

**ADVIK CAPITAL LIMITED**  
**(formerly known as Advik Industries Limited)**

CIN: L65100DL1985PLC022505

Regd. Office: Plot No. 84, Khasra No. 143/84, Ground Floor, Extended Lal Dora,  
Kanjhawla, Delhi- 110081

**Ph. No.:** 011-25952595

**E-mail id:** [cs@advikgroup.com](mailto:cs@advikgroup.com); **Website:** [www.advikgroup.com/ail](http://www.advikgroup.com/ail)

**POSTAL BALLOT NOTICE**

**Dear Members,**

**NOTICE** is hereby given pursuant to section 110 of the Companies Act, 2013 (“the Act”) read with rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), and read with Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”), **including any statutory modification(s) or re-enactment thereof, for the time being in force**, for obtaining assent of the Shareholders of the Company by means of Postal Ballot and voting through electronic means (“Remote e-voting”) on the Resolution set out in this Notice.

Pursuant to section 102 of the Companies Act, 2013, the explanatory statement pertaining to the resolutions, setting out the information and material facts, is appended herewith for your consideration along with a ‘Postal Ballot Form’ and self-addressed postage pre-paid business reply envelope.

The Company has appointed Mr. Ashok Kumar Verma, Practicing Company Secretary (Membership No. FCS 3945 and CP No. 2568), as Scrutinizer for conducting the voting including e-voting in a fair and transparent manner.

**Voting through postal ballot/remote e-voting shall commence from Wednesday, February 14, 2018 at 09.00 A.M (IST) and end on Thursday, March 15, 2018 at (17.00 hrs IST).** The scrutinizer’s decision on the validity of votes shall be final. If a member votes through e-voting facility as well as sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.

Shareholders desiring to exercise their vote by postal ballot:

- Read carefully instructions given on the back side of postal ballot form.
- Send duly filled form to the Scrutinizer not later than 5:00 P.M (IST) on 15th March, 2018.

Shareholders desiring to exercise their vote by e-voting:

- Read carefully instructions for e-voting given on the back side of postal ballot form.
- Voting shall be closed by CDSL on 15th March, 2018 at 5:00 P.M (IST).

The scrutinizer after completing the scrutiny of postal ballot forms (including e-voting) will submit his report to the Chairman on or before 17<sup>th</sup> March, 2018 and results will be announced by the Chairman on or before 17<sup>th</sup> March, 2018 at 5:00 P.M. (IST).

The results together with the scrutinizer's report will be posted on the Company's website viz. [www.advikgroup.com/aii](http://www.advikgroup.com/aii) and also on the website of CDSL viz. [www.cdslindia.com](http://www.cdslindia.com) besides being communicated to the BSE where the Company's shares are listed.

The date of declaration of the result of the postal ballot and remote e-voting shall be treated as the date on which the appended resolution would be deemed to have been passed, if approved by requisite majority.

In the event the draft resolutions as set out in the notice are assented by the requisite majority by means of e-voting or Postal Ballot (whichever method the shareholders opts for), those shall be deemed to have been passed as Special Business at an Extraordinary General Meeting.

## **SPECIAL BUSINESS**

### **ITEM NO. 1**

#### **ALTERATION OF THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to give assent or dissent to pass the following resolution as **Special Resolution** through postal ballot process:

**RESOLVED THAT** in terms of the provisions of section 3, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**") and Rules made thereunder, to the extent notified and in effect, as amended from time to time, and the Rules, Regulations, Guidelines, Notifications and Circulars, if any, issued by, the Ministry of Corporate Affairs, the Securities and Exchange Board of India, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulations, norms of Reserve Bank of India, subject to such other approvals, consents, permissions and sanctions as might be required from ROC, RBI, and Stock exchange and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, to exercise its powers including the powers conferred by this Resolution), **consent of the members be and is hereby accorded to alter the Clause III (A) Main Objects of the Memorandum of Association of the Company by inserting the new Sub-Clauses i.e. clause 4, clause 5, clause 6 and clause 7 after the existing sub-clause No. 3:**

“4. To act as money changers, brokers, dealers, agents, buyers and sellers of all foreign exchange in the form of currencies, travellers’ cheques, cards (pre-paid, credit or debit), bonds, notes, instruments, papers, documents, subject to the approval of the Reserve Bank of India and other competent authorities, wherever necessary; to take positions, hold and trade on the movements of foreign currencies on behalf of customers or otherwise, to hold, operate and transact in foreign currencies and/or exchange by maintaining foreign currency bank accounts or otherwise, and to issue or act as agents for travellers’ cheques, cards (pre-paid, credit or debit), phone cards and all instruments in any currency, subject to all rules, regulations and approvals as may be necessary and to engage in the foreign exchange money changing business, money transfer services in foreign exchange.

5. To carry on the business of giving gold loan facility with interest subject to the approval of Reserve Bank of India and other competent authorities, wherever necessary.

6. To carry on business of providing term finance to any persons or person, company or corporation, society association or person with or without any security for the purpose of enabling such borrower to construct or purchase or enlarge or repair any house or building or part or portions thereof or to purchase any freehold or leasehold or any lands, estate or interest in or to take demise for any term or terms of years of land or property in India upon such terms and conditions as the company may deem fit.

7. To carry on the business of providing loan facility for purchasing of vehicle either for personal use or for commercial purpose upon such terms and conditions as the company may deem fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (including Committee(s) thereof and/or any Director or any KMP or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution."

**By the order of the Board  
FOR ADVIK CAPITAL LIMITED  
(formerly known as Advik Industries Limited)**

**Sd/-**

**RADHIKA GARG  
Company Secretary & Compliance Officer**

**Date: 22-01-2018**

**Place: New Delhi**

**Notes:**

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and reasons annexed herewith.
2. In compliance with Regulation 44 of SEBI (LODR) Regulations, 2015, Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the company is pleased to provide remote e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the ballot form by post. The company has engaged the services of CDSL for the purpose of providing remote e-voting facility to all its members. Please note that the remote e-voting is an alternate mode to cast votes and is optional.
3. Resolutions passed by the shareholders through postal ballot and remote E-voting is deemed to have been passed at a general meeting of the shareholders of the company.
4. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the postal ballot notice is being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage prepaid self addressed business reply envelope.
5. The postal ballot notice are being sent to all the eligible shareholders of the company whose names appear in the register of members / list of Beneficial Owners as received from Registrar and Share Transfer Agent (RTA) as on **25th January, 2018 (cut-off date)**. The notice will be displayed on the website of the Company ([www.advikgroup.com/ail](http://www.advikgroup.com/ail)) and website of CDSL.
6. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the members as on end of day of Thursday, 25th January, 2018.
7. Mr. Ashok Kumar Verma, Practicing Company Secretary (M.No. 3945 and FCS No. 2568) has been appointed as the Scrutinizer to conduct the postal ballot and remote e-voting process in fair and transparent manner.
8. Postal Ballot form can also be downloaded from the website of the Company i.e. [www.advikgroup.com/ail](http://www.advikgroup.com/ail) or seek duplicate postal ballot from the Company.
9. Members shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed pre-paid business reply envelope to the scrutinizer so as to reach on or before 5:00 P.M. on Thursday, 15th March, 2018. Any postal Ballot form received after the said date and time period shall be treated invalid.
10. Incomplete, unsigned, improperly and incorrectly marked postal ballot forms will be rejected. There will be 1 (one) postal ballot form for every registered folio/client ID irrespective of the number of joint members.
11. The postal ballot form should be completed and signed by the shareholder (as per specimen signature registered with the Company and / or furnished to CDSL/NSDL). In case, shares are jointly held, this form should be completed and signed by the first named member and, in his / her absence, by the next named member. Holder(s) of Power of Attorney ("PoA") on behalf of a Shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board

resolution / authorisation giving the requisite authority to the person voting on the postal ballot form.

12. A member cannot exercise his/her vote by proxy on postal ballot.
13. Members having any queries relevant to voting via postal ballot /e-voting may mail to Company Secretary at [cs@advikgroup.com](mailto:cs@advikgroup.com) or call at 011-25952595.
14. Members who have not registered their email address so far are requested to register their e-mail addresses with:
  - Our Registrar “Skyline Financial Services Private Ltd.” or mail at [admin@skylinerta.com](mailto:admin@skylinerta.com) (if having shares in Physical Form)
  - Their respective depository participant (If having shares in Demat Form) For receiving all future communications including Annual Report, Notices, Circulars, etc. from the Company in electronic mode.

**15. The procedure and instructions for remote e-voting are as under:**

**A.**

- (i) The voting period begins on Wednesday, February 14, 2018 at 9:00 A.M. (IST) and end on Thursday, March 15, 2018 at 5:00 P.M (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 25<sup>th</sup> January, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholder – Login.
- (iv) Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the</li> </ul>

	number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVEN along with “Advik Capital Limited” from the drop down menu and click “SUBMIT”.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows Phone users can download the app from the App store or windows phone store

respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(xix) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**B. For members who receive the notice of postal ballot in physical form:**

- (i) Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes. Please refer instructions below for more details.
- (ii) Members may opt for e-voting. Please follow all steps from SI. No. A (i) To SI. No. A (xx) above, to cast vote.

**In the event, a member casts his votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored.**

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

**ITEM NO. 1**

**ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Your Company intends to expand and diversify its present scope of operations and it is proposed to venture into new activities (as mentioned in resolution stated at item NO. 1 of the notice) of which have good potential with respect to the future expansion of the Company in the **field of money changer/broker, to provide gold loan facility, providing term finance to any person(s)/association(s)/Body Corporate and also providing facility of vehicle loan.** All the proposed main objects are carrying a bright prospectus for Company in future and adhere to more returns to the stakeholders of the Company.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of sub-clause 4, 5, 6 and 7 after the existing sub-clause 3 as stated in the Resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies, NCT Delhi & Haryana, Reserve Bank of India, New Delhi and BSE Limited and any other Statutory or Regulatory Authority, as may be necessary.

In terms of applicable provisions of the Companies Act, 2013(including rules made there under) approval of members by way of special resolution is required for the matter set out in Item No. 1 of the notice.

Your directors hereby recommend resolution set out in Item No. 1 for member's approval as special resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out in Item No. 1 except to the extent to their shareholding in the Company, if any.

Hence, the board of directors of your company hereby recommends and seek approval of members by way of special resolution for resolution set out in Item No. 1 of the Notice.

**By the order of the Board  
FOR ADVIK CAPITAL LIMITED  
(formerly known as Advik Industries Limited)  
Sd/-  
RADHIKA GARG  
Company Secretary & Compliance Officer**

**Date: 22-01-2018  
Place: New Delhi**