

NOTICE IS HEREBY GIVEN THAT THE SEVENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF AVERY INDIA LIMITED WILL BE HELD AT PLOT NOS. 50-59, SECTOR -25, BALLABGARH, HARYANA ON FRIDAY, 29TH SEPTEMBER 2017 AT 11:00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt audited standalone and consolidated Financial Statements for the year ended 31st March, 2017 together with notes thereto and the Report of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Ms. MaryAnn Spiegel, who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this connection, to consider, and if thought fit to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the re-appointment of M/s Deloitte Haskins & Sells, Chartered Accountants (Firm's Registration No. 015125N), New Delhi, Auditors of the Company be and is hereby approved as the Statutory Auditors of the Company, to hold office for a period of five(5) years from the conclusion of the Seventieth Annual General Meeting up to the conclusion of Seventy Fifth Annual General Meeting of the Company, subject to ratification at every Annual General Meeting, at a remuneration as may be decided by the Board of Directors of the Company in consultation with the Auditors every year".

Registered Office:

Plot Nos. 50-59, Sector-25

Ballabgarh -121004

Haryana

CIN-U29196HR1947PLC043478

Date: 06 - 09 - 2017

By Order of the Board

Kanchan Gambhir

Company Secretary

NOTES:

1. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxy, in order to be effective, must be received by the Company in the prescribed form (as enclosed) not less than 48 hours before the scheduled time of the meeting.**
2. Members may please note that M/s. C. B. Management Services Pvt. Limited, P-22, Bondel Road, Kolkata 700 019 have been acting as Company's Registrar & Share Transfer Agent. Members are requested to send transfers and other related correspondence, including intimation of change in their registered address along with PIN code number, to the Registrar & Share Transfer Agent.
3. All documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company during working hours between 10.00 am to 12.30 pm. on all working days for a period of twenty one days before the date of the meeting.

The Company's Register of Members and Share Transfer Books will be closed from 22nd September to 29th September, 2017 both days inclusive.

4. Members are requested to bring their Attendance Slips (as enclosed) together with their copies of the Annual Reports to the Meeting. Attendance Slips and copies of the Annual Report will not be provided at the AGM venue. Corporate Members are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) Amendment Rules, 2015 w.e.f. 19 March, 2015, the Company is pleased to provide to the Members facility of voting by electronic means in respect of businesses to be transacted at the 70th Annual General Meeting (AGM)

which includes remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) and voting at the AGM through an electronic voting system. The Company also proposes to provide the option of voting by means of Ballot Form at the AGM in addition to the electronic voting system mentioned above to the shareholders who have not casted their vote through e-voting. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means. Mr. Ajay Garg, MBA, FCS, LLB & Mr. Nitin Rawat, FCS, B.Com has been appointed as the Scrutinizer and Alternate Scrutinizer respectively having their office at 970, First Floor, Sector-21D, Faridabad, Haryana-121001, to scrutinize the process of remote e-voting in a fair and transparent manner. and submit a consolidated Scrutinizer's report of the total votes cast to the Chairman or a person authorised by him in writing. The procedure with respect to e-voting is provided below:

- A) In case of Members receiving notice by e-mail from NSDL:
- i. Open e-mail and open the attached PDF file viz; "Avery India .e-voting.pdf" with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
 - ii. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>.
 - iii. Click on "Shareholder-Login".
 - iv. Insert your user ID and password as initial password noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.
 - v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of e-voting opens. Click on "e-voting: Active Voting Cycles".
 - vii. Select "E Voting Event Number (EVEN)" of Avery India Limited for casting your vote.
 - viii. Now you are ready for e-voting as "Cast Vote" page opens.
 - ix. Cast your vote by selecting appropriate option and click on: "Submit" and also "Confirm" when prompted. Upon confirmation, the message "vote cast successfully" will be displayed.
 - x. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xi. Institutional Shareholders and bodies corporate (i.e. other than individuals, HUF, NRI etc) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through e-mail to scrutinizer2015@gmail.com with a copy marked to evoting@nsdl.co.in.
- B) In case of Members receiving Notice of Annual General Meeting by post:
- a. Initial password is provided on the Attendance Slip for the AGM.
 - b. Please follow all steps from Sl. No. (ii) to Sl. No.(xi) mentioned in (A) above, to cast your vote.

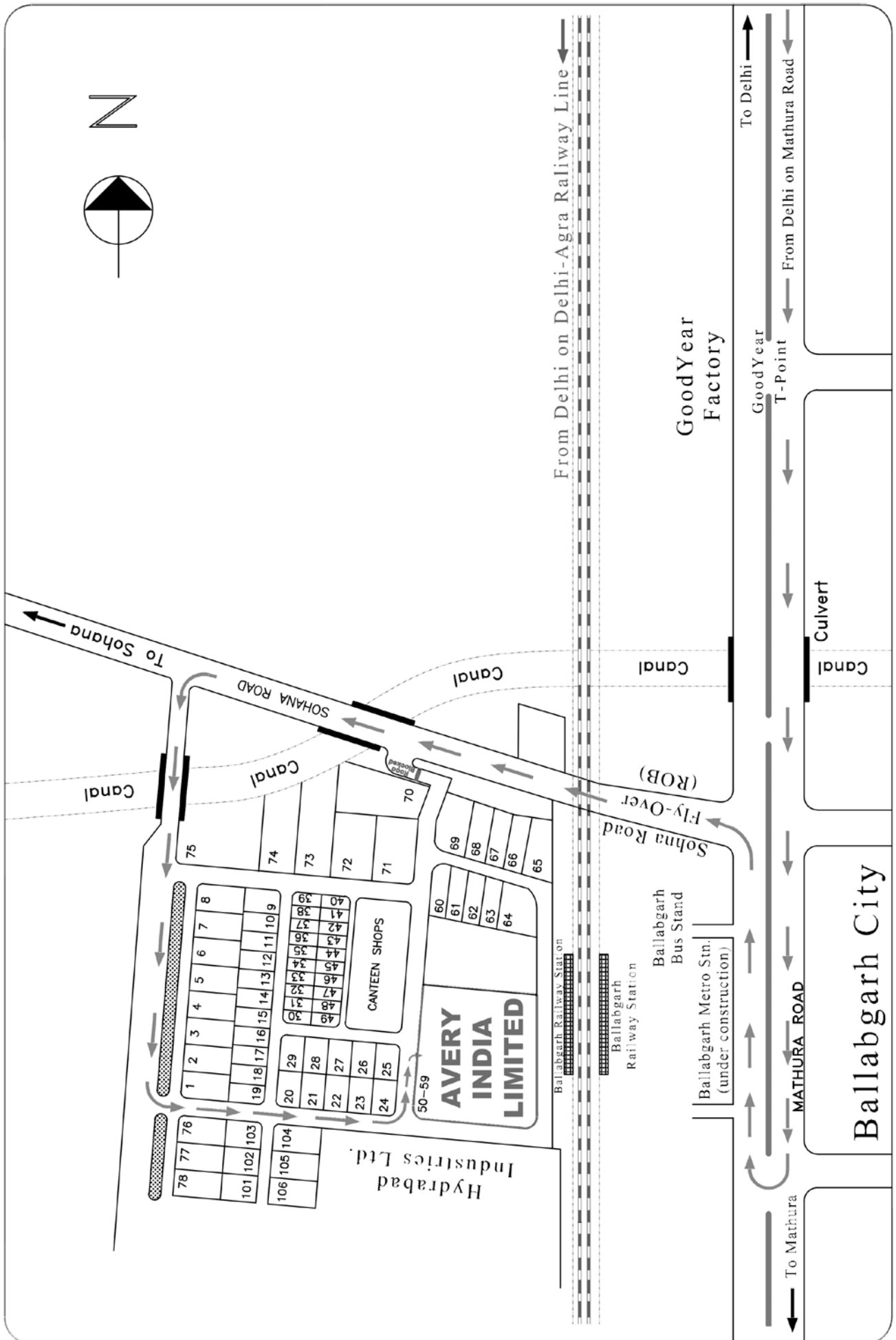
Other Instructions:

- I. Persons who have acquired shares and became Members of the Company after the dispatch of the Notice of the AGM but before the cut-off date of 22nd September 2017, may obtain their user ID and password for e-voting from Company's Registrar & Transfer Agents, C B Management Services (P) Limited, P-22, Bondel Road, Kolkata -70019 (Phone +91 33 4011 6700/22806692/2282 3643/2287 0263 Fax +91 33 4022 6739) or NSDL (Phone+91 22 2499 4600).
- II. The remote e-voting period starts on Tuesday, 26th September 2017 at 9.00 a.m. and ends on Thursday, 28th September 2017 at 5.00 p.m. During this period, Members of the Company holding shares either in

physical form or in dematerialized form, as on the cut-off date of 22nd September, 2017, may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting thereafter at 5.00 p.m. on Thursday, 28th September 2017. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- III. In case of any queries, you may refer to the “Frequently Asked Questions (FAQs)” for Shareholders and e-voting user manual for Shareholders available at the “downloads” section of NSDL website at www.evoting.nsd.com.
 - IV. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. In case of joint holders, only one of the joint holders may cast his vote.
 - V. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting through electronic voting system/ballot. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - VI. The Results of the e-voting will be declared not later than three days of conclusion of the AGM i.e. Friday, 29th September 2017. The declared results along with the Scrutinizer’s Report will be available on the Company’s website at www.Averyweigh-tronix.com and on the website of NSDL at www.evoting.nsd.com. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.
5. The route map and landmark to venue of the Annual General Meeting to be held on 29th September, 2017 is annexed hereto as Annexure –I.

Route Map to the Venue of the AGM



AVERY INDIA LIMITED

CIN – U29196HR1947PLC043478

Registered Office : Plot Nos. 50-59, Sector-25, Ballabgarh, Haryana 121 004

Phone: 0129-4094400, Fax: 0129- 4094473

E-mail: indiasales@awtxglobal.com, Website: www.averyweigh-tronix.com/India

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

Proxy Form

Form No. MGT-11

Annexure to the Notice dated 6th September 2017 of the Annual General Meeting to be held on Friday, September 29, 2017

Name of member(s):	
Registered Address:	
E-mail ID:	

Folio No./Client ID & DP ID No. :

I/We, being the Member(s) of shares of the above named Company, hereby appoint:

- Name : Address :
E-mail ID : Signature :
or failing him
- Name : Address :
E-mail ID : Signature :
or failing him
- Name : Address :
E-mail ID : Signature :

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Friday, September 29, 2017 at 11.00 AM at Plot Nos. 50-59, Sector-25, Ballabgarh, Faridabad. Haryana 121 004 or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Subject matter of the Resolutions	
1)	Consider and Adopt the audited Standalone & Consolidated Balance Sheet along with its annexures attached thereon.	
2)	Approval of Members for re-appointment of Director who retires by rotation	
3)	Approval of Members for appointment of Auditors and to fix their remuneration	

Signed this day of 2017

.....
Signature of the shareholder(s)

.....
Signature of proxy holder(s)

Affix
Revenue
Stamp

Notes:

- 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.
- For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the Annual General Meeting.
- A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
- Proxy/Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolutions/authority as applicable.