Advance
Powerinfra
Tech Limited

Dated: 01.09.2017

The Secretary,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Tower
Dalal Street,
Mumbai-400001

Dear Sir,

Scrip Code: 531047

Please find enclosed Notice of 23rd Annual General Meeting of the company as sent to the shareholders of the company and which is self-explanatory.

This is for your information and record.

Thanking you,

Yours faithfully,
For Advance Powerinfra Tech Ltd

Managing Director
Akhilesh Kotia
DIN:00076777

Regd. Off. : 4, Chandni Chowk Street,
3rd Floor, Kolkata - 700 072
CIN : L65999WB1994PLC065726

Telefax : 91 33 2212 7189
E-mail : info@advancepowerinfratech.com
www.advancepowerinfratech.com

Advance Powerinfra Tech Limited

NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of Advance Powerinfra Tech Limited will be held on Tuesday, the 26th day of September, 2017 at 12:00 Noon at "Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata- 700017 to transact the following business:

Ordinary Business

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Directors' and the Auditors' thereon.

2. To appoint a Director in place of Mrs Smriti Chattopadhyay (DIN: 07581513), who retires by rotation and being eligible, offers herself for re-appointment.

3. Appointment of Auditors :-

in this regard, the consent of the Company be and is hereby accorded for re-appointment of Mr. Akhilesh Kotia (DIN- 00076777) as the Managing Director of the Company for a period of 3 years w.e.f 23.08.2017 upto 22.08.2020 on the remuneration and terms and conditions enumerated in the Statement attached hereto as recommended by the Nomination and Remuneration committee and /or amended by Board, from time to time, as may be acceptable to Mr. Akhilesh Kotia and his period of office is liable to determination by retirement of directors by rotation;

RESOLVED FURTHER THAT notwithstanding anything stated hereinabove where in any financial year closing on or after March 31, 2017 during the tenure of Mr. Akhilesh

3. To consider and if thought fit to pass the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to Section 94 of the Companies Act, 2013 ('Act') read with the Companies (Management and Administration) Rules, 2014 and other applicable statutory / regulatory provisions (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be is an is hereby accorded to keep the Register of Members and Index of Members at the office of the Company's Registrar and Share Transfer Agents, Maheshwari Datamatics Private Limited at 23 R. N. Mukherjee Road, Kolkata -700 001 or at such other place within Kolkata to which the said Office is shifted;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution."

By order of the Board
For Advance Powerinfra Tech Limited

(Akhilesh Kotia)
Managing Director
DIN: 00076777

4, Chandni Chowk Street
Kolkata- 700 072
CIN: L65999WB1994PLC065726
Phone 033 2212-7189
Fax: 033 2212-7189
E-mail: info@advancepowerinfratech.com
Website: www.advancepowerinfratech.com
Date : 22.08.2017

Notes :

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of SEBI (LODR) Regulations, 2015:

Name of Director	Mr. Abhijeet Kalla	Mrs. Smriti Chattopadhyay
Date of Birth	30/10/1984	19.05.1988
Date of Appointment	31/10/1984	19.05.2016
Qualification	B. Com	B.Com
Experience	30 years	15 years
Directorship in other Public Limited Companies apart from this Company	2	NIL
Chairman/Member of the Committee in which he is a Director apart from this Company	2	NIL
DIN	00076[illegible]	[illegible]

   Shares of the company held by Mrs. Smriti Chattopadhyay (own or for other persons on beneficial basis) as on the period 31st March, 2017

   i) Own – nil
   ii) On beneficial Basis – nil

   Shares of the company held by Mr. Abhijeet Kalla (own or for other persons on beneficial basis) as on the period 31st March, 2017

   i) Own – 88100
   ii) On beneficial Basis – nil

4. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

5. The Company has notified closure of Register of Members and Share Transfer Books from Wednesday, 20th September, 2017 to Tuesday, 26th September, 2017 (both days inclusive).

6. Complete particulars of the venue of the Meeting including route map and prominent land mark for easy location is enclosed for the convenience of the members. The same has also been hosted at the website of the Company at www.advancepowerinfratech.com

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.

8. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Maheshwari Datamatics, for consolidation into a single folio.

9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

10. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating material facts relating to the Special Business to be transacted at this AGM is annexed.

Voting through electronic means

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 23.09.2017 from 9.00 A.M and ends on 25.09.2017 till 5.00 P.M. During this period shareholders of the Company, holding shares either in physical

(xiv) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.comand register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

11. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 19th September, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

12. Shri Atul Kumar Labh, Practicing Company Secretary, (FCS-4848) of M/s A. K. LABH & Co., Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

13. The results shall be declared on or after the AGM, but not later than three days from the conclusion of the date of the AGM The results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL and will be communicated to the Stock

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) □ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. □ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. □ Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).

Google Bharatiya Bhasha Parishad

Bharatiya Bhasha Parishad
Rani Birla Girls College
38, Shakespeare Sarani Rd
Elgin
Kolkata, West Bengal 700017

033 2287 9962

EXLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

The tenure of Mr. Akhilesh Kotia (DIN: 00076777, Managing Director of the Company expired on 22.08.2017. Keeping in view the qualification and vast experience of Mr. Kotia, the Board at its meeting held on 22.08.2017, as recommended by the Nomination and Remuneration committee, subject to the approval of the members of the Company in the Annual General Meeting has decided to re-appoint him as the Managing Director of the Company for a further period of 3 years w.e.f 22.08.2017 till 22.08.2020 on the remuneration and terms and conditions set out herein and his period of office is liable to determination by retirement of directors by rotation. Accordingly this resolution is being proposed for the approval of the members.

Remuneration:

(a) Basic Salary: Rs. 52,000 per month. The revision in the terms is solely at the discretion of the management.
(b) No sitting fee shall be paid for attending any meeting of the Board of Directors of the Company or committee thereof.
(c) In the event of absence or inadequacy of profits in any financial year, he shall be entitled to the above salary, perquisites, etc. as minimum remuneration.
(d) His appointment shall be governed by the provisions of Section 196 read with Schedule V to the Companies Act, 2013.

A copy of the draft letter for the appointment of Mr. Akhilesh Kotia as the Managing Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to 26th September, 2017.

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

The Board recommends the resolution set forth in Item No. 4 of the Notice for the approval of the members.

Kolkata – 700 001, instead of at the Registered Office of the Company.

The RTA has shifted its office to 23 R. N.Mukherjee Road, Kolkata – 700 001 effective November 1, 2016, However, its registered office remains at 6 Mangoe Lane, Kolkata 700 017.

In order to improve the efficiency in the discharge of investor services, it is considered prudent to procure the approval of the Members, for keeping of the Register and Index of Members at the office of the RTA located at 23 R. N. Mukherjee Road, Kolkata – 700 001, in place of 6 Mangoe

Lane, Kolkata- 700 001 or at such other place within Kolkata to which the said Office may be shifted.

In terms of Section 94 of the Companies Act, 2013, approval of the members by a Special Resolution is required for the same. The Board recommends the resolution set out at Item No. 5 for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

As required, the Register of Companies, West Bengal, will be given in advance a copy of this proposed Resolution.

By order of the Board
For Advance Powerinfra Tech Limited

(Akhilesh Kotia)
Managing Director
DIN: 00076777

4, Chandni Chowk Street,
Kolkata – 700 072
CIN: L65999WB1994PLC065726
Phone) (033) 2212-7189
(Fax) (033) 2212 7189
(E-mail): info@advancepowerinfratech.com
Website: www.advancepowerinfratech.com
Date : 22.08.2017

ADVANCE POWERINFRA TECH LTD

CIN: L65999WB1994PLC065726
4, Chandni Chowk Street, Kolkata – 700 072
Phone: (033) 2212-7189 **(Fax)** (033) 2212-7189
(E-mail): info@advancepowerinfratech.com Website: www.advancepowerinfratech.com

ATTENDANCE SLIP

Regd. Folio/DP-ID & Client ID	
Name and Address of the Shareholder	
Joint Holder(s)	
No. of shares held	

1) I hereby record my presence at the 23rd Annual General Meeting of the Company being held on Tuesday, 26th September, 2017, at 12:00 Noon at "Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata- 700017.

2) Signature of the Shareholder / Proxy Present

3) Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip, duly signed, to the meeting and hand it over at the entrance.

4) Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	User ID	Password

PROXY FORM

Form No. MGT-11

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

CIN L65999WB1994PLC065726

Name of the Company: **ADVANCE POWERINFRA TECH LIMITED**

Registered Office: 4, Chandni Chowk Street, Kolkata – 700 072

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No./Client ID:	
DP ID:	

I/We, being the member(s), holding.....shares of the above named company, hereby appoint:

(1) Name..... Address.....

E-mail ID..... Signature.....or failing him/her,

(2) Name..... Address.....

E-mail ID..... Signature.....or failing him/her,

(3) Name..... Address.....

E-mail ID..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company being held on Tuesday, 26th September, 2017, at 12:00 Noon at "Bharatiya Bhasha Parishad" , 36A, Shakespeare Sarani, Kolkata-700017 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolutions
Ordinary Business	
1.	To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Directors' and the Auditors' thereon.
2.	Appointment of Director in place of Mrs. Smriti Chattopadhyay (DIN: 07581513), who retires by rotation and being eligible, seeks re-appointment.
3.	Appointment of Auditors & fixation of their remuneration.
Special Business	
4.	Re-appointment of Mr. Akhilesh Kotia (DIN: 00076777) as the Managing Director
5.	To keep the register of members and index of members at other place than the registered office of the Company

Signed this.....day of..... 2017

Signature of Shareholder(s).....

Signature of Proxy holder(s).....

Affix Revenue Stamp

Note:

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. For the RESOLUTIONS, Explanatory Statement and Notes please refer to the Notice of the Annual General Meeting.