



आर्मर्ड व्हीकल्स निगम लिमिटेड  
भारत सरकार का उद्यम  
रक्षा मंत्रालय



ARMOURED VEHICLES NIGAM LIMITED  
A GOVT. OF INDIA ENTERPRISE  
MINISTRY OF DEFENCE

CIN-U35990TN2021GOI145504

Date: 04.09.2023

To,

Sr. No.	Name, Designation, Address	Category (Shareholder/ Director/ Auditor)	Folio No. if any	No. of Shares Held
1	Shri Sanjay Dwivedi, IOFS	Chairman & Managing Director	-	-
2	Shri C. Ramachandran, IOFS	Director (Finance)	-	-
3	Shri Biswaranjan Pattanaik, IOFS	Director (HR)	-	-
4	Shri Shalabh Tyagi Joint Secretary (P&C) Department of Defence Production, Ministry of Defence, Govt. of India	Part time Official & Nominee Director	-	-
5	HON'BLE PRESIDENT OF INDIA THROUGH JOINT SECRETARY, DEPARTMENT OF DEFENCE PRODUCTION, MINISTRY OF DEFENCE, GOVERNMENT OF INDIA.	Representative Shareholder (GoI)	01	13110291394
6	SHRI SHERSHA SHAIK MOHIDDIN (ON BEHALF OF GOVERNMENT OF INDIA)	Representative Shareholder (GoI)	02	1
7	SHRI GOKUL NAGARKOTI (ON BEHALF OF GOVERNMENT OF INDIA)	Representative Shareholder (GoI)	03	1
8	SHRI P T BHUTIA (ON BEHALF OF GOVERNMENT OF INDIA)	Representative Shareholder (GoI)	04	1
9	SHRI SHARDA PRASAD (ON BEHALF OF GOVERNMENT OF INDIA)	Representative Shareholder (GoI)	05	1
10	SHRI ABHAY KUMAR SHARAN (ON BEHALF OF GOVERNMENT OF INDIA)	Representative Shareholder (GoI)	06	1
11	SMT. URMILA RAWAT (ON BEHALF OF GOVERNMENT OF INDIA)	Representative Shareholder (GoI)	07	1



पंजीकृत पता : भा.वा.नि. रोड, आवडी, चेन्नई - 600 054  
दूरभाष सं : 044-26383601, 044-26384784  
ईमेल : info@avnI.co.in  
वेबसाइट : avnI.co.in

REGD. ADDRESS : HVF ROAD, AVADI,  
Phone No : 044-26383601, 044-26384784  
Email : info@avnI.co.in  
Website : avnI.co.in

12	<b>Shri T.G. Sukumaran</b> M/s. T.G. Sukumaran & Co. Chartered Accountants	Statutory Auditor	-	-
13	<b>Shri V. Mahesh</b> M/s. V. Mahesh & Associates - Practicing Company Secretaries	Secretarial Auditor	-	-

Dear Sir/Madam,

**Sub: Notice for the 02<sup>nd</sup> (Second) Annual General Meeting of Armoured Vehicles Nigam Limited through Video Conference ('VC') or Other Audio Visual Means ('OAVM').**

Pursuant to the approval of the Board of Directors in their 22<sup>nd</sup> Board Meeting held on dated 29<sup>th</sup> August, 2023, the 02<sup>nd</sup> Annual General Meeting (AGM) of Armoured Vehicles Nigam Limited is scheduled to be held on **Monday, 25<sup>th</sup> September, 2023 at 3.00 P.M.** through Video Conference ('VC') or Other Audio Visual Means ('OAVM').

The deemed venue for the 02<sup>nd</sup> AGM shall be the Registered Office of the Company.

The necessary notice of the 02<sup>nd</sup> Annual General Meeting along with Annual Report of the Company is enclosed herewith.

It is therefore requested to kindly make it convenient to attend the Annual General Meeting.

Sincerely,

**For, Armoured Vehicles Nigam Limited**



**Dinesh Singh Jhala**  
Company Secretary  
Membership No. - A31656







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## NOTICE OF 02<sup>ND</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 02<sup>ND</sup> (SECOND) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF **ARMoured VEHICLES NIGAM LIMITED** WILL BE HELD ON MONDAY, 25<sup>TH</sup> SEPTEMBER, 2023 AT 3.00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

### ORDINARY BUSINESS:

01. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2023 together with the Reports of the Board of Directors and the Statutory Auditors thereon and Comments of the Comptroller and Auditor General of India.

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2023 along with, Statutory Auditors report and Comments of Comptroller & Auditor General of India and the Board's Report, for the financial year 2022-23 thereon as placed before the meeting be and are hereby received, considered and adopted."

02. \*To consider the appointment & fixing of remuneration of Statutory Auditor for F.Y. 2023-24.

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 2023-24, 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, M/s. ...., Chartered Accountants, Chennai (FRN No. ....), appointed as Statutory Auditors of the Company, by the office of Comptroller and Auditor General of India for the F.Y. 2023-24 vide letter No..... dated ..... and a written certificate in respect to the same, have been received from the said Auditor, be

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and is hereby appointed as the Statutory Auditors of the Company under Section 139 of the Companies Act, 2013 for the F.Y. 2023-24 to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration as may be decided by the Board of Directors or any Committee thereof and agreed upon by M/s. ...."

### **SPECIAL BUSINESS**

03. To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2022-23 & 2023-24 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013, by passing with or without modification(s), the following resolution 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 Lakh Ninety Thousand Only) inclusive all taxes payable to M/s. Singh Ranjeet & Co., Cost Accountants, Lucknow, Uttar Pradesh having branch office at Chennai, for conducting cost audit of the Company for the financial year 2022-23 & 2023-24, as approved by the Board of Directors of the Company at their 17<sup>th</sup> Board Meeting held on 17.01.2023, be and is hereby ratified;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



By order of the Board of Directors  
Armoured vehicles Nigam Limited

Dinesh Singh Jhala  
Company Secretary  
Membership No. – A31656

Date: 04.09.2023  
Place: Avadi, Chennai

\*Note-The members of the Company kindly note that, AVNL is awaiting the appointment of Statutory Auditors for the FY 2023-24 from C&AG. Once C&AG will appoint Statutory Auditor same will be place before the members in AGM.



**Notes:**

1. In view of the continuing COVID-19 pandemic, social distancing norms to be followed and pursuant to General Circular numbers 14/2020, 17/2020, 20/2020, 02/2021 and 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 5, 2022 and December 28, 2022, respectively, issued by the Ministry of Corporate Affairs (MCA) (collectively referred to as 'MCA Circulars') permits holding of the Annual General Meeting (AGM) through Video Conferencing (VC) facility or other audio visual means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act') and MCA Circulars, the AGM of the Company will be held through VC/OAVM. The deemed venue for the 02<sup>nd</sup> AGM shall be the Registered Office of the Company.
2. Since the meeting will be held through VC or OAVM as per MCA circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of Proxies will not be available. Hence, Route Map, Proxy Form, Attendance Slip are not annexed to the 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. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. 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. Internal Auditors
5. Secretarial Auditors



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

**Item No. 03 – Ratification of Remuneration to Cost Auditors for FY 2022-23 & 2023-24.**

The Board of Directors of the Company, has approved in its 17th meeting held on 17.01.2023, the appointment of M/s Singh Ranjeet & Co., Cost Accountants, Lucknow, Uttar Pradesh, having branch office at Chennai, at a remuneration of ₹ 9,90,000/- (Rupees Nine Lakh Ninety Thousand only) inclusive all taxes to conduct the Cost Audit of the Company for the financial year 2022-23 & 2023-24.

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 Ordinary Resolution for your approval.



**By order of the Board of Directors  
Armoured vehicles Nigam Limited**

**Dinesh Singh Jhala  
Company Secretary  
Membership No. – A31656**

**Date: 04.09.2023  
Place: Avadi, Chennai**