex and in this regard.	Remote e-voting / e-voting at AGM	Passed with requisite majority
7.	Increase in Authorized Share Capital of the Company and Alteration of the Capital Clause of Memorandum of Association of the Company and in this regard	Remote e-voting / e-voting at AGM	Passed with requisite majority
8.	Amended the Main Object Clause of the Memorandum of Association of the Company, and in this regard	Remote e-voting / e-voting at AGM	Passed with requisite majority
9.	Appointed of Mr. Kamlesh Bhagwandas Mehta (DIN: 10748358) as an Independent Director of the Company	Remote e-voting / e-voting at AGM	Passed with requisite majority

Pursuant to regulation 30 of the Listing Regulations, the proceedings of the AGM are enclosed and is being also available on the website of the Company at www.aviphoto.in.

This is for your records and dissemination. You are requested to take the same on record as the gist of proceedings of AGM and not consider the attached as minutes of the AGM.

Thanking you,

Yours truly,

For AVI Products India Limited

**Avinash Dhirajlal
Vora**

Digitally signed by Avinash Dhirajlal Vora
DN: c=IN, ou=Personal, title=5720,
pseudonym=29545724d130414d827bb40ff2c4497,
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ba51130a34a, cn=Avinash Dhirajlal Vora
Date: 2024.09.30 20:16:18 +05'30'

**Avinash Vora
Chairman of the AGM
DIN:- 02454059**

**Place: Mumbai
Date: September 30, 2024**

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PROCEEDINGS OF THE 35TH ANNUAL GENERAL MEETING OF AVI Products India LIMITED (THE “COMPANY”) HELD ON MONDAY, SEPTEMBER 30, 2024 AT 03:30 P.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”)

The 35th Annual General Meeting (“AGM”) of the Company held on Monday, September 30, 2024 at 03:30 p.m. through Video Conferencing (“VC”), in compliance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (“Act”), and the General circular dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, and December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as ‘MCA Circulars’) and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and SEBI Circulars and any updated thereto

Further, in accordance with the Secretarial Standard on General Meetings (“SS-II”) issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/Clarification dated April 15, 2020 issued by the ICSI, the proceedings of the AGM were deemed to be conducted at the registered office of the Company which was the deemed venue of the AGM.

At 03.30 p.m, Mr. Avinash Vora, Chairman of the Company, occupied the Chair, upon presence of requisite Quorum he called the meeting in order. He welcomed all the members of the Company (“Members”) and directors of the Company at the AGM. He further stated that the AGM was being convened through VC in accordance with the MCA Circulars and SEBI Circulars.

He thereafter introduced all the directors and key managerial personnel present at the AGM, who were as follows:

1. Mr. Avinash Vora, Managing Director of the company joined from Mumbai
2. Mr. Vikram Vora, Non-Executive and Non-Independent Director the company joined from Mumbai
3. Ms. Daksha Vora , Independent Director joined from Mumbai
4. Mr. Abhishek Vora, Independent Director of the Company
5. Mr. Pradeep Joshi , Non-Executive Director joined from Mumbai
6. Ms. Hemali Rathod , CFO joined from Mumbai.
7. Ms. Bijal Durgavale, Company Secretary joined from Mumbai.

The Statutory Auditors, Secretarial Auditors and Scrutinizer of the e-voting process were also present at the AGM.

The Chairman further informed that participation of members attending through Video Conferencing was reckoned for the purpose of quorum as per the MCA Circulars and Section 103 of the Companies Act, 2013. Since the AGM was being held through VC, as per the MCA Circulars, physical attendance of Members was dispensed with. Accordingly, the facility for appointment of proxies by Members was not made available for the AGM. 47 Members were present at the meeting through VC. The Chairman thereafter requested Ms. Bijal Durgavale Company Secretary, to read out the arrangements made for the Members at the AGM.

The Company Secretary informed that Notice and Annual Report for FY 2023-2024 were sent by e-mail to all those Members whose names appeared in the Register of Members and whose e-mail addresses were registered with the Company, the Registrar and Share Transfer Agent or the Depository Participants.

She informed the members that, as stated in the AGM Notice, the Members had been provided the facility to exercise their right to vote by electronic means on the resolutions set out in the AGM Notice, both through remote e-voting and e-voting system at the AGM. The remote e-voting facility was made available to all Members holding shares as

on the cut-off date i.e. Monday, September 23, 2024 during the period commencing from 9.00 a.m., on 27th September 2024 till 5.00 p.m., on 29th September 2024 and the remote e-voting was blocked on Sunday, September 29, 2024 at 5.00 p.m.

She informed that Members joining the AGM through video conferencing, who had not already cast their vote by means of remote e-voting, had the option of voting through e-voting facility at the AGM on announcement of the same by the Chairman. Members who had cast their votes by remote e-voting prior to the AGM were not entitled to cast their vote again.

She further informed all those present that the Board of Directors of the Company had appointed Mr. Anish Gupta, Partner of VKMG & Associates LLP, practicing company secretaries, as the scrutinizer for the AGM.

It was informed that the Company had made the best possible efforts for providing the facility of joining the AGM by VC and voting electronically. However, in case of any issues during the AGM, Members can contact InstaVote Linkin time for technical support / assistance.

Thereafter, she requested the Chairman to continue with the proceedings of the meeting.

The Chairman informed that the annual report and the notice convening the 35th AGM were already emailed to all the members and were accordingly taken as read. He further informed that the Statutory Auditor's Report and Secretarial Auditors' Report have already been sent to the members and board comments on qualifications or observations or disclaimer or comments or other remarks if any has been suitably replied in the Board Report, members are requested to take the note of the same.

Thereafter, the Chairman briefed the Members about the business of the Company. and continued the proceedings of the AGM.

The following items of business, as per the notice of the AGM, were transacted:

- 1.Consideration and adoption of the audited standalone financial statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon.
- 2.Re-Appointment of a Director Mr. Vikram Vora, as a director who retires by rotation and being eligible, offers himself for re-appointment.
- 3.Approval of re-appointment of Shri Avinash D. Vora as a Managing Director
- 4.Approval of Related Party Transaction with Healix healthcare Private Limited under Section 188 of the Companies Act, 2013
- 5.Approval of Related Party Transaction with Total Dental Care Private Limited under Section 188 of the Companies Act, 2013
- 6.Approval of Related Party Transaction with Bharat Jyoti impex under Section 188 of the Companies Act, 2013
- 7.Approval of Increase in Authorized Share Capital of the Company and Alteration of the Capital Clause of Memorandum of Association of the Company
8. Approval of amendment the Main Object Clause of the Memorandum of Association of the Company,
- 9.Approval for Appointment of Mr. Kamlesh Bhagwandas Mehta as an Independent Director of the Company.

Since the AGM was being held through VC and the resolutions mentioned in the AGM Notice were put to vote through remote e-voting and e-voting system at the AGM, the practice of proposing and seconding of resolutions, which is not mandatory as per applicable law, was not required to be followed and there was no voting by show of hands. Accordingly, the Chairman announced that the members who had not voted through remote e-voting system could cast their votes through e-voting facility provided to the members at AGM.

The Chairman then requested Company Secretary to conduct the question-and-answer session.

The Company Secretary read out the arrangements made for the Speaker Members at the AGM explaining few technical points and requested to Moderator to announce the speakers name one by one. Thereafter, the Moderator called upon all speaker's name who had registered, however, no one speaker shareholder has responded to Moderator and accordingly, Moderator requested the Chairman to proceed further.

Before concluding the AGM, the Chairman informed the Members that the e-voting facility will close 15 minutes after the closure of the AGM and requested the Members who had not already cast their votes, to do so through the Voting Facility at the AGM.

All the proceedings of the AGM were completed, the Chairman declared the AGM as concluded at 03:50 p.m. with thanks to the Members.

As per e-voting reports generated by Link Intime India Pvt Ltd, all the resolutions embodied in the Notice of AGM dated August 21 2024, were passed with requisite majority.

There was no adjournment or postponement or change in venue of the AGM. The Company has complied with the all the applicable provisions, mechanism and procedures as provided in MCA Circulars and SEBI Circulars, along with other applicable provisions of the Companies Act, 2013 and rules framed therein and the applicable provisions of secretarial standards in respect of calling, convening and conducting of the AGM.

For AVI Products India Limited

**Avinash Dhirajlal
Vora**

Digitally signed by Avinash Dhirajlal Vora
DN: c=IN, ou=Personal, title=5720,
pseudoym=25643724613041468276b406f2c4497,
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serialNumber=7736abaf6dad75d542bceeeb0412029137c043aa7812844326
dbas1130a34a, cn=Avinash Dhirajlal Vora
Date: 2024.09.30 20:15:03 +05'30'

**Avinash Vora
Chairman of the AGM
DIN:- 02454059**

**Place: Mumbai
Date: September 30, 2024**