



THE FORCE BEHIND THE FORCES



NOTICE OF 03RD (THIRD) ANNUAL GENERAL MEETING OF AVNL

NOTICE IS HEREBY GIVEN THAT THE 03RD (THIRD) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF ARMOURED VEHICLES NIGAM LIMITED (AVNL) WILL BE HELD ON Monday, 23rd September 2024 AT 3.30 P.M. (IST) THROUGH VIDEO CONFERENCING ('VC') OR OTHER AUDIO VISUAL MEANS ('OAVM') TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024 together with the Reports of the Board of Directors and the Statutory Auditors thereon and Comments of the Comptroller and Auditor General of India and to pass the following resolution with or without modification as Ordinary Resolution:**

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2024 along with, Statutory Auditors report and Comments of Comptroller & Auditor General of India and the Board's Report, for the financial year 2023-24 thereon as placed before the meeting be and are hereby received, considered and adopted.”

- To fix the remuneration of Statutory Auditor for F.Y. 2024-25 by passing the following resolution with or without modification as Ordinary Resolution:**

In terms of provisions of Section 142 of the Companies Act, 2013, the remuneration of the Auditors shall be fixed by the Company in General Meeting or in such manner as the Company in General Meeting may determine. Hence, it is proposed that the Members may authorize the Board to fix the remuneration of the Statutory Auditors of the Company for the Financial Year 2024-25, as may deem fit.

“**RESOLVED THAT** pursuant to the provisions of Section 139,141,142,144 and other applicable provisions, if any, of the Companies Act, 2013, read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014, the Members be and are hereby authorize the Board to fix the remuneration of the Statutory Auditors of the Company for the Financial Year 2024-25, as may deem fit.”

SPECIAL BUSINESS

- To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the Financial Year 2024-25 & 2025-26 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013, by passing the following resolution with or without modification(s) as Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the remuneration of ₹9,90,000/- (Rupees Nine Lakhs Ninety Thousand only) including applicable Tax payable to M/s. Diwanji & Co, Cost & Management Accountant (Registration No. 000339), for conducting cost audit of the Company for the financial year 2024-25 and 2025-26, as approved by the Board of Directors of the Company, be and is hereby ratified;



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4. To Approve the offer or invitation to subscribe to Equity shares by way of preferential allotment on private placement basis to select group of persons, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act 2013 read with rules, circulars and notifications made thereunder (including any statutory modification/s, amendments thereto or re-enactment/s, thereof for the time being in force) and Articles of Association of the Company as amended and such other statues, notifications, circulars, rules and regulations as may be applicable, the consent of the Shareholders be and is hereby accorded for the issue offer and allot upto 14,35,11,845 (Rounded off) fully paid up equity shares having face value of Rs. 10/- (Rupees Ten only) per share at par aggregating upto Rs. 143,51,18,450/-(Rupees One Hundred Forty Three Crores Fifty One Lakhs Eighteen Thousand Four Hundred and Fifty only) to the following identified person (the “Offeree”) as given in the table below on a preferential basis by way of private placement for consideration other than cash;

Name and Address of the Offeree/ Identified person	No of equity shares to be offered - Upto
Name: Hon’ble President of India (Through Joint Secretary to the Government of India, Ministry of Defence, Department of Defence Production)	14,35,11,845 (Fourteen Crores Thirty Five Lakhs Eleven Thousand Eight Hundred and Forty Five) (Rounded off)

- RESOLVED FURTHER THAT** the aforesaid Equity Shares shall rank pari-passu in all respect with the existing fully paid up Equity Shares of the Company and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
- RESOLVED FURTHER THAT** pursuant to the provisions of the Act and Rules, the consent of the members be and is hereby granted to record the name of the Offerees and maintain such record in the manner set out in Form PAS-5 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.
- RESOLVED FURTHER THAT** for the purpose of above resolutions, Shri Sanjay Dwivedi, CMD (DIN: 09282314) or Shri. C. Ramachandran, Director (Finance) (DIN: 09315439) or any Director of the Company or the Company Secretary (“Authorised Person”) be and are hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things, as the Authorised Person may at his/her discretion, deem necessary or desirable for such purpose and to settle any question, difficulties or doubts that may arise in this regard, including without limitation, to administer the entire preferential issue, to determine the number of shares to be offered to the Offeree, timing of the offer, to maintain record of private placement offers in Form PAS-5, authenticating the entries made in Form PAS-5, finalising and entering into or execution of all agreements/ arrangement(s)/ document(s), as the Authorised Person may in his / her absolute discretion deem fit, authorizing any officer(s) of the Company, severally, to sign for and on behalf of the Company agreement(s) and any other related paper(s)/ document(s), including the authority to amend or modify such agreement(s), document(s), making requisite filings with the Registrar of Companies, Ministry of Corporate Affairs and any other government or regulatory body, delegating necessary authorizations to any officer of the Company, as may be required and to do all such acts, deeds and things as may be necessary or incidental in this connection for giving effect to the foregoing resolution, without being required to seek further



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consent or approval of the Members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** all actions taken by the Authorised Persons in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved ratified and confirmed in all respects.”

By order of the Board of Directors
Armoured Vehicles Nigam Limited

Sd/-

Date: 31.08.2024
Place: Avadi, Chennai

Garima Khare
Company Secretary
Membership No. – A33471
email: cs@avnI.co.in



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Notes:

1. The Ministry of Corporate Affairs ("MCA"), vide its General circular nos. 14/2020 dated April 8, 2020, 20/2020 dated May 5, 2020 and 09/2023 dated September 25, 2023 (collectively "MCA Circulars") have permitted companies to conduct AGM through VC or Other Audio Visual Means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars, applicable provisions of the Companies Act, 2013 and rules made thereunder, the 03rd AGM of the Company is being convened and conducted through VC/OAVM. The deemed venue for the 03rd AGM shall be the Registered Office of the Company.
2. As per Section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on their behalf. Since the AGM is being held through VC or OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the AGM and hence the Route Map, Proxy Form and Attendance Slip are not annexed to this Notice.
3. Government Representatives / Members of the Company are to attend and vote at the AGM through VC/OAVM facility. The representative of "H.E. The President of India" intending to appoint their authorised representatives pursuant to Sections 112 of the Act, as the case may be, are requested to send the signed copy of the nomination letter in advance.
4. As per the provisions under the MCA Circulars, Members attending the AGM through VC/OVAM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The relevant explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 & Secretarial Standard 2 on General Meetings, in respect of Special Businesses, as set out above is annexed hereto.
6. None of the Directors of the Company is in any way related with each other.
7. The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e- AGM.
8. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days during business hours (barring Saturday and Sunday) up to the date of AGM. However, Members seeking to inspect such documents are requested to send prior intimation at the above mentioned Email Id and the same shall be provided through the Electronic Media.
9. VC link for the Annual General Meeting (AGM) will be shared separately.

To:

1. All Members of AVNL
2. Directors of AVNL
3. Statutory Auditors
4. Secretarial Auditors
5. Cost Auditors



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

The following statement sets out all material facts relating to certain Special Business mentioned in the accompanying Notice of AGM:

Item No. 3 – Ratification of Remuneration to Cost Auditors for FY 2024-25 and 2025-26

The Board of Directors of the Company, has approved in its 28th Board meeting held on 27th August 2024, the appointment of M/s. Diwanji & Co, Cost & Management Accountant (Registration No. 000339), at a remuneration of ₹ 9,90,000/- (Rupees Nine Lakhs Ninety Thousand only) including applicable Tax to conduct the Cost Audit of the Company for the financial year 2024-25 & 2025-26.

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditor Rules), 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution as set out in Item No. 3 for approval of the Members by way of an Ordinary Resolution.

Item No. 4- To Approve the offer or invitation to subscribe to Equity shares by way of preferential allotment on private placement basis to select group of persons, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special resolution

The Board of Directors in its 19th Board Meeting held on 19.05.2022 was informed that certain adjustments were required to be made to the originally submitted Net Asset Value (NAV) in respect to land area difference, Security deposits, GST refund to HVF, Amount received from MoD for RR & Inventory reconciliation of VFJ. Accordingly, the Board took the note of additional Net Asset Value (NAV) of Rs.143,51,18,454/- (Rupees One Hundred and Forty Three Crores Fifty One Lakhs Eighteen Thousand and Four Hundred Fifty Four Only) and directed to forward the same to DDP for their intimation and issuance of shares for the adjustment value subject to authentication by the Ministry.

DDP vide a letter MoD ID No. 14/DP/OFBCIC/Share/AVNL/Vol-I dated 25.04.2024 has requested to provide equity shares corresponding to the adjusted NAV.

AVNL Board of Directors in its 26th Board Meeting held on 06.06.2024 noted & approved the additional NAV of Rs. 143,51,18,454/- as received from DDP.

The following disclosures are made in terms of Rule No.13(2) of the Companies (Share Capital and Debentures) Rules, 2014:

Object of the Issue:

Due to the certain adjustments w.r.t. land area difference, Security deposits, GST refund to HVF, Amount received from MoD for RR & Inventory reconciliation of VFJ there is an additional Net Asset Value (NAV) of Rs.143,51,18,454/- (Rupees One Hundred and Forty Three Crores Fifty One Lakhs Eighteen Thousand and Four Hundred Fifty Four Only).

Further as mentioned above, this proposed issue is being made in lieu of the additional NAV amount which has been arrived at due to revised NAV.



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Total No. of shares to be issued:

Issue and offer up to 14,35,11,845 (Fourteen crores thirty five lakhs sixty eleven thousand eight hundred and forty five only) fully paid equity shares having face value of Rs 10/- (Rupees Ten Only) per share (“Equity Shares”) at par on preferential basis by way of private placement for consideration other than cash to ‘The President of India’ through, Joint Secretary to the Government of India, Ministry of Defence (Department of Defence Production) as approved by the Board of Directors at their meeting held on 06.06.2024.

The price at which allotment is proposed:

Equity shares having face value of Rs. 10/- (Rupees Ten only) each are proposed to be issued at par.

Basis on which the price has been arrived at along with valuation report:

The Board of Directors have considered the issue price of Equity shares of Rs. 10/- (Rupees Ten only) based on the valuation report issued by a registered valuer. The valuation report is open for inspection at the registered office of the Company on all working days during business hours (barring Saturday and Sunday) up to the date of AGM. However, Members seeking to inspect such documents are requested to send prior intimation at the Email Id cs@avnl.co.in and the same shall be provided through the Electronic Media.

Relevant Date:

Relevant Date means a date atleast thirty days prior to the date on which the General Meeting of the company is scheduled to be held.

Name and Address & PAN of the Offeree/ Identified person	No of equity shares to be offered- Upto*
Name: Hon'ble President of India (Through Joint Secretary to the Government of India, Ministry of Defence, Department of Defence Production)	14,35,11,845 (Fourteen crores thirty five lakhs eleven thousand eight hundred and forty five only)

**the number of share are being rounded off*

The class or classes of person to whom the allotment is proposed to be made is as under:

Intent of Promoters, Directors or KMP of the Company to subscribe to the preferential allotment:

No contribution is being made by the Directors, Promoter, Key Management Persons and none of them intend to participate in the proposed preferential issue of equity shares.

Proposed time within which the allotment shall be completed:

Within a period of 12 months from the date of circulation of the private placement offer to the Offeree.

The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Name of the proposed allottee(s)	% of post preferential offer share capital (on a fully diluted basis), assuming fully paid up
Name: Hon'ble President of India through, Joint Secretary to the Government of India, Ministry of Defence (Department of Defence Production)	99.99%



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The Change in control, if any, in the company that would occur consequent to the preferential offer:

There would be no change in the control consequent to this preferential offer.

The No. of persons to whom allotment on preferential basis have already been made during the year in terms of number of securities as well as price:

There were no allotments of securities made on preferential basis during the year.

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

In terms of Rule 13 (2) (g) of the Companies (Share Capital and Debentures) Rules, 2014, where the shares are offered on a preferential / private placement basis, the price of the resultant shares shall be determined beforehand on the basis of valuation report of a registered valuer. As per the Valuation Report, the fair value of equity shares of the Company has been determined as Rs. 10/- (Rupees Ten only) per equity share. Board of Directors at their meeting held on 06.06.2024 have noted/ approved the valuation report. The Board has also approved the valuation report issued by the registered valuer for the additional NAV (non - cash consideration component) in lieu of which equity shares are proposed to be issued.

Name and Address of valuer who performed valuation:

The valuation of the equity shares has been done by M/s. R.K. Patel & Co, Registered Valuer (Regn No. IBBI/ RV/02/2018/10303), having office at No. 314, Phoenix complex, Nr. Suraj Plaza, Sayajigunj, Vadodara –390020, India.

The Preissue and post issue shareholding pattern of the company:

S.No	Category	Pre-Issue		Post issue	
		No. of shares	% of shareholding	No. of shares	% of shareholding
A	Promoters Holding				
1	Indian:				
	Individual	-	-	-	-
	Central Government	13,11,02,91,400	100	13,25,38,03,245	100
	Bodies Corporate	-	-	-	-
	Sub Total	13,11,02,91,400	100	13,25,38,03,245	100
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	13,11,02,91,400	100	13,25,38,03,245	100
B	Non Promoters' Holding				
1	Institutional Investors	-	-	-	-
2	Non Institution:				
	Private corporate bodies	-	-	-	-
	Indian Public	-	-	-	-
	Directors and relatives	-	-	-	-
	others (including NRIs)	-	-	-	-
C	ESOP Pool	-	-	-	-
	GRAND TOTAL	13,11,02,91,400	100	13,25,38,03,245	100



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Principle terms of assets charged as securities:

Being an offer for issuance of equity shares, no assets of the Company are being charged as security.

The following disclosures are being made pursuant to Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014: Not Applicable

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution as set out in Item No. 4 for approval of the Members by way of a Special Resolution.

By order of the Board of Directors

Armoured Vehicles Nigam Limited

Date: 31.08.2024

Place: Avadi, Chennai

Sd/-

Garima Khare

Company Secretary

Membership No. – A33471

email: cs@avn1.co.in1