



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, Website: www.avrofurniture.com

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22(1) of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the Members of Avro India Limited (“the Company”), pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, (“ the Rules”), Secretarial Standard on General Meetings (“SS-2”), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations that the Special Resolutions as set out in this Notice are proposed for consideration by Members of the Company for passing by means of Postal Ballot by voting through electronic means only (‘remote e-voting’).

In terms of Circulars issued by the Ministry of Corporate Affairs, Government of India (“the MCA”) vide its General Circular Nos. 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated 31st December, 2020 read with SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, issued by SEBI and in view of the continuing COVID-19 pandemic requiring social distancing, companies were advised to take all the decisions requiring members approval, other than items of ordinary businesses through mechanism of postal ballot/e-voting in accordance with the provisions of Companies Act, 2013 and rules made thereunder, without holding a general meeting that requires physical presence of members at common venue.

In Compliance with the aforesaid MCA & SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. If your e-mail addresses is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the members would only take place through remote e-voting.

The Explanatory Statement pertaining to the resolution proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed hereto for your consideration.

The Board of Directors of the Company (the “Board”), has appointed Mr. Lalit Chaturvedi, proprietor of M/s Chaturvedi & Company (M.No. 5961, CP No 13708), Practicing Company Secretary, as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

SPECIAL BUSINESS

ITEM No.1: ISSUE OF BONUS EQUITY SHARES.

To consider and, if though fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in pursuance of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on recommendations of the Board of Directors of the Company, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permission and sanctions, if any, as may be required from statutory authorities in this regard, the approval of the members be and is hereby accorded to the Board of Directors of the Company to capitalize a sum of Rs. 3,62,44,000 (Rupees Three Crores Sixty Two Lakhs Forty Four Thousand) from Securities Premium Account of the Company and Rs. 3,20,90,000 (Rupees Three Crores Twenty Lakh Ninety Thousand) from free reserves as per the audited financial statements of the Company for the financial year ended on March 31, 2021 for paying in full at par 6833400 (Sixty Eight Lakhs Thirty Three Thousand Four Hundred only) equity shares of Rs. 10/- each in the capital of the Company to be allotted and distributed as fully paid up bonus shares to the holders of equity shares of Rs. 10/- each in the Company, whose name appear in the Register of Members of the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the record date, in the ratio of 21:10 i.e. 21 (Twenty One) Bonus Equity Share of Rs. 10/- (Rupees Ten only) each, for every 10 (Ten) fully paid up equity shares of Rs. 10/- (Rupees Ten only) held by Member/Beneficial Owner and that such new equity shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares on the record date.

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the bonus shares and the bonus shares will be credited to the demat account of the allottees, who are holding the existing equity shares in demat form as per the requirements of the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT in case of member(s) who hold shares in dematerialized form the bonus equity shares shall be credited to their respective beneficiary account(s) of the member(s), with their respective Depository Participant(s) within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of Bonus equity shares to Non-Resident Member(s), Foreign Institutional Investor(s) (FIIs) and other Foreign Investor(s) be and subject to approval of RBI or any other regulatory authority as may be necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Mr. Sahil Aggarwal (DIN: 02515025), Managing Director, Mr. Sushil Kumar Aggarwal (DIN: 00248707), Whole Time Director and/or Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole discretion deem necessary,

expedient or incidental in regard to issue of Bonus Shares, including but not limited to filing of any documents with the SEBI, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/or any concerned authorities, applying and seeking necessary approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in this regard thereto.”

ITEM NO. 2: MIGRATION OF EQUITY SHARES OF THE COMPANY FROM EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED.

To consider and, if thought fit, to pass with or without modification, the following resolution as Special Resolution:

Note: In accordance with Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the below mentioned Resolution shall be acted upon If and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than the promoters shareholders against the proposal.

RESOLVED THAT pursuant to provisions laid down in Regulation 277 of Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, including any amendment, modification, variation or re-enactment thereof, and subject to the approval of National Stock Exchange of India Limited (“NSE”), the consent of the Members of the Company be and is hereby accorded for migration of the Company’s present listing from Emerge Platform of NSE to the Main Board of NSE and to follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to this Resolution.

RESOLVED FURTHER THAT Mr. Sahil Aggarwal, Managing Director, Mr. Sushil Kumar Aggarwal, Whole Time Director and/or Company Secretary of the Company be and are hereby authorised jointly and/or severally to deal with any government or semi-government authorities or any other concerned intermediaries including but not limited to NSE, Securities and Exchange Board of India, Registrar of Companies, etc. to apply, modify, rectify and submit any application(s) and/or related documents on behalf of the Company and to do all such acts, deeds and things as may be necessary and expedient to give effect to this Resolution.”

ITEM NO.3 MIGRATION AND LISTING ON MAIN BOARD OF BSE.

To consider and, if thought fit, to pass with or without modification, the following resolution as Special Resolution:

Note: In accordance with Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the below mentioned Resolution shall be acted upon If and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than the promoters’ shareholders against the proposal.

RESOLVED THAT pursuant to provisions laid down in Regulation 277 of Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, including any amendment, modification, variation or re-enactment thereof, and subject to the approval of BSE Limited (“BSE”), the consent of the Members of the Company be and is hereby accorded for listing on Main Board of BSE Limited pursuant to migration from Emerge Platform of NSE and to follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to this Resolution.

RESOLVED FURTHER THAT Mr. Sahil Aggarwal, Managing Director, Mr. Sushil Kumar Aggarwal, Whole Time Director and/or Company Secretary of the Company be and are hereby authorised jointly and/or severally to deal with any government or semi-government authorities or any other concerned intermediaries including but not limited to BSE, Securities and Exchange Board of India, Registrar of Companies, etc. to apply, modify, rectify and submit any application(s) and/or related documents on behalf of the Company and to do all such acts, deeds and things as may be necessary and expedient to give effect to this Resolution.”

ITEM NO.4: TO ALTER THE MAIN OBJECTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and, if thought fit, to pass with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 4, 13, 15 read with the Companies (Management & Administration) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), including any statutory modification or re-enactment thereof for the time being in force, and subject to necessary approvals as may be required from appropriate authorities in this regard and subject to such terms and conditions as may be imposed by them, the consent of members be and is hereby accorded for insertion of the below mentioned new main object clauses by adding following clause, after existing clause A(5):

6. To Manufacture, buy, sell, export, outsource, or otherwise deal in all kinds of home appliances, household items, and lifestyle products;

7. To Manufacture, buy, sell, export, import, outsource or otherwise deal in wooden/hybrid furniture/construction material of all kinds

8. To develop a tech platform and engage various Companies, dealers, distributors and other stakeholders for business transactions and providing advisory services.

9. To Carry out business or outsourcing of recycling of plastics of all forms.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Sahil Aggarwal (DIN: 02515025), Managing Director, Mr. Sushil Kumar Aggarwal (DIN: 00248707), Whole Time Director and/or Company Secretary of the Company be are hereby severally authorized to take all requisite, incidental, consequential steps and to perform all such acts, deeds, matters and things as may be deemed necessary 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 other requirements in this regard.”

By Order of the Board of Directors

For Avro India Limited

Sd/-

Sumit Bansal

Company Secretary & Compliance Officer

M.No.: A42433

Place: Ghaziabad

Date: December 17, 2021

NOTES:

1. In accordance with Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“The Rules”), explanatory

statement setting out material facts and reasons for proposed resolution is annexed with the Notice of Postal Ballot.

2. In compliance with MCA Circulars, the Notice is being sent by electronic mode to those members whose name appears in the Register of Members/Beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, December 17, 2021 and whose email ids are registered with the Company/depositories. Further, the members whose name appears in the Register of Members/List of Beneficial owners as on Friday, December 17, 2021, being the cut-off date, are entitled to vote on the resolutions set forth in this Postal Ballot Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
3. As per the MCA Circulars and on account of the threats posed by the Covid-19 pandemic, physical copies of this Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
4. Members whose names appear on the Register of Members/List of Beneficial Owners on Friday, December 17, 2021 (Cut-Off date) will only be considered for the purpose of voting.
5. In compliance with provisions of Section 108 and Section 110 read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Secretarial Standard-2, the Members are provided with the facility to cast their votes electronically through remote e-voting services provided by National Securities Depositories Limited ("NSDL"). Instructions for remote e-voting are provided in the Notice.
6. The e-voting period will commence from Sunday, December 19, 2021 at 09.00 A.M. (IST) end on Monday, January 17, 2022 at 5 P.M. (IST) (both days inclusive). The e-voting module shall be disabled by National Securities Depositories Limited (NSDL) for voting thereafter.
7. A copy of this notice has also been placed on the website of the Company www.avrofurniture.com and National Stock Exchange of India Limited (NSE) at www.nseindia.com.
8. In accordance with the sub rule (3) of Rule 22 of the Rules, after the completion of dispatch of postal ballot notice along with its requisite annexures, an advertisement will be published at least once in a vernacular newspaper of the district where the registered office of the Company is situated i.e in Hindi and atleast once in English language in English newspaper having a wide circulation in the district where the registered office of the Company is situated.
9. Members who have not registered their email address with the Company can now register the same by sending an email to Compliance Officer of the Company at cs@avrofurniture.com and/or by sending a request to Mass Services Limited, Registrar and Share Transfer Agent ('RTA') through email at info@masserv.com or contact at T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020

10. The Board of Directors has, at its meeting held on Friday, December 17, 2021, appointed Mr. Lalit Chaturvedi, Proprietor of M/s Chaturvedi & Company, Practicing Company Secretary, having CP No. 13708, to act as Scrutinizer, for conducting the Postal Ballot in a fair and transparent manner.
11. The Scrutinizer shall after the conclusion of e-voting on January 17, 2022 unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make scrutinizer's report within the prescribed time. Such report shall contain details of total votes cast in favour of or against, if any, and submit the report to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the e-voting of the postal ballot forthwith. The resolutions, if passed with requisite majority, shall be deemed to have been passed on the last day of remote e-voting i.e. Monday, January 17, 2022.
12. Results of voting shall be declared within 48 hours from the time of conclusion of the remote e-voting. The result of postal ballot along with the Scrutinizer's report will be placed on the Company website at www.avrofurniture.com and will also be communicated to the Stock Exchange where the equity shares of the Company are listed.
13. All the material documents referred to in the explanatory statement will be available for inspection via electronic mode from the date of circulation of this Notice upto the date of declaration of Postal Ballot results.
14. Resolution passed by the members by means of Postal Ballot is deemed to have been passed at General Meeting of the Members.
15. 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.	Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available

under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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 <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.

	<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 e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL 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 & 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43</p>

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.

Alternatively, 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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.

Physical User Reset Password?” (If you are holding shares in physical mode) option available on 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 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.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at 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.
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. 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 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM No 1: ISSUE OF BONUS EQUITY SHARES

With a view to capitalize the Securities Premium account and/or Free Reserve and to rationalize the Capital structure of the Company, the Board of Directors in its meeting held on Friday, December 17, 2021 has proposed to issue bonus equity shares in the ratio of 21:10 i.e. 21 (Twenty One) Bonus Share of Rs. 10/- (Rupees Ten) each for every 10 (Ten) fully paid up equity share to the shareholders as on record date as may be decided by the Board of Directors.

The existing issued, subscribed and paid-up capital of the Company shall be increased due to capitalization of Rs. 3,62,44,000 (Rupees Three Crores Sixty Two Lakhs Forty Four Thousand) from Securities Premium Account of the Company and Rs. 3,20,90,000 (Rupees Three Crores Twenty Lakh Ninety Thousand) from free reserves as per the audited financial statements of the Company for the financial year ended on March 31, 2021 for paying in full at par 6833400 (Sixty Eight Lakhs Thirty Three Thousand Four Hundred only) equity shares of Rs. 10/- (Rupees Ten) each in the capital of the Company.

The Paid-up Equity Share Capital of the Company after Bonus Issue will be Rupees 10,08,74,000/- (Rupees Ten Crores Eight Lakh Seventy Four Thousand Only) divided into 1,00,87,400 (One Crore Eighty Seven Thousand Four Hundred) Equity Shares of Rs. 10/- (Rupees Ten only) each.

Now, consent of the members is required for issue of Bonus Shares. Accordingly, the Members are requested to consider the ordinary resolution favourably. Accordingly, the Board recommends the Resolution set forth in Item No.1 of the Postal Ballot Notice to be passed as Ordinary Resolution by the Members through Postal Ballot.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No.1 of this Notice except to the extent of their shareholdings in the Company, if any.

ITEM No. 2&3: MIGRATION OF EQUITY SHARES OF THE COMPANY FROM EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED AND MAIN BOARD OF BSE LIMITED.

The Company was listed on Emerge Platform of NSE on July 26, 2018. As per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), equity shares listed on SME Platform can be migrated to Main Board of Stock Exchange after an initial period of 2 years from the date of listing. Therefore, the Company intends to migrate to the Main Board of NSE and Main Board of BSE Limited as per the guidelines specified by the procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018.

Listing on the Main Board of National Stock Exchange of India Limited and BSE Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors.

The Migration of the Company from EMERGE Platform to the Main Board of National Stock Exchange of India Limited and Main Board of BSE Limited is also subject to approval of Members by way of passing Special Resolution in terms of Chapter IX of ICDR Regulations. Provided Special Resolution shall be acted upon if and only if the votes cast by shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoters shareholding against the proposal.

Accordingly, the Board recommends the resolution set forth in Item No. 2 & 3 to be passed as Special Resolution by the Members of the Company through Postal Ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in resolutions set forth in Item No.2 & 3 of this Notice except to the extent of their shareholding held by them in the Company.

ITEM No 4: TO ALTER THE MAIN OBJECTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

The Company is engaged in the business of plastic furniture and related activities. The Company is desirous of expanding its business by carrying out business activities related to home appliances, lifestyle products, wooden/hybrid furniture, recycling of plastics of all kinds and developing tech platform for engaging companies, distributors, dealers and other stakeholders. Hence, the Company needs to align the proposed business activity by altering its Main Object Clause of Memorandum of Association.

The Companies Act, 2013 requires the Companies to obtain the approval of members by way of Special Resolution for the alteration of the Memorandum of Association of the Company in respect of object clause. Such alteration in the Main Objects would require the approval of members by

passing Special Resolution through Postal Ballot under Section 13 and other applicable provisions of Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014.

The draft copy of the proposed Memorandum of Association of the Company is available for inspection at the registered office of the Company on all working days.

The Board recommends the Special Resolution as set out in Item No.4 of the Postal Ballot Notice, for approval of the members.

None of the Directors, Key Managerial Personnel and relatives thereof are interested or concerned in the proposed Special Resolution except to the extent of their shareholding.

For Avro India Limited

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

Place: Ghaziabad

Date: December 17, 2021