

NOTICE

Shorter Notice is hereby given that the 37th Annual General Meeting of the members of **ADVANCED SYS-TEK LIMITED (formerly known as Advanced Sys-Tek Private Limited)** will be held on **FRIDAY 09TH MAY, 2025 AT 11.15 A.M.** at the registered office of the Company situated at **299/300 G I D C MAKARPURA B/H NOVINO BATTERY, VADODARA - 390010** for transacting the following business:

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025, together with the Reports of the Board of Directors and Auditors thereon.

2. ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025, together with the Reports of Auditors thereon.

3. APPOINTMENT OF DIRECTOR IN PLACE OF SHRI UMED AMARCHAND FIFADRA (DIN: 00049036), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

To appoint a Director in place of Shri Umed Amarchand Fifadra (DIN: 00049036) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

4. To approve the remuneration of Shri Shirish Madhukar Adi as Managing Director of the Company and for that purpose consider and pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 200 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 along with Article of Association of the Company and subject, if any required, the members of the Company do hereby approve the remuneration of Shri Shirish Madhukar Adi, Managing Director of the Company as approved by the Board of Directors in their meeting held on 05th May, 2025 on the recommendation of Nomination and Remuneration Committee at their meeting held on 05th May, 2025 and detailed terms and conditions of the remuneration as set out in the explanatory statement pertaining to this item pursuant to section 102 of the Act and in the draft agreement proposed to be executed by and between the Company and Shri Shirish Madhukar Adi with liberty to the Board of the Directors which shall include the Nomination and Remuneration Committee to alter, enhance, widen the scope of the remuneration (including periodical increase in remuneration as may be

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CIN : U33112GJ1988PLC010464



permissible within the overall remuneration limits as mentioned in the explanatory statement in accordance with Section 197 and 198 read with Schedule V of the Act and rules made thereunder and other applicable laws, regulations as amended from time to time) and to vary the terms and conditions of the said Agreement in such manner as may be agreed between the Board of Directors and Shri Shirish Madhukar Adi provided such alterations/ variations are in accordance with the approval accorded by the members of the Company."

"RESOLVED FURTHER THAT if in any financial year during the tenure of Managing Director, the Company has no profits or its profits are inadequate, Shri Shirish Madhukar Adi shall be entitled to receive and be paid the same remuneration in that year as set out in the aforesaid explanatory statement and the agreement, though the remuneration paid or payable exceeds the limits and conditions provided under section 197 and the provisions of Section II of Part II of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorize to settle any questions, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds and things including acceptance of such conditions while granting its approval as aforesaid and to execute all such documents, instruments and writings as may be required, necessary and expedient and desirable for the purpose of giving effect to this resolution."

"RESOLVED FURTHER THAT any Director and Company Secretary - Ms. Hima Kaushik Sheth be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the remuneration of Shri Shirish Madhukar Adi, Managing Director of the Company."

Registered Office:
299/300 G.I.D.C Makarpura,
B/H Novino Battery,
Vadodara - 390010

BY ORDER OF THE BOARD
For **ADVANCED SYS-TEK LIMITED**
(formerly known as Advanced
Sys-Tek Private Limited)



Place: Vadodara
Date: 05.05.2025

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

NOTES:

1. The consent letter for the shorter notice is attached with the Notice which should either be courier to the registered office of the Company at 299/300 G.I.D.C Makarpura, B/H Novino Battery, Vadodara - 390010 or the same can be emailed at compliance@advancedsystem.com.
2. In case of joint holders attending the meeting, only such joint holder who are higher in the order of names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the meeting.
3. 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 ANNUAL GENERAL MEETING.
4. 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.
5. An explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of special business at the meeting is annexed hereto.
6. Details required as per Secretarial Standards - 2 on General Meetings, issued by the Institute of Company Secretaries of India, in respect of Directors retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as Annexure-I to this Notice.
7. In accordance with the aforesaid MCA Circulars, the Notice of the AGM along with the Integrated Annual Report for FY 2024-25, is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any member has requested a physical copy of the same. Members may note that the Notice will also be available on the Company's website www.advancedsystem.com.
8. For receiving all communications (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at compliance@advancedsystem.com.
 - b) Members holding shares in dematerialized mode are requested to register / update their e-mail addresses, bank details and mobile number with the relevant Depository Participant(s).

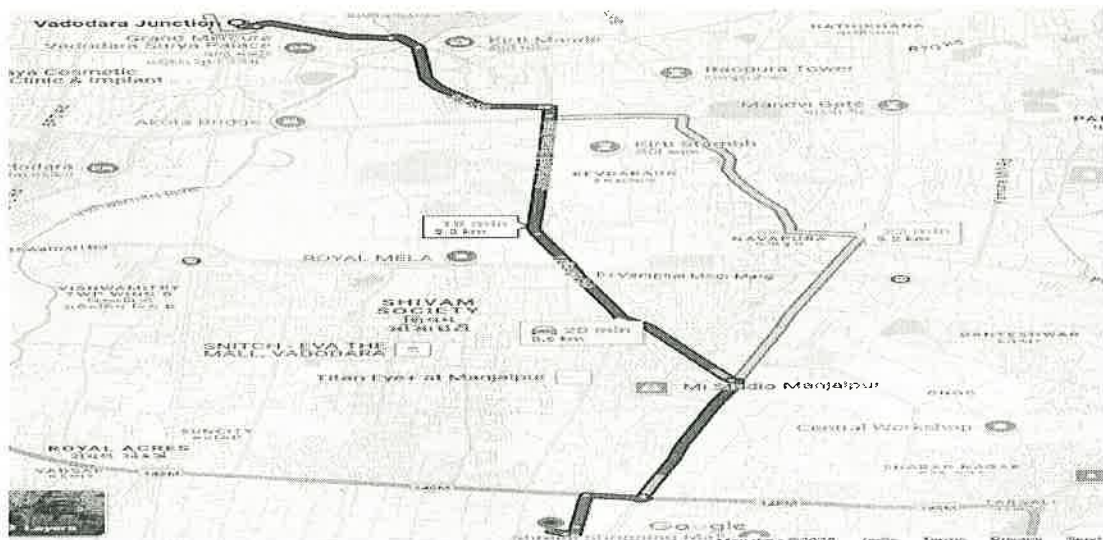


9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Sec on 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Sec on 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM.

10. As per Rule 9A of Companies (Prospectus and Allotment of Securities) Rules 2014, the Company shall not be able to transfer shares and issue new shares unless your physical shares are converted into dematerialized form. For this purpose, the Company has appointed MUFG Intime India Private Limited, as Registrar and Share Transfer Agent. You are requested TO get your physical shares converted into dematerialized form. The ISIN of Company's equity shares is INE08HV01013.

11. The Record date for ascertaining the members entitled to receive Notice and Annual Report for this AGM is 02nd May, 2025.

12. 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 ANNUAL GENERAL MEETING OF ADVANCED SYS-TEK LIMITED (FORMERLY KNOWN AS ADVANCED SYS-TEK PRIVATE LIMITED) TO BE HELD ON FRIDAY 09TH MAY, 2025 AT 11.15 A.M. AT 11.00 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.

4. Remuneration of Shri Shirish Madhukar Adi as Managing Director of the Company

Keeping in view of his vast experience and exposure in the business, members are requested to approve the revised remuneration of Shri Shirish Madhukar Adi as a Managing Director of the Company, as approved by the Board of Directors in their meeting held on 05th May, 2025 on the recommendation of Nomination and Remuneration Committee at their meeting held on 05th May, 2025 and detailed terms and conditions. Shri Shirish Madhukar Adi vide Board Meeting held on 16th October, 2023 have been appointed as Managing Director for a term of 05 years i.e. till 15th October, 2028

A brief profile of Shri Shirish Madhukar Adi is as under:

Shri Shirish Madhukar Adi (DIN: 03259129) aged 59 years was appointed as the Managing Director of the Company since 16th October, 2023.

Shirish Madhukar Adi, aged 59 years, is the Managing Director of the Company. He has completed his Bachelor of Engineering in Electronics from the Maharaja Sayajirao University of Baroda. He is responsible for looking into the day-to-day operations of the Company including preparing strategy for achieving the goals of our Company and oversees Business Development, Sales, Operations, Finance, Service & HR Functions of the Company. Prior to joining our Company, he was associated with Copeland India Private Limited (formerly known as Emerson Climate Technologies (India) Private Limited). He has around 34 years of experience in administration and management.

Considering the significant contribution made by Shri Shirish Madhukar Adi towards the growth of the Company, the Board of Directors of the Company at its meeting held on 05th May, 2025 subject to the approval of the Shareholders have approved the increase in remuneration payable to Shri Shirish Madhukar Adi, Managing Director on the terms and conditions as approved by the Board of Directors.



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CIN : U33112GJ1988PLC010464

I. General Information:

(1) Nature of industry: The Company is engaged in the business of providing Industrial Automation Solutions.

(2) Date or expected date of commencement of commercial production: The Company commenced its business since 16th March, 1988.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable, since the Company was incorporated on 16th March, 1988.

(4) Financial performance based on given indicators:

(Amount in ₹ lacs)

Particulars	2024-25	2023-24
Profit after Tax	2810.45	1995.91
Net Worth (including balance in Profit & Loss Account)	21480.56	18809.70
Earnings Per Share	14.62	10.59
Turnover	25240.21	18815.52

(5) Foreign investments or collaborations, if any: The Company has neither made any Foreign Investments nor entered into any collaboration during the last year.

(6) Past remuneration: The remuneration paid to Shri Shirish Madhukar Adi for the last financial year 2024-25 is as follows:

(Amount in ₹ lacs)

Name of Director – Shirish Madhukar Adi	Remuneration Paid for FY 2024-25 Amount in ₹
Remuneration	164.58
Incentive/Commission	73.77
Other Perquisites	0

(7) Recognition or awards: NIL

(8) Job profile and his suitability:

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.

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II. Remuneration proposed: Details of remuneration proposed for approval of the Shareholders at this Annual General Meeting of the Company are as follows:

- i. Gross Salary ₹ 1,63,50,000/- per annum
 - a) Basic salary increase shall be as per India salary structure, basis performance rating for each year and approved increase % for each year by the Nomination and Remuneration Committee (NRC) and Board till the tenure of this appointment.
 - b) Annual commission including Limit on commission: Not exceeding 2% of PBT before charging commission/incentive of the financial year, subject to such ceilings as may be set out in the Companies Act, if any, and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of commission shall be paid after the annual accounts are approved by the Board of Directors and adopted by the shareholders.
- ii. **Benefits, perquisites, and allowances:** The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any other rules thereunder or any statutory modifications and/or re-enactments thereof. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. In addition to salary, Shri Shirish Madhukar Adi will be entitled for the following perquisites:
 - The company's contribution to provident funds and superannuation fund to the extent these either singly or put together are not taxable under the Income-tax Act.
 - Gratuity as per Company's Employees Gratuity Policy.
 - Leave with full pay as per the rules of the company, with encashment of unavailed leave being allowed.
 - Personal accident insurance policy in accordance with the scheme applicable to employees of the Company.
 - Free term insurance of ₹ 50.00 Lacs.
 - Mobile Bill as per Company Mobile Phone expenses policy.



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iii. Valuation of Perquisites

Perquisites / allowances shall be valued as per Income-tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

iv. Minimum Remuneration:

The above remuneration shall be subject to limits laid down under Sections 196 and 197 of the Companies Act, 2013 (the Act') including any statutory modifications and/or re-enactments thereof.

In the absence of adequacy of profits, in any year, the remuneration payable to Shri Shirish Madhukar Adi by way of salary, allowances and perquisites shall not exceed the limits prescribed under Schedule V of the Companies Act, 2013 and rules made thereunder or any statutory modifications and/or re-enactment thereof.

The overall remuneration payable each year to Shri Shirish Madhukar Adi, by way of salary, perquisites and allowances, incentives/bonus/commission/performance linked incentives, remuneration based on net profits etc, as the case may be shall not exceed in aggregate the percentage as prescribed under the Act, of the net profits, as computed in the manner laid under Section 198 of the Act including any statutory modifications and/or re-enactments thereof.

(9) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Shri Shirish Madhukar Adi the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

(10) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Apart from the remuneration paid to him as Managing Director as stated above and their respective shareholding held directly or indirectly in the Company, Shri Shirish Madhukar Adi the Managing Director do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

III. Other Terms of continuation and re-designation:

The terms and conditions of remuneration of Managing Director also include clauses pertaining to adherence to the Company's Code of Conduct, protection and use of intellectual property, non-competition, non-solicitation and maintenance of confidentiality.

The Notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of remuneration of Shri Shirish Madhukar Adi as Managing Director as required under Section 190 of the Companies Act, 2013.

Except Shri Shirish Madhukar Adi, no other Director or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution at Item No. 4 of the Notice for approval by the Members.

IV. Other Information

(1) Reasons of inadequate profits: The Profits of the Company are on an increasing trend. However, considering the limits placed under the Companies Act, 2013, the profits of the Company are inadequate to cover the remuneration of the managerial person. The Company expects to have profits sufficient to cover the managerial remuneration in the ensuing year.

(2) Steps taken or proposed to be taken for improvement: The Company has embarked on a series of strategic and operational measures that are expected to result in the improvement in the present position to realize the profits sufficient to cover the remuneration paid to managerial personnel.

(3) Expected increase in productivity and profits in measurable terms The Company has taken various initiatives to improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.



ANNEXURE-I

Details of the Director seeking Appointment/Re-appointment at the forthcoming Annual General Meeting pursuant to Secretarial Standard - 2 on General Meetings

Name of the Director	Shri Umed Amarchand Fifadra	Shri Shirish Madhukar Adi
Qualification	Bachelor's degree of Engineering (Electrical)	Bachelor of Engineering in Electronics
Date of Birth and Age	25/11/1949 - 75 years	15/10/1965 - 59 Years
Brief Resume of the Director and Expertise in specific functional area	<p>Umed Amarchand Fifadra, aged 75 years, is one of the Whole-Time Directors of the Company. He has completed his Bachelor's degree of Engineering (Electrical) from Walchand College of Engineering, Kolhapur. He is responsible for Company's financial performance, investments and other business ventures.</p> <p>He also mentors the business development team of the Company for new business opportunities in existing as well as new markets. He has around 36 years of experience in automation industry.</p>	<p>Shirish Madhukar Adi, aged 59 years, is the Managing Director of the Company. He has completed his Bachelor of Engineering in Electronics from the Maharaja Sayajirao University of Baroda. He is responsible for looking into the day-to-day operations of the Company including preparing strategy for achieving the goals of our Company and oversees Business Development, Sales, Operations, Finance, Service & HR Functions of the Company. Prior to joining the Company, he was associated with Copeland India Private Limited (formerly known as Emerson Climate Technologies (India) Private Limited). He has around 34 years of experience in administration and management.</p> <p>Considering the significant contribution made by Shri Shirish Madhukar Adi towards the growth of the Company the Board of Directors of the Company at its meeting held on 05th May, 2025 subject to the approval of the Shareholders approved the remuneration of Shri Shirish Madhukar Adi, Managing Director</p>

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		on the terms and conditions as approved by the Board of Directors.
Terms and conditions of Appointment/re-appointment	He shall be liable to retire by rotation. He is entitled to remuneration, profit-related commission, as approved by the Board of Directors.	He shall be liable to retire by rotation. He is entitled to remuneration, profit-related commission, as approved by the Board of Directors. However, he is not retiring in this Annual General Meeting but his remuneration to be approved by shareholder
Remuneration last drawn (including commission) for FY 2024-25	₹ 2,20,53,366/-	₹ 2,38,35,287/-
Remuneration proposed to be paid	As per existing approved terms of appointment	₹ 1,63,50,000/-
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025	79,28,266 Equity Shares of Face Value of ₹ 10/- each	50,000 Equity Shares of Face value of ₹ 10/- each
Date of first appointment on the board	16 th March, 1988	16 th October, 2023
Other Directorship	1. Advanced Utility Management Private Limited 2. Terranamous Systems Private Limited 3. Kreate Konnect E-Solutions Private Limited 4. AST Environment Solutions Private Limited	1. AST Environment Solutions Private Limited
Memberships/ Chairmanship of Committees of other companies	NIL	NIL
Inter-se relationship between Directors and other Key Managerial Personnel	NONE	NONE
Number of Meetings of the Board attended	09	09

Registered Office:
299/300 G.I.D.C Makarpura,
B/H Novino Battery,
- 390010

Place: Vadodara
Date: 05.05.2025

BY ORDER OF THE BOARD
For **ADVANCED SYS-TEK LIMITED**
(formerly known as Advanced Vadodara
Sys-Tek Private Limited)



Shirish M. Adi

(SHIRISH M.ADI)
Managing Director
DIN: 03259129

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

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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@advancedsystek.com; Website: www.advancedsystek.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]

ANNUAL GENERAL MEETING ON FRIDAY 09TH MAY, 2025 AT 11.15 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 Annual Meeting of the Company, to be held on **FRIDAY 09TH MAY, 2025 AT 11.15 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 approve adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 and the report of Auditors thereon		
2.	To appoint a director in place of Shri Umed Amarchand Fifadra (DIN: 00049036), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible seeks re-appointment		
3.	To approve the remuneration of Shri Shirish Madhukar Adi, Managing Director of the Company.		

Signed this _____ day of _____ 2025

Member's Folio/DP ID-Client ID No. _____ Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix stamp less Re.1/-	Rev. not than
----------------------------------	---------------------

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; Website: www.advancedsystem.com; Phone:
0265-6190300**

ANNUAL GENERAL MEETING - FRIDAY 09TH MAY, 2025 AT 11.15 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 Annual General Meeting being held on **FRIDAY 09TH MAY, 2025 AT 11.15 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 37TH ANNUAL 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 Annual 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 Annual General Meeting of the members of the Company to be held on **FRIDAY 09TH MAY, 2025 AT 11.15 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: __.05.2025