AVRO FURNITURE

AVON FURNITURE

To
The Head- Listing Compliance
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Date: 21st August 2020

Symbol: AVROIND

Sub: Intimation of 24th Annual General Meeting, Record Date and Book Closure

Dear Sir/ Madam,

This is to inform you that the 24th Annual General Meeting **("AGM")** of the Company will be held on Monday, September 21, 2020 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 Record Date for determining the eligibility of shareholders to exercise voting rights and attendance at Annual General Meeting (AGM) is September 11, 2020.

Further, we wish to inform that pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, 14th day of August 2020 to Monday, 21st day of August 2020 (both days inclusive) for the purpose of 24th Annual General Meeting.

The copy of notice of the 24th Annual General Meeting is enclosed herewith.

Kindly take the same on your records.

Thanking you,

Yours Faithfully,

For AVRO INDIA LIMITED

SAHIL AGGARWAL
Digitally signed by SAHIL AGGARWAL
Date: 2020.08.21 15:23:28 +05'30'

Sahil Aggarwal
(Managing Director)
DIN: 02515025

18th Celebration SINCE 2002
3 साल की गारंटी वाला प्लास्टिक फर्नीचर
*On Selected Products
मज़बूत भारत की मज़बूत कुर्सी कभी ना टूटे एवरो कुर्सी

AVRO INDIA LIMITED

(Formerly known as AVON MOLDPLAST LIMITED)

Registered office: A-7/36-39, South of G.T. Road Industrial Area, Electrosteel Casting Compound Ghaziabad, Uttar Pradesh – 201009

CIN: L25200UP1996PLC101013 **Email id:** info@avrofurniture.com **Ph:** 0120-4376091

Website: www.avrofurniture.com

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the members of **Avro India Limited** *(Formerly known as Avon Moldplast Limited)* will be held on **Monday, 21st day of September, 2020 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, Uttar Pradesh-201009** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of Board of Directors and Auditors thereon.

2. To appoint Mr. Sushil Kumar Aggarwal (DIN: 00248707), Whole-Time Director, who retires by rotation and being eligible offers himself for re-appointment and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the reappointment of Mr. Sushil Kumar Aggarwal (DIN: 00248707) who retires by rotation and being eligible has offered himself for re-appointment as a Whole-Time Director of the Company.

SPECIAL BUSINESS:

3. To Approve the Material Related Party Transactions with Bonita Furniture Private Limited and in this regard to consider and if thought fit, to pass with or without modification, if any, the following resolution as a **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, read with the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of SEBI (Listing Obligations Disclosures Requirements) Regulations, 2015 ("Listing Regulations") and Company's Policy on Related Party Transaction(s), approval of the members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/arrangement(s)/transaction(s) with M/s Bonita Furniture Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for Sale, Purchase, supply of goods or materials in ordinary course of business on arm's length basis and on such terms and conditions as enumerated in explanatory statement hereto.

"RESOLVED FURTHER THAT Mr. Sushil Kumar Aggarwal (DIN: 00248707) or Company Secretary of the Company be and are hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any question, difficulty or doubt that may arise with regard to any transaction with related party and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution."

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

Sd/-
Sushil Kumar Aggarwal
Whole-Time Director
DIN: 00248707

Date: 21/08/2020
Place: Ghaziabad

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") relating to the Special Businesses to be transacted at the Annual General Meeting ("Meeting") 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 Annual General Meeting.

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. Members who have not registered their E-mail address so far are requested to register their e-mail for receiving all communication including Annual Report, Notices and

Circulars etc. from the Company electronically. Members can do this by updating their email addresses with their depository participants.
Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report will also be available on the Company's website www.avrofurniture.com for their download.

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. The Board of Directors has appointed **Mrs. Jinu Jain (COP No. 10379)**, Practicing Company Secretary to scrutinize the voting at the meeting in a fair and transparent manner.

8. The Register of Members and Share Transfer Books of the Company will remain closed from 14th September 2020 to 21st September 2020 (both days inclusive).

9. Relevant documents as referred to in the Notice along with the Statements are open for inspection by members at Registered Office of the Company on all working days, except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Annual General Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.

10. Brief details of Directors seeking appointment/reappointment along with details of other Directorship, shareholding in the Company, nature of their expertise in specific functional area pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards-2 issued by ICSI forms part of Notice.

11. The route map showing directions to reach the venue of the 24th AGM is provided at the end of this Notice.

12. The facility for voting through ballot paper shall be made available at the Annual General Meeting.

13. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. September 11, 2020.

14. The Results along with the report of the Scrutinizer shall be forwarded to NSE Ltd within 48 hours of the conclusion of Annual General Meeting and shall be uploaded on the website of the Company. (www.avrofurniture.com)

15. 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 by the members at the Annual General Meeting.

16. 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 Annual General Meeting.

17. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.

18. The Notice of the AGM along with the Annual Report 2019-20 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. Members may note that this Notice and the Annual Report 2019-20 will also be available on the Company's website viz. www.avrofurniture.com.

19. The Company has not declared any dividend. Further, the Company does not have any unpaid or unclaimed dividend amount outstanding as on the closure of financial year 2019-20. Therefore, the Company is not required to upload the details of Unpaid and unclaimed dividend amounts.
    Further, during the year, the Company has not transferred any amount to fund established under Section 125 of the Companies Act, 2013.

20. With reference to Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB as per SEBI (Issue of Capital Disclosure Requirements), 2009 are exempted from e-voting provisions. Company is covered under Chapter XB as it is listed on SME platform of National Stock Exchange of India Limited. Therefore, Company is not providing e-voting facility to its shareholders.

21. 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.

22. Any member requiring further information on the Annual Report at the meeting is requested to send the queries at cs@avrofurniture.com.

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

Sd/-
Sushil Kumar Agarwal
Whole-Time Director
DIN: 00248707

Date: 21/08/2020
Place: Ghaziabad

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

ITEM NO.1

Bonita Furniture Private Limited is a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

In terms of the provisions of Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section require a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of Ordinary Resolution in case the value of related party transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said rules. As per Regulation 23 of Listing Regulations and Related party Transaction policy, all the material related party transactions requires approval of the shareholders. The transactions relating to sale, purchase, or supply of goods or materials with M/s Bonita Furniture Private Limited are material in nature as these transactions are likely to exceed ten percent of the turnover of the Company. The Particulars of the material transactions are as under:

(i) Name of the related Party: M/s Bonita Furniture Private Limited

(ii) Name of the director or Key Managerial Personnel who is related and relationship:

Mrs. Anita Aggarwal, Spouse of Mr. Sushil Kumar Aggarwal and mother of Mr. Nikhil Aggarwal is the Director and Member in M/s Bonita Furniture Private Limited.

(iii) Nature, Duration of the Contract and Particulars of the Contract or arrangement: Sale, Purchase or supply of goods or materials. Duration of the Contract is four years.

(iv) Material Terms of the Contract or arrangement, if any: Based on Market Price

(v) Any Advance paid or received for the contractor/arrangement/transactions, if any: Nil.

(vi) Monetary Value: The value of transaction is likely up to an amount of ₹ 100 Crores.

(vii) Any other Information relevant or important for the Board to take a decision on the proposed transaction. None

Accordingly, in terms of the provisions of the SEBI Regulations and the Companies Act, 2013, approval of Shareholders of the Company is being sought by way of Ordinary Resolution set out at Item No.3 of this Notice.

None of the Directors or Key Managerial Personnel except Mr. Sushil Kumar Aggarwal, Whole-Time Director, Mr. Sahil Aggarwal, Managing Director and Mrs. Anita Aggarwal, Non-Executive

Director are interested, financial or otherwise in the proposed resolution.
The Board recommends the Ordinary resolution as set out in Item No.3 of the Notice for the approval by Members.

Relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Name of Director	Sushil Kumar Aggarwal (DIN: 00248707)
Date of Birth	28/03/1961
Date of Appointment	March 21, 2018
Qualifications, Experience and Expertise in specific functional area	He is having a rich experience of more than 32 years in the Plastic molded furniture industry. He is an Avid traveler, tech savvy and has a magnetic personality.
No. of Equity Shares held as on 31st March, 2020	780000 Shares
Disclosure of relationship between directors inter se	He is husband of Mrs. Anita Aggarwal, Non-executive Director of the Company and father of Mr. Sahil Aggarwal, Managing Director of the Company.
Remuneration Last drawn by such person, if any	₹ 1,00,000 p.m.
No. of Meeting of the Board attended during the year	09
Terms and Conditions of Appointment	Mr. Sushil Kumar Aggarwal was appointed as Whole-Time Director of the Company for a period of five years w.e.f. March 21, 2018.
List of Public Limited Companies in which Directorships held	Nil
Chairman / Member of the Committees* of the Board of Directors of the Public Company	Member-1 Chairman-Nil

*Committee includes the Audit Committee, Nomination & Remuneration Committee and Stakeholders Grievance Committee

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** **(Formerly known as Avon Moldplast 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 **24th Annual General Meeting** of the company, to be held on **Monday, September 21, 2020** 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** and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	For	Against
ORDINARY BUSINESS(ES):			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020		

	together with the Reports of Board of Directors and Auditors thereon.		
2.	To appoint Mr. Sushil Kumar Aggarwal (DIN: 00248707), Whole-Time Director, who retires by rotation and being eligible offers himself for re-appointment.		
SPECIAL BUSINESS(ES):			
3.	To Approve the Material Related Party Transactions with Bonita Furniture Private Limited.		

Signed this_____ day of _____ 2020.

Affix Revenue Stamp of Rs. 1/-

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

24th Annual General Meeting of the members of Avro India Limited *(Formerly known as Avon Moldplast Limited)* to be held on **Monday, 21st day of September 2020 at 10:00A.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:-**

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 Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Brief of Resolutions	No. of Shares held by me	I assent to the resolution	I dissent to the resolution
ORDINARY BUSINESS(ES)				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of Board of Directors and Auditors thereon.			
2.	To appoint Mr. Sushil Kumar Aggarwal (DIN: 00248707), Whole-Time Director, who retires by rotation and being eligible offers himself for re-appointment.			
SPECIAL BUSINESS (ES)				
3.	To Approve the Material Related Party Transactions with Bonita Furniture Private Limited.			

_____

Signature of Shareholder

** Please tick in the appropriate column*

ATTENDANCE SLIP

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

24th Annual General Meeting, on Monday, 21st day of September 2020 at 10.00 A.M

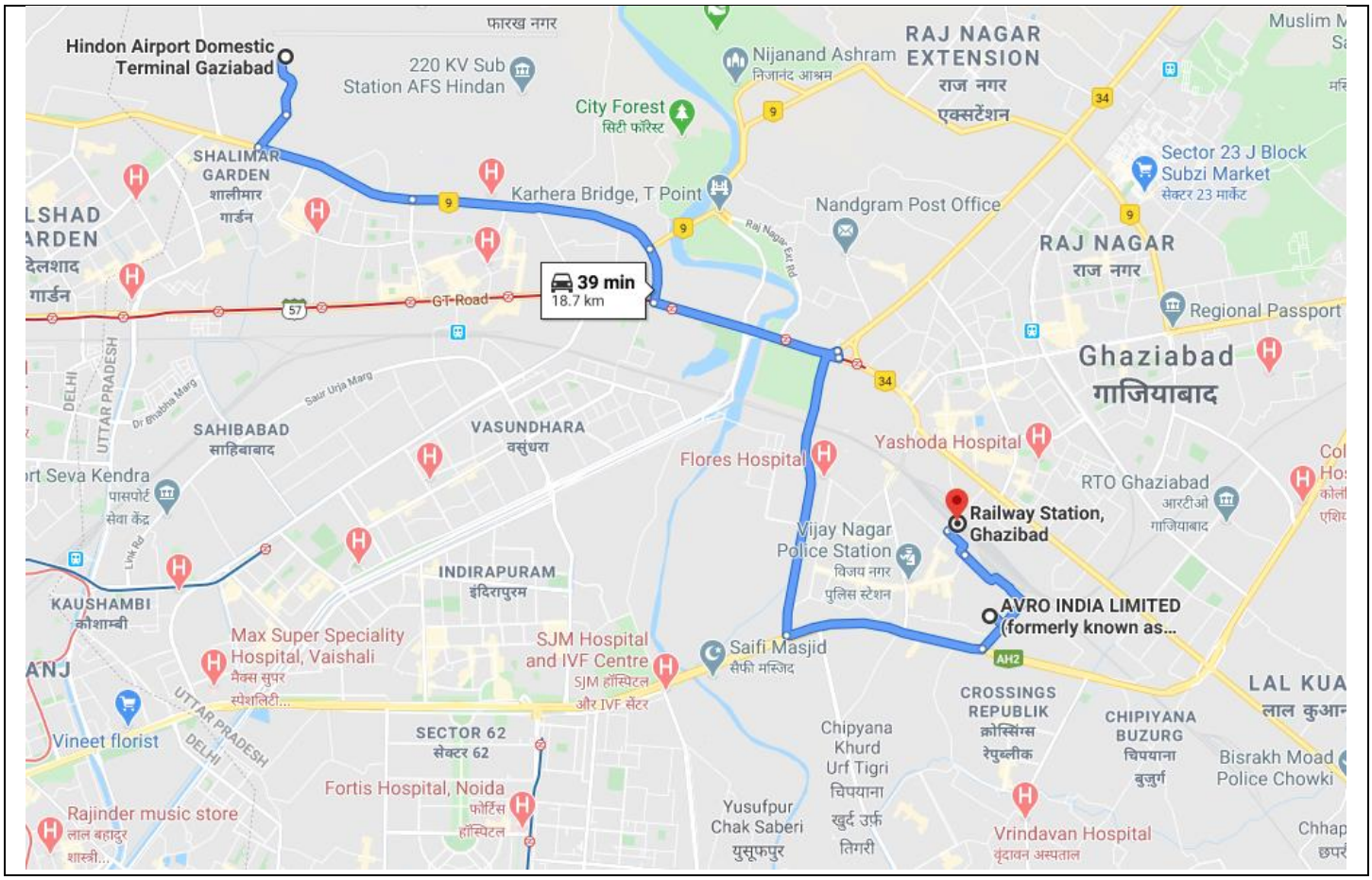
Name of the Member (In Block Letters)	……..
Folio No./DP ID & Client ID	……..
No. of Shares held	……..
Name of Proxy (To be filled in, if the proxy attends instead of the member)	……..

I, hereby certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 24th Annual General Meeting of the Company on **Monday, 21st day of September 2020 at 10.00 A.M at A-7/36-39, South of G.T.Road Industrial Area Electrosteel Casting Compound Ghaziabad - 201009.**

_____

Member's /Proxy's Signature

ROUTE MAP


Hindon Airport Domestic Terminal Gaziabad
220 KV Sub Station AFS Hindan
City Forest
Nijanand Ashram
RAJ NAGAR EXTENSION
Sector 23 J Block Subzi Market
SHALIMAR GARDEN
Karhera Bridge, T Point
Nandgram Post Office
RAJ NAGAR
39 min
18.7 km
GT Road
Regional Passport
Ghaziabad
SAHIBABAD
VASUNDHARA
Yashoda Hospital
Flores Hospital
RTO Ghaziabad
Railway Station, Ghazibad
Vijay Nagar Police Station
INDIRAPURAM
KAUSHAMBI
AVRO INDIA LIMITED (formerly known as...
Max Super Speciality Hospital, Vaishali
SJM Hospital and IVF Centre
Saifi Masjid
CROSSINGS REPUBLIK
CHIPIYANA BUZURG
LAL KUA
Vineet florist
SECTOR 62
Chipyana Khurd Urf Tigri
Bisrakh Moad Police Chowki
Fortis Hospital, Noida
Rajinder music store
Yusufpur Chak Saberi
Vrindavan Hospital