

## NOTICE

Shorter Notice be and is hereby given that the Extra Ordinary General Meeting of the members of **ADVANCED SYS-TEK LIMITED (FORMERLY KNOWN AS ADVANCED SYS-TEK PRIVATE LIMITED)** will be held on **FRIDAY 17<sup>TH</sup> JANUARY 2025, AT 10.00 A.M.** at the registered office of the Company situated at **299/300 G I D C MAKARPURA B/H NOVINO BATTERY, VADODARA – 390010, GUJARAT, INDIA** for transacting the following business:

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### **SPECIAL BUSINESS:**

#### **1. TO ALTER OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED** pursuant to the provisions of Sections 4, 13 and other applicable provisions of the Companies Act, 2013 and the rules & regulations made thereunder, each as amended (Companies Act) and the approval of the Registrar of Companies (RoC), the Object Clause of the Memorandum of Association (MOA) of the Company be and is hereby amended by adding the following clause:

#### **ADDITION IN CLAUSE III [a] 4 OF THE MEMORANDUM OF ASSOCIATION**

***"To Engineer, supply, install, commission and maintain industrial automation solutions, including but not limited to Terminal Automation for Oil & Gas Industry (solutions for inter alia metering, loading, unloading, storage and distribution, for all industrial applications including for ports, airports etc.), Custody Transfer and other Metering Systems, Measurement, Control and Automation Systems for various applications, SCADA and other Software Application Systems and Solutions, various Injection and other Systems and to manufacture, assemble all products, components etc for any and all Industrial Automation, Access Control, Gas detection, Safety (like Earthing, Overspill etc.), Security, Environment Protection and Autonomous System projects."***

**RESOLVED FURTHER THAT** the main object clause of Memorandum of Association incorporating the aforesaid amended by addition placed before the meeting be and is hereby approved.

**RESOLVED FURTHER THAT**, Shri Umed Amarchand Fifadra – Whole Time Director, Shri Mukesh R. Kapadia – Whole Time Director, Shri Shirish Madhukar Adi – Managing Director and Sheth Hima Kaushik – Company Secretary be and are hereby be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, Gujarat at Ahmedabad (**RoC**) and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.



**RESOLVED FURTHER THAT**, certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required."

**2. TO APPROVE THE GRANT OF EMPLOYEE STOCK OPTIONS EXCEEDING 1% OF THE SHARE CAPITAL OF THE COMPANY TO SHRI SHIRISH MADHUKAR ADI- MANAGING DIRECTOR OF THE COMPANY**

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

"**RESOLVED THAT** as per the provisions of Section 62 of Companies Act, 2013 read with the Rule 12 of The Companies (Share Capital and Debenture) Rules, 2014 and any other applicable laws, rules, regulations and guidelines, the approval of the Company be and is hereby granted to grant stock options under the Advanced Sys-Tek Employee Stock Option Plan 2024 ("**ESOP 2024**") constituting more than 1% (one percent) of the issued share capital of the Company, on such terms as may be determined by the Board, to the following employees:

<b>Name and Designation of Eligible Employee</b>	<b>Number of Options to be granted</b>
SHRI SHIRISH MADHUKAR ADI – Managing Director	210,690 stock options (1.09% of the current issued share capital of the Company)

**RESOLVED FURTHER THAT** that the directors of the Company be and are hereby severally authorised to do all such acts, deeds and things for and on behalf of the Company as may be necessary for granting stock options to the aforesaid employees of the Company and to carry out the aforesaid resolutions."

BY ORDER OF THE BOARD  
For **ADVANCED SYS-TEK LIMITED**  
(FORMERLY KNOWN AS ADVANCED SYS-TEK PRIVATE LIMITED)

Place: Vadodara  
Date: 11.01.2025

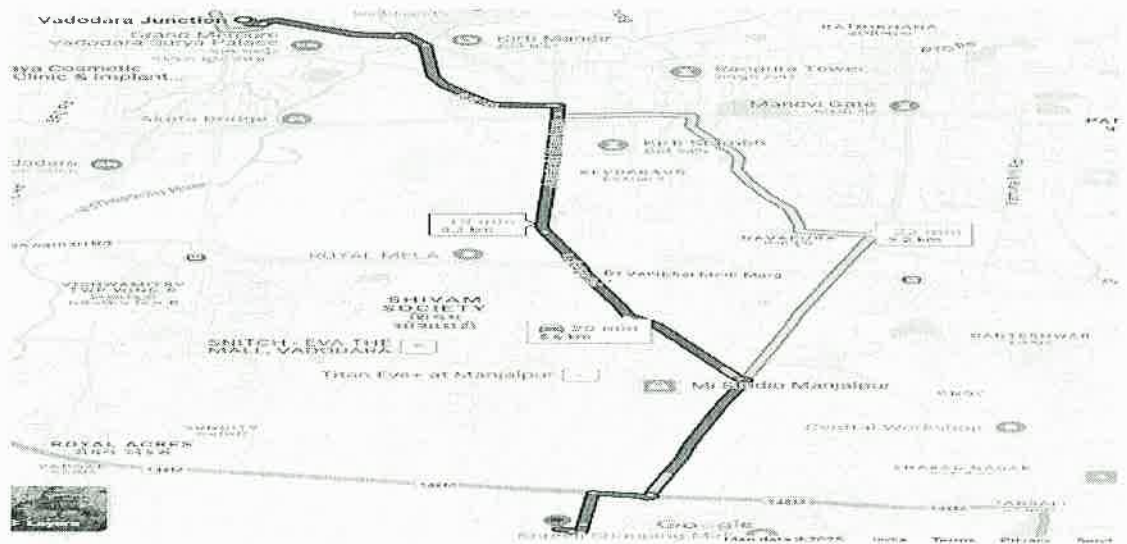


*Shirish M. Adi*

(SHIRISH M. ADI)  
Managing Director  
DIN: 03259129

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE MEMBER. PROXIES SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE DATE OF THE EXTRAORDINARY GENERAL MEETING.
2. In the case of Corporate Member, it is requested to send a certified copy of the Board Resolution authorizing the representative to attend and vote on its behalf at the meeting.
3. The Explanatory Statement in terms of Section 102 of the Companies Act, 2013, relating to special business is annexed to the Notice.
4. The relevant records and documents connected with the businesses set out in the Notice are available for inspection at the Registered Office of the Company between Monday to Friday from 09.00 A.M. to 06.00 P.M. up to the day of the Extraordinary General Meeting.
5. Route Map:



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE EXTRA ORDINARY GENERAL MEETING OF ADVANCED SYS-TEK LIMITED (FORMERLY KNOWN AS ADVANCED SYS-TEK PRIVATE LIMITED) TO BE HELD ON FRIDAY 17TH JANUARY 2025, AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 299/300 G I D C MAKARPURA B/H NOVINO BATTERY, VADODARA – 390010 GUJARAT, INDIA.**

**Item No. 1: TO ALTER OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

By way of abundant caution to clarify and to avoid any doubt and in order to eliminate any ambiguity with respect to interpretation of the object clause, the Company requires to add the following in the Object Clause of the Company which shall compliment the current objects of the Company to provide systems and solutions through use of equipment as mentioned in clauses 1 to 3 of the object clause of memorandum of association.

Accordingly, the Board of Directors proposed to add Clause III (a) 4 in the main object clause of the Objects Clause of the Memorandum of Association of the Company as set out in the Resolution at Item No. 1 of the notice.

The aforesaid insertion if approved by the Shareholders shall be registered by the Registrar of Companies Gujarat as per the provisions of the Companies Act, 2013, with such modifications as may be advised by them.

None of the directors or key managerial personnel or relatives thereof is in any way concerned or interested, financially or otherwise, in passing the above resolutions. The above statement is to be considered and construed as disclosures as per the provisions of section 102 of the Companies Act, 2013.

**Item No. 2: GRANT OF OPTIONS EXCEEDING 1% OF THE SHARE CAPITAL OF THE COMPANY TO SHRI SHIRISH MADHUKAR ADI**

Shri Shirish Madhukar Adi is the Managing Director of the Company. He is responsible for looking into the day-to-day operations of our Company including preparing strategy for achieving the goals of our Company and oversees Business Development, Sales, Operations, Finance, Service & HR Functions of our Company.

A copy of his service agreement will be available at the meeting for reference. In order to further incentivize him, the Board is of the opinion that a portion of the Company's employee stock options be reserved for him.

Considering the scale of business of the Company and the responsibilities, expected contribution and efforts of Shri Shirish Madhukar Adi, Managing Director of the Company, the Board has recommended for approval of the shareholders, the grant of stock options equivalent to or exceeding 1% of the current issued share capital of the Company, the details of which are mentioned in the proposed resolution as set out in this Notice.

**Advanced Sys-tek Limited (formerly Advanced Sys-tek Private Limited)**

299 - 300, G.I.D.C., Makarpura, B/H., Novino Battery, Vadodara - 390 010. Gujarat, INDIA

I : +91 - 265 - 6190300 | Website : [www.advancedsystemek.com](http://www.advancedsystemek.com)

CIN : U33112GJ1988PLC010464



Except for the persons named in the resolution, none of the directors or key managerial personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 2 of this Notice.

The Board recommends passing of the resolutions as set out under Item No. 2 of the Notice for approval of the members as a special resolution.

BY ORDER OF THE BOARD  
For **ADVANCED SYS-TEK LIMITED**  
(FORMERLY KNOWN AS ADVANCED SYS-TEK PRIVATE LIMITED)



(**SHIRISH M. ADI**)  
**Managing Director**  
**DIN: 03259129**

Place: Vadodara  
Date: 11.01.2025



**ADVANCED SYS-TEK LIMITED**  
(FORMERLY KNOWN AS ADVANCED SYS-TEK PRIVATE LIMITED)

**299/300 G I D C MAKARPURA B/H NOVINO BATTERY, VADODARA-390010**

**CIN: U33112GJ1988PLC010464**

**Email: [info@advancedsystem.com](mailto:info@advancedsystem.com); Website: [www.advancedsystem.com](http://www.advancedsystem.com);  
Phone: 0265-6190300**

**MGT-11  
PROXY FORM**

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**EXTRA ORDINARY GENERAL MEETING FRIDAY 17<sup>TH</sup> JANUARY 2025, AT 10.00 A.M.**

I/We \_\_\_\_\_, resident of \_\_\_\_\_ being the member(s) holding \_\_\_\_\_ equity shares with Folio No. \_\_\_\_\_ of the above-named company hereby appoint:

1) Name: \_\_\_\_\_ Address: \_\_\_\_\_ Email ID: \_\_\_\_\_  
\_\_\_\_\_, Sign: \_\_\_\_\_ or failing him/her;

2) Name: \_\_\_\_\_ Address: \_\_\_\_\_ Email ID: \_\_\_\_\_  
\_\_\_\_\_, Sign: \_\_\_\_\_ or failing him/her;

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extra Ordinary Meeting of the Company, to be held on **FRIDAY 17<sup>TH</sup> JANUARY 2025, AT 10.00 A.M.** at registered office of the Company situated at **299/300 G I D C MAKARPURA B/H NOVINO BATTERY, VADODARA - 390010** and at any adjournment thereof in respect of such resolution as are indicated below:

RESOLUTION NO.	PARTICULARS OF RESOLUTION ORDINARY/SPECIAL RESOLUTION	OPTIONAL	
		FOR	AGAINST
1.	To Alter Object Clause of Memorandum of Association of the Company		
2.	To Approve the grant of Employee Stock Options Exceeding 1% Of the Share Capital of the Company to Shri Shirish Madhukar Adi- Managing Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Affix stamp less Re.1/-	Rev. not than
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Member's Folio/DP ID-Client ID No. \_\_\_\_\_ Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

3. Please complete all details including details of member(s) in above box before submission.

**ADVANCED SYS-TEK LIMITED**  
(FORMERLY KNOWN AS ADVANCED SYS-TEK PRIVATE LIMITED)

**299/300 G I D C MAKARPURA B/H NOVINO BATTERY, VADODARA-390010**

**CIN: U33112GJ1988PLC010464**

**Email: [info@advancedsystem.com](mailto:info@advancedsystem.com); Website: [www.advancedsystem.com](http://www.advancedsystem.com);  
Phone: 0265-6190300**

**EXTRA ORDINARY GENERAL MEETING - FRIDAY 17<sup>TH</sup> JANUARY 2025, AT 10.00 A.M.**

**ATTENDANCE SLIP**

This attendance slip duly filled in is to be handed over at the entrance of the meeting venue.

Regd. Folio No. : \_\_\_\_\_  
No. of shares held : \_\_\_\_\_  
Full Name of the member attending: \_\_\_\_\_  
Full name of the first joint-holder: \_\_\_\_\_  
(To be filled in if first named joint holder does not attend the meeting.)

Name of Proxy: \_\_\_\_\_  
(To be filled in if Proxy Form has been duly deposited with the Company.)

I hereby record my presence at Extra Ordinary General Meeting being held on **FRIDAY 17<sup>TH</sup> JANUARY 2025, AT 10.00 A.M.** at registered office of the Company situated at **299/300 G I D C MAKARPURA B/H NOVINO BATTERY, VADODARA - 390010**

\_\_\_\_\_  
Member's/Proxy's Signature  
(To be signed at the time of handing over of this slip)

**CONSENT FOR HOLDING EXTRA ORDINARY GENERAL MEETING**  
**AT SHORTER NOTICE**

To,  
The Board of Directors  
**ADVANCED SYS-TEK LIMITED**  
**(Formerly known as ADVANCED SYS-TEK PRIVATE LIMITED)**  
Plot No. 299/300 G I D C Makarpura,  
B/H Novino Battery,  
Vadodara - 390010

Dear Sir,

**Sub: Consent for holding Extra Ordinary General Meeting at shorter notice.**

I/We, \_\_\_\_\_ residing at \_\_\_\_\_, holding \_\_\_\_\_ Equity Shares of Rs.10/- each in the Company in my/our name hereby give consent, pursuant to section 101(1) of the Companies Act, 2013 and the Rules made thereunder, to convene an Extra Ordinary General Meeting of the members of the Company to be held on **FRIDAY, 17<sup>TH</sup> JANUARY, 2025** at **10.00 A.M.** at the Registered office of the Company at 299/300 G I D C Makarpura B/H Novino Battery, Vadodara – 390010, Gujarat, India at shorter notice, in order to transact the items specified in the notice.

Yours faithfully,

\_\_\_\_\_  
(Signature of Shareholder/Authorized Signatory)  
Name of Shareholder/Authorized Signatory

Date: