



NOTICE

Notice is hereby given that the Thirty Third (33rd) Annual General Meeting (AGM) of the shareholders of Vijay Solvex Limited will be held on Thursday the 30th day of September, 2021 at 10:30 A.M. (IST) at the Registered Office of the Company situated at Bhagwati Sadan, Swami Dayanand Marg, Alwar-301001 (Rajasthan) to transact the following business:-

Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, and the reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 and the report of Auditors thereon.
2. To appoint a Director in place of Mr. Daya Kishan Data (DIN:01504570), who retires by rotation and being eligible, offers himself for re-appointment.

Special Businesses

3. To consider and approve the appointment of Mr. Saurabh Data (DIN: 00286331) as Non-Executive Non-Independent Director of the Company and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and such other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Saurabh Data (DIN: 00286331) who was appointed as an Additional Director (Non-Executive Non-Independent Director) of the Company w.e.f. August 14, 2021 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board of Directors, and being eligible, offer himself for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from the date of this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and the Company Secretary of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

4. To consider and approve the material related party transactions with Raghuvar (India) Limited and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Related Party Transaction Policy of the Company, approval of the shareholders be and is hereby accorded to the Board of Directors to enter into contracts/ arrangements/ transactions with Raghuvar (India) Limited, a Related Party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to sale/purchase or transfer or receipt of products, goods, materials and other services for an estimated amount upto Rs. 300/- Crore (Rupees Three Hundred Crore Only) per annum for each financial year 2021-22, 2022-23 and 2023-24, on such terms and conditions as detailed in the agreement/contract entered with Raghuvar (India) Limited.

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof) be and are hereby authorized to decide upon the nature and value of the products, goods, materials or services to be



transacted with Raghuvar (India) Limited within the aforesaid limit and also to vary or change the terms and conditions of agreement/contract within the aforesaid limit.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) and the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To consider and approve the material related party transactions with VDSF Foods Private Limited and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Related Party Transaction Policy of the Company, approval of the shareholders be and is hereby accorded to the Board of Directors to enter into contracts/ arrangements/ transactions with VDSF Foods Private Limited, a Related Party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to sale/purchase or transfer or receipt of products, goods, materials and other services for an estimated amount upto Rs. 300/- Crore (Rupees Three Hundred Crore Only) per annum for each financial year 2021-22, 2022-23 and 2023-24, on such terms and conditions as detailed in the agreement/contract entered with VDSF Foods Private Limited.

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof) be and are hereby authorized to decide upon the nature and value of the products, goods, materials or services to be transacted with VDSF Foods Private Limited within the aforesaid limit and also to vary or change the terms and conditions of agreement/contract within the aforesaid limit.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) and the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To ratify the remuneration of the Cost Auditor for the financial year ended March 31, 2022 and in this regard to consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Rajesh & Company, Cost Accountants (Firm Registration No. 000031) appointed as the Cost Auditors of the Company by the Board of Directors to conduct the audit of cost records of the Company for the financial year ending March 31, 2022, be paid the remuneration of Rs. 15,000/- per annum including all applicable taxes and reimbursement out of pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) and the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To consider and approve the appointment of Mrs. Pallavi Sharma (DIN: 09240522) as Independent Women Director of the Company and if thought fit, to pass, with or without modification, the following resolution as an **Special Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of sections 149, 150 and 152 read with schedule IV and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mrs. Pallavi Sharma (DIN: 09240522), who, based on the recommendations of the Nomination and Remuneration



Committee of the Board, was appointed as an Additional Director (Non-Executive-Independent Women Director) of the Company with effect from July 23, 2021 under Section 161 of the Companies Act, 2013 and has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a shareholder under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Women Director of the Company to hold office for a term of five consecutive years commencing from July 23, 2021 to July 22, 2026 and the provisions of Section 152 (6) and (7) in respect of retirement of directors by rotation shall not be applicable to her during her tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and the Company Secretary of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

8. To enhance borrowing power of the Board or a Committee thereof from Rs. 200 Crores to Rs. 300 Crores, pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, and in this regard to consider and if thought fit, to pass, with or without modification, the following resolution as an **Special Resolution:-**

“RESOLVED THAT in supersession of the Special Resolution passed by the shareholders of the Company on 7th November, 2015 through Postal Ballot and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof) and the Article of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company or a Committee thereof (‘the Board’) to borrow at its discretion, from any one or more of the Company’s Bankers or any other Indian or Foreign Bank(s), Financial Institution(s) and/or any other Lending Institutions or persons, firms, bodies corporate etc. from time to time any sum or such sum(s) of money(s) and the sum(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers/FIs in the ordinary course of business) with or without security on such terms and conditions as they think fit which may exceed the aggregate of the paid-up capital and free reserves of the Company that is to say, reserves not set apart for any specific purpose provided that the total amount upto which the money may be borrowed by the Board together with the money(s) already borrowed by the Board and shall not exceed the sum of Rs. 300 Crores (Rupees Three Hundred Crores Only) at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) and / or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

9. To authorize the Board or a Committee thereof to lease, dispose of or create charge on the assets of the company up to Rs. 300 Crores, pursuant to section 180(1)(a) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification, the following resolution as an **Special Resolution:-**

“RESOLVED THAT in supersession of the Special Resolution passed by the shareholders of the Company on 7th November, 2015 through Postal Ballot and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) and subject to other approvals, if applicable or required under any statute(s)/ rule(s)/ regulation(s) or any law for the time being in force or required from any other concerned authorities, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company or a Committee thereof (‘the Board’) to lease, dispose of the whole or substantially the whole of undertaking of the Company or create such mortgages/charges/hypothecation and/or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any, created by the Company on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible or intangible assets, book debts and/or claims of the Company wheresoever situate, present and future, and in such manner as the Board may deem fit, and such charge to rank either pari-passu with or second subsequent, subservient and



subordinate to all mortgages, charges, hypothecation and other encumbrances created/ to be created by the Company in favour of Indian or Foreign Financial Institutions, Banks and other Lending Institutions, and/or to such other persons, if any, from whom the Company has/or proposed/proposes to borrow money/sums of moneys by way of term loans, cash credits, overdraft, discounting of bills, inter corporate deposits, commercial papers or such other financial instruments permitted to be used by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered/ to be entered into by the Board of the Company within the overall borrowing limits i.e. up to Rs. 300 Crores as fixed pursuant to Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

Place: Alwar
Date: 31.08.2021

By order of the Board of Directors
For Vijay Solvex Limited

(Jay Prakash Lodha)
Company Secretary
Membership No. F 4714

Flat No. O – 3, The Govt. EMP. Co-op. GHS Ltd.,
Sector – 3, Part – II, Rewari – 123401 (Haryana).

NOTES:

1. **A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE 33RD ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A SHAREHOLDER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED HEREWITH AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF COMMENCEMENT OF ANNUAL GENERAL MEETING.**

A person can act as a proxy on behalf of shareholders not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the Company carrying voting rights. A shareholder holding more than ten percentage 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 proxy for any other person or shareholder.

The instrument appointing a proxy shall be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.

Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolution/authority, as applicable, issued by the shareholder.

2. SEBI and Ministry of Corporate affairs (MCA) are promoting electronic communication as a contribution to greener environment. Accordingly, as part of green initiative soft copy of the Annual Report 2020-21 is being sent through electronic mode to those shareholders whose email address are registered with the Company/Depository Participant(s) unless any shareholder has requested for a hard copy of the same. Further, in accordance with Listing Regulations and section 136 of the Companies Act, 2013 including rules made thereunder, hard copy of the Annual Report 2020-21 is being sent to all other shareholders who have not registered their email addresses, by the permitted mode.



3. The Landmark for reaching venue of the Annual General Meeting is Near Railway Station, Alwar and the route map of venue is also annexed with the Annual Report 2020-21.
4. No gifts, gift coupons or cash in lieu of gifts is distributed in the Meeting.
5. Corporate/Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) intending to send their authorized representatives to attend the Meeting are requested to send certified true copy of the Board Resolution/Authority Letter, together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend and vote on their behalf at the Meeting.
6. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013, relating to the special businesses to be transacted at the meeting is annexed herewith.
7. Shareholders are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
8. Shareholders/Proxies/Authorized Representatives are requested to deposit the attendance slip duly filed and signed for attending the Meeting. Shareholders who hold shares in dematerialization form are requested to write their client ID and DP ID number for identification.
9. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
10. All the documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public holidays) between 11:00 AM to 1:00 PM up to the date of AGM and copies thereof are also available at Company's Registered office at Bhagwati Sadan, Swami Dayanand Marg, Alwar-301001 (Rajasthan). These documents along with the Register of Directors and Key Managerial Personnel & their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts & Arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 shall be open for inspection at the meeting to any person having right to attend the meeting.
11. The Register of Members and Share Transfer Books of the Company will remain closed from **18th September, 2021 to 30th September, 2021** (both days inclusive).
12. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 read with SEBI press release No. 49/2018 dated December 3, 2018, has mandated that w.e.f. 01.04.2019, except in case of transmission or transposition of securities, request for effecting transfer of securities held in physical form shall not be processed by the Company / RTA of the Company unless the securities are held in dematerialized form. Hence Shareholders holding shares in physical form are requested to get their physical shares dematerialized.
13. Pursuant to SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, shareholders holding shares in physical form whose folio do not have / have incomplete details with respect to PAN and Bank particulars, are mandatorily required to furnish the PAN and Bank details to the Company / Registrar & Transfer Agent (RTA) to update the same in Company's record. Accordingly, the shareholder holding shares in physical form are requested to furnish their PAN and Bank details to the Company's Registrar & Transfer Agent (RTA) i.e. **SKYLINE FINANCIAL SERVICES PRIVATE LIMITED, D-153A, 1ST FLOOR, OKHLA INDUSTRIAL AREA, PHASE-I, NEW DELHI-110020.**
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic mode are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat account.
15. A. Shareholders holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company i.e. Skyline Financial Services Pvt. Ltd., D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020:
 - i) their email id, in case the same have not been sent earlier, for the purpose of receiving the communication electronically;



- ii) any change in their address/e-mail id/ECS mandate/bank details;
 - iii) share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.
- B. Shareholders holding shares in dematerialized form are requested to notify to their Depository Participant:
- i) their email id.
 - ii) all changes with respect to their address/e-mail id/ECS mandate/bank details.
- C. Kindly note that as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/RTA/Depository Participant, as the case may be.
16. Due to security reasons mobile phones, camera, bags and other accessories are not allowed to be carried inside the meeting premises.
17. Due to COVID-19 pandemic, shareholders are requested to wear facemask before entering into the premises for attending 33rd Annual General Meeting of the Company and follow the necessary instructions to maintain social distancing and sanitize hands in regular intervals during the proceeding of Annual General Meeting. Shareholders are also requested to please submit the attendance slip duly filled and signed along with self declaration as mentioned therein.
18. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.vijaysolvex.com. Shareholders are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA of the Company in case the shares are held in physical form.
19. Shareholders having any query relating to the enclosed Annual Accounts are requested to send the same to the Company Secretary at the Registered Office of the Company at least seven days before the date of Annual General Meeting so as to enable the management to keep the information ready for replying at the meeting.
20. As required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting, as amended, details in respect of directors seeking appointment / re-appointment at the ensuing Annual General Meeting is separately annexed hereto.
21. The Board of Directors have appointed Mr. Arun Jain, Company Secretary in practice (Certificate of Practice No: 13932) as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.
22. The Scrutinizer shall within a period of three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and prepare the scrutinizer report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting/Whole Time Director and in his absence to the Company Secretary of the Company.
23. The result of voting shall be declared by the Chairman of the meeting on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vijaysolvex.com and on the website of the CDSL immediately after the result is declared by the Chairman.
24. The result will also be communicated to stock exchange i.e. BSE Ltd. where the shares of the Company are listed.
25. In Compliance with regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and Section 108 of the Companies Act, 2013 and Rule 20 of the



Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015, the Company has provided an facility to the shareholders to exercise their votes electronically through the electronic voting system facility as provided by the Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper will also be made available at the AGM and the shareholders attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. The instructions for e-voting are annexed to the Notice.

26. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The remote e-voting period begins on **Sunday, 26th September, 2021 at 10:00 A.M.** and ends on **Wednesday, 29th September, 2021 at 5:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. **17th September, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Any person, who acquires shares of the company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as on the cut-off date i.e. **17th September, 2021** may obtain the login ID and password by sending a request at **cs_lodha@dataoils.com**.
- (ii) Shareholders who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users of who have opted for CDSL’s Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login theEasi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers’ site directly.



	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period.</p>

Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.



Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
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(v) Login method for e-Voting for **shareholders other than individual shareholders & physical shareholders:**

1. The Shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
2. Click on “Shareholders” tab.
3. Now enter your user ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 character DP ID followed by 8 digit Client ID
 - c. Shareholders holding shares in physical form should enter Folio Number registered with the Company.
4. Next enter the image verification as displayed and click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical form
PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company/Skyline Financial Service Private Limited (RTA) or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy) as recorded in your demat account or in the Company’s records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the Depository / Company, please enter the Member ID/Folio Number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company Selection Screen. However, Shareholders holding shares in demat form will now reach at ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the VIJAY SOLVEX LIMITED on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies your assent to the resolution and option NO implies your dissent to the resolution.



- (xi) Click on the “RESOLUTION FILE LINK” if you wish to view the entire resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK” else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the voting page.
- (xv) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on “FORGOT PASSWORD” and enter the details as prompted by the system.
- (xvi) **Note for Non-individual shareholders and Custodian**
 - Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves in the “CORPORATE” module.
 - 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 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 linked in the login 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. cs_lodha@dataoils.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

27. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to Company/RTA email id.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to Company/RTA email id.

In case you have any queries or issues regarding e-voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at **022-23058738** and **022-23058542/43**.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on **022-23058542/43**.



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

The following explanatory statements set out all material facts relating to the Special Businesses mentioned in the accompanying notice.

Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 14, 2021 has appointed Mr. Saurabh Data (DIN: 00286331) as an Additional Director (Non-Executive Non-Independent Director) of the Company w.e.f. August 14, 2021. In terms of Section 161(1) of the Companies Act, 2013, the term of office of Mr. Saurabh Data as an Additional Director will be up to the date of the forthcoming 33rd Annual General Meeting.

Mr. Saurabh Data is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and being eligible has offered himself for appointment as Director of the Company. Further, the Company has received notice from a shareholder u/s 160(1) of the Companies Act, 2013, proposing candidature of Mr. Saurabh Data for the office of the Director in the Company.

The brief resume in relation to the experience, functional expertise, memberships on other Companies' Boards and Committees etc. in respect of the appointment of Mr. Saurabh Data as Non-Executive Non-Independent Director of the Company, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out in this Notice.

Mr. Saurabh Data is related with Mr. Vijay Data, Managing Director and Mr. Daya Kishan Data, Whole Time Director of the Company.

In the opinion of the Nomination and Remuneration Committee and the Board, the appointment of Mr. Saurabh Data as Non-Executive Non-Independent Director of the Company would benefit the Company in terms of his vast knowledge and experience in the field of oil industry and recommends the Ordinary resolution as set out in Item No. 3 of the Notice for approval of the shareholders.

Save and except Mr. Saurabh Data, Mr. Vijay Data and Mr. Daya Kishan Data, none of the other Directors, Key Managerial Personnel, and their relatives, are in any way, concerned or interested, financially or otherwise in the proposed resolution. The ordinary resolution as set out in item No. 3 of this Notice is accordingly recommended for approval of shareholders.

Item No. 4

Raghuvar (India) Limited, is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Contracts/arrangements/transactions relating to sale/purchase or transfer or receipt of products, goods, materials and other services with Raghuvar (India) Limited may be material in nature, as these transactions may exceeded 10% of consolidated turnover of the Company. Therefore, in terms of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the contracts / arrangements / transactions with Raghuvar (India) Limited require the approval of shareholders of the Company.

During the current financial year 2021-22, for the first quarter ended on June 30, 2021, the related party transactions with Raghuvar (India) Limited was approx Rs. 40/- Crore and expected to increase further, therefore, the Audit Committee of the Board of Directors of the Company in its meeting held on 14.08.2021 has increased the existing omnibus approval for the related party transactions entered / to be entered with Raghuvar (India) Limited from Rs. 125/- Crore (Rupees One Hundred and Twenty Five Crore) to Rs. 300/- Crore (Rupees Three Hundred Crore Only) for the financial year 2021-22 and same has been recommended to the Board of Directors of the Company. The Board of Directors of the Company in their meeting held on 14.08.2021 approved the recommendation of the Audit committee in view of future related party transactions with Raghuvar (India) Limited on the basis of present edible oil market & opportunity and manufacturing facility with Raghuvar (India) Limited and recommended the related party transactions with Raghuvar (India) Limited up to Rs. 300/- Crore for a period of each financial year 2021-22, 2022-23 and 2023-24, for approval of shareholders, pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



Further, Section 188 of the Companies Act, 2013 read with the rules made there under, prescribe certain procedure/disclosure for approval of related party transactions. The proviso to section 188(1) of the Companies Act, 2013, states that nothing contained in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. The proposed transaction put up for approval are in ordinary course of business and at arm's length basis. However, pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the contracts/arrangements/transactions with Raghuvav (India) Limited may material in nature, therefore requires approval of unrelated shareholders by way of ordinary resolution.

The particulars of contracts/arrangements/transactions are as under:

- a) Name of Related Party: **Raghuvav (India) Limited.**
- b) Name of Director or Key Managerial Personnel who is related: **Shri Vijay Data, Shri Daya Kishan Data and Shri Saurabh Data.**
- c) Nature of relationship: **Raghuvav (India) Limited is a related party u/s 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.**
- d) Nature and Material Terms/ Particulars of contracts/arrangements/transactions: **sale/purchase or transfer or receipt of products, goods, materials and other services on arm's length basis.**
- e) Monetary Value: **Estimated amount up to Rs. 300/- Crore (Rupees Three Hundred Crore Only) per annum for each financial year 2021-22, 2022-23 and 2023-24.**
- f) Any other information relevant or important for the shareholders to make a decision on proposed transaction: **None.**

Copy of agreement entered between Company and Raghuvav (India) Limited is available for inspection at the registered office of the company during business hours.

The Board of Directors therefore recommends the resolution as set out in Item No. 4 of the Notice for approval of shareholders of the Company by way of ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Shri Vijay Data, Shri Daya Kishan Data and Shri Saurabh Data is concerned or interested, financially or otherwise, in the said Resolution. The ordinary resolution as set out in item No. 4 of this Notice is accordingly recommended for approval of shareholders.

Item No. 5

VSDS Foods Private Limited, is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Contracts/arrangements/transactions relating to sale/purchase or transfer or receipt of products, goods, materials and other services with VSDS Foods Private Limited may be material in nature, as these transactions may exceeded 10% of consolidated turnover of the Company. Therefore, in terms of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the contracts/arrangements/transactions with VSDS Foods Private Limited require the approval of shareholders of the Company.

During the current financial year 2021-22, for the first quarter ended on June 30, 2021, the related party transactions with VSDS Foods Private Limited was approx Rs. 26/- Crore and expected to increase further, therefore, the Audit Committee of the Board of Directors of the Company in its meeting held on 14.08.2021 has increased the existing omnibus approval for the related party transactions entered / to be entered with VSDS Foods Private Limited from Rs. 100/- Crore (Rupees One Hundred Crore) to Rs. Rs. 300/- Crore (Rupees Three Hundred Crore Only) for the financial year 2021-22 and same has been recommended to the Board of Directors of the Company. The Board of Directors of the Company in their meeting held on 14.08.2021 approved the recommendation of the Audit committee in view of future related party transactions with VSDS Foods Private Limited on the basis of present edible oil market & opportunity and manufacturing

facility with VSDS Foods Private Limited and recommended the related party transactions with VSDS Foods Private Limited up to Rs. 300/- Crore for a period of each financial year 2021-22, 2022-23 and 2023-24, for approval of shareholders, pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, Section 188 of the Companies Act, 2013 read with the rules made there under; prescribe certain procedure/disclosure for approval of related party transactions. The proviso to section 188(1) of the Companies Act, 2013, states that nothing contained in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. The proposed transaction put up for approval are in ordinary course of business and at arm's length basis. However, pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the contracts/arrangements/transactions with VSDS Foods Private Limited may material in nature, therefore requires approval of unrelated shareholders by way of ordinary resolution.

The particulars of contracts/arrangements/transactions are as under:

- a) Name of Related Party: **VSDS Foods Private Limited.**
- b) Name of Director or Key Managerial Personnel who is related: **Shri Vijay Data, Shri Daya Kishan Data and Shri Saurabh Data.**
- c) Nature of relationship: **VSDS Foods Private Limited is a related party u/s 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.**
- d) Nature and Material Terms/ Particulars of contracts/arrangements/transactions: **sale/purchase or transfer or receipt of products, goods, materials and other services on arm's length basis.**
- e) Monetary Value: **Estimated amount up to Rs. 300/- Crore (Rupees Three Hundred Crore Only) per annum for each financial year 2021-22, 2022-23 and 2023-24.**
- f) Any other information relevant or important for the shareholders to make a decision on proposed transaction: **None.**

Copy of agreement entered between Company and VSDS Foods Private Limited is available for inspection at the registered office of the company during business hours.

The Board of Directors therefore recommends the resolution as set out in Item No. 5 of the Notice for approval of shareholders of the Company by way of ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Shri Vijay Data, Shri Daya Kishan Data and Shri Saurabh Data is concerned or interested, financially or otherwise, in the said Resolution. The ordinary resolution as set out in item No. 5 of this Notice is accordingly recommended for approval of shareholders.

Item No. 6

The Board of Directors, on recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Rajesh & Company, Cost Accountants (Firm Registration No. 000031) as Cost Auditor of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022 on a remuneration of Rs. 15,000/- P.A. including all applicable taxes and reimbursement out of pocket expenses.

In accordance with the provisions of section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor shall ratify by the shareholders of the Company.

Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out in Item No. 6 of the Notice for remuneration payable to the Cost Auditor for the financial year ending March 31, 2022.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed ordinary resolution set out at item no. 6 of the Notice.

**Item No. 7**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on July 23, 2021, has appointed Mrs. Pallavi Sharma (DIN: 09240522) as Additional Director (Non-Executive Independent Women Director) of the Company, whose term of office as an Additional Director shall be up to the date of 33rd Annual General Meeting of the Company while the term as Independent Women Director was proposed to be 5 (five) consecutive years commencing from July 23, 2021 to July 22, 2026, subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.

The Company has received a declaration from Mrs. Pallavi Sharma confirming that she meets the criteria of independence as prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mrs. Pallavi Sharma is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company. Further, the Company has received notice from a shareholder u/s 160(1) of the Companies Act, 2013, proposing candidature of Mrs. Pallavi Sharma for the office of the Director in the Company.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for the appointment of Independent Directors is available for inspection by the shareholders at the registered office of the Company during business hours on any working day up to the date of this Annual General Meeting and is also available on the website of the Company www.vijaysolvex.com.

The brief resume in relation to the experience, functional expertise, memberships on other Companies' Boards and Committees etc. in respect of the appointment of Mrs. Pallavi Sharma as the Independent Women Director of the Company, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out in this Notice.

Mrs. Pallavi Sharma is not related to any other Director and Key Managerial Personnel of the Company. In the opinion of the Nomination and Remuneration Committee and the Board, the appointment of Mrs. Pallavi Sharma as Independent Women Director of the Company would benefit the Company in terms of her professional experience and broad range of skill sets.

Pursuant to the regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021, the appointment, re-appointment or removal of an Independent Director of a listed entity, shall be subject to the approval of the shareholders by way of a special resolution, accordingly the board recommends the special resolution as set out in Item No. 7 of the Notice for approval of the shareholders.

Save and except Mrs. Pallavi Sharma and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel, and their relatives, are in any way, concerned or interested, financially or otherwise, in the proposed resolution. The special resolution as set out in item No. 7 of this Notice is accordingly recommended for approval of shareholders.

Item No. 8 & 9

The shareholders of the Company on 07.11.2015 through postal ballot has approved by way of a Special Resolution under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 authorized the Board of Directors of the Company to borrow at its discretion, from any one or more of the Company's Bankers or any other Indian or Foreign Bank(s), Financial Institution(s) and/or any other Lending Institutions or persons, firms, bodies corporate etc. from time to time any sum or such sum(s) of money(s) and the sum(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers/FIs in the ordinary course of business) with or without security on such terms and conditions as they think fit which may exceed the aggregate of the paid-up capital and free reserves of the Company that is to say, reserves not set apart for any specific purpose provided that the total amount up to which the money may be borrowed by the Board together with the money(s) already borrowed by the Board and shall not exceed the sum of Rs. 200 Crores (Rupees Two Hundred Crores Only) at any point of time and for creation of mortgages/charge/hypothecation on all present and future properties of the Company in favour of lenders upto a limit of Rs. 200 crores (Rupees Two Hundred Crores Only).



Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (“the Act”) and the rules made thereunder, as amended, the Board of Directors of a Company shall not, except with the consent of the shareholders by way of Special Resolution, borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves. Further, the borrowings of the Company are generally required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors of the Company or a Committee thereof (“the Board”) from time to time, in consultation with the lender(s).

Considering the present sales growth and future plans of the Company, the Company may require more funds to meet its business fund requirements, hence, it is propose to enhance the existing borrowing limits of the Company from Rs. 200 Crores to Rs. 300 Crores to enable the directors to borrow money, provided that the total amount so borrowed together with the amount already borrowed shall not at any point of time exceed Rs. 300 crores.

Further the said borrowing may be required to be secured by way of mortgage/charge over all or any part of the movable and/or immovable properties of the company and as per provision of section 180(1)(a) of the Companies Act, 2013, the mortgage or charge on all or any part of the moveable and/or immovable properties of the Company, may be deemed as the lease or disposal of the whole, or substantially the whole, of the undertaking of the Company and hence requires the approval from the shareholders of the company by way of special resolution.

The Board recommends these special resolutions mentioned above in item no. 8 & 9 for approval by the shareholders of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed special resolution set out at item no. 8 & 9 of the Notice.

Place: Alwar
Date: 31.08.2021

By order of the Board of Directors
For Vijay Solvex Limited

(Jay Prakash Lodha)
Company Secretary
Membership No. F4714
Flat No. O – 3, The Govt. EMP. Co-op. GHS Ltd.,
Sector – 3, Part – II, Rewari – 123401 (Haryana).



DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT FORTHCOMING ANNUAL GENERAL MEETING

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

Name of Director	Mr. Daya Kishan Data	Mrs. Pallavi Sharma	Mr. Saurabh Data
Date of Birth	04.09.1962	17.02.1993	13.09.1982
DIN	01504570	09240522	00286331
Qualification	Engineer (Mechanical)	Chartered Accountant	B.Sc.(Computer Science)
Expertise in specific functional areas	Management & Administration	Taxation, Accounts, Finance, Audit & Legal	Administration, Sales, Marketing and Production
No. of Shares held	1,95,876	NIL	1,05,750
Date of first appointment on the Board	29.12.1987	23.07.2021	14.08.2021
Terms and conditions of appointment / re-appointment	As per agreement	As per letter of appointment	As specified above
Last Remuneration drawn in F.Y. 2020-21	Rs. 1.56 Crores P.A.	NIL	NIL
No. of Board Meetings attended during the financial year 2020-21	11	NIL	NIL
Directorship held in other Companies:			
Listed Companies	NIL	NIL	NIL
Unlisted Companies	<ol style="list-style-type: none"> 1. Bhagwati Agro Products Pvt. Ltd. 2. Data Enclave Pvt. Ltd. 3. Deepak Vegpro Pvt. Ltd. 4. Dhruva Enclave Pvt. Ltd. 5. Gaurav Ceramics Pvt. Ltd. 6. Gaurav Enclave Pvt. Ltd. 7. Gaurav Vegpro Pvt. Ltd. 8. Jhankar Motels Pvt. Ltd. 9. Raghavar (India) Ltd. 10. Vijay Agro Mills Pvt. Ltd. 11. Vijay International Pvt. Ltd. 	NIL	<ol style="list-style-type: none"> 1. Bhagwati Agro Products Pvt. Ltd. 2. Deepak Vegpro Pvt. Ltd. 3. Dhruva Enclave Pvt. Ltd. 4. Gaurav Enclave Pvt. Ltd. 5. Indo Caps Pvt. Ltd. 6. Jhankar Motels Pvt. Ltd. 7. VDSD Foods Pvt. Ltd. 8. Vijay Agro Mills Pvt. Ltd. 9. Vijay International Pvt. Ltd.
Membership / Chairmanship held in Committees of other Companies:			
Listed Companies	NIL	NIL	NIL
Unlisted Companies	Member of Audit Committee, Nomination & Remuneration Committee and CSR Committee in Raghavar (India) Ltd.	NIL	Chairman of CSR Committee in Deepak Vegpro Pvt. Ltd.
Name of the listed entities from which resigned in the past three years	NIL	NIL	NIL

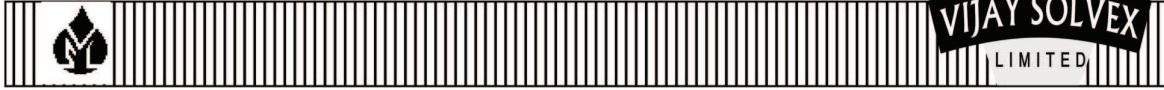


Relationship with other Directors	Related with Shri Vijay Data and Shri Saurabh Data.	Not related to any other Directors, Key Managerial Personnel, and their relatives	Related with Shri Vijay Data and Shri Daya Kishan Data.
Skills and capabilities required for the role of Independent Director and the manner in which he/she meets such requirements	N.A.	In-depth knowledge in the field of finalization of accounts, taxation (direct and indirect tax) and audit was required for the role of appointment of Mrs. Pallavi Sharma as Independent Director of the Company. Mrs. Pallavi Sharma is a Chartered Accountant by profession and having good knowledge of accounts, taxation and audit, which suits the skills and capabilities required for the desired role.	N.A.
Brief Profile	Mr. Daya Kishan Data aged about 59 years is a Mechanical Engineer and appointed as Whole Time Director of the Company. He has a vast experience of around 26 years in the field of Oil & Ceramic Industries. He is looking after Ceramic Division of the Company situated at Tonk Road, Jaipur named as Jaipur Glass & Potteries (a Unit of Vijay Solvex Limited).	Mrs. Pallavi Sharma aged about 28 years is a Chartered Accountant by profession and presently working as Senior Executive in UK Tax at Outbooks Outstanding Private Limited. She has around 6 years of experience in the field of Finance, Accounts, Taxation, Audit, Banking and Legal.	Shri Saurabh Data aged about 39 years, is young, dynamic and energetic personality having vast experience in the field of Administration, sales, Marketing and Production. He is also the Managing Director of Deepak Vegpro Private Limited, Alwar indulging in manufacturing of Edible Oils.

Place: Alwar
Date: 31.08.2021

By order of the Board of Directors
For Vijay Solvex Limited

(Jay Prakash Lodha)
Company Secretary
Membership No. F4714
Flat No. O – 3, The Govt. EMP. Co-op. GHS Ltd.,
Sector – 3, Part – II, Rewari – 123401 (Haryana).



**FORM No. 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]

CIN : L15142RJ1987PLC004232
 Name of the Company : VIJAY SOLVEX LIMITED
 Registered Office : Bhagwati Sadan, Swami Dayanand Marg, Alwar-301001 (Rajasthan)

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

I/we, being the member(s) holding _____ shares of Vijay Solvex Limited, hereby appoint:

1.	Name	:			
	Address	:			
	E-mail Id	:		Signature:	, or failing him
2.	Name	:			
	Address	:			
	E-mail Id	:		Signature:	, or failing him
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 33rd Annual General Meeting of the Company to be held on Thursday the 30th day of September, 2021 at 10:30 A.M. at Bhagwati Sadan, Swami Dayanand Marg, Alwar-301001 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*		
		For	Against	Abstain
Ordinary Business:				
1.	To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2021, and the report of Board of Directors and Auditor's thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2021 and the report of Auditor's thereon.			
2.	To appoint a Director in place of Mr. Daya Kishan Data (DIN: 01504570), who retires by rotation and being eligible, offers himself for re-appointment.			
Special Business:				
3.	To consider and approve the appointment of Mr. Saurabh Data (DIN: 00286331) as Non-Executive Non-Independent Director of the Company.			



4.	To consider and approve the material related party transactions with Raghuvar (India) Limited.			
5.	To consider and approve the material related party transactions with VDSD Foods Private Limited.			
6.	To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2022.			
7.	To consider and approve the appointment of Mrs. Pallavi Sharma (DIN: 09240522) as Independent Women Director of the Company.			
8.	To enhance borrowing power of the Board or a Committee thereof from Rs. 200 Crores to Rs. 300 Crores, pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013.			
9.	To authorize the Board or a Committee thereof to lease, dispose of or create charge on the assets of the company up to Rs. 300 Crores, pursuant to section 180(1)(a) of the Companies Act, 2013.			

Signed this _____ day of _____ 2021.

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Please affix
Rs.1/-
RevenueSta
mp here

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) A proxy need not be a member of the Company.
- 3) Please affix Rs. 1/- revenue stamp on this proxy form and the member should sign across the stamp as per specimen signature(s) registered with the Company / Depository Participant.
- 4) A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
- 5) *It is optional to indicate your preference. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' or 'Abstain' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 6) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- 7) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- 8) For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of Annual General Meeting.
- 9) The Company reserves its right to ask for identification of the proxy.



VIJAY SOLVEX LIMITED
CIN: L15142RJ1987PLC004232

**REGD. OFFICE: Bhagwati Sadan, Swami Dayanand Marg,
Alwar – 301001 (Rajasthan)**

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE MEETING VENUE

DP ID _____ Client ID _____ Folio No. _____

Number of Shares held _____

Name of the Member/Proxy (In Block Letters) _____

Address of the Member/Proxy (In Block Letters) _____

I certify that I am a Member/Proxy for the member of the Company.

I hereby record my presence at the 33rd Annual General Meeting of the Company held on Thursday the 30th day of September, 2021 at 10:30 A.M. at registered office of the Company at Bhagwati Sadan, Swami Dayanand Marg, Alwar-301001 (Rajasthan).

Signature of the Member/Proxy/Representative

Notes:

- Only Member/Proxy/Representative can attend the meeting. No Minors would be allowed at the meeting.
- Member/Proxy/Representative wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filed in and signed.
- At the entry of the AGM venue, hands are required to be sanitized and body temperature by using Thermo Guns will be checked. If the body temperature is higher than COVID-19 norms, the entry may be restricted by the entry staff.
- Member/Proxy/Representative will wear the face masks all the time during the proceeding of the AGM. Member/Proxy/Representative without face mask will not be permitted.
- Member/Proxy/Representative will follow the norms of social distancing as required under COVID-19 guidelines.

SELF DECLARATION

I, _____ (Member/Proxy/Representative) resident of _____

do hereby, declare the following:-

- I have read the aforementioned instructions pertaining to COVID-19 pandemic.
- I have in the last 14 days (please tick, wherever it is applicable to you, otherwise leave blank):
 - The following flu-like symptoms:
Fever: Cough: Breathlessness: Sore throat / Runny Nose: Body ache:
Others-Please specify: _____

- Been in close contact with a confirmed case of COVID-19 ('Close Contact' means being at less than one meter distance for more than 15 minutes.):
- Not been in close contact with a person suffering from COVID-19 and am NOT under mandatory quarantine:
- Travelled the following cities / country in the last 14 days prior to arriving at the AGM Venue:

	1 st City	2 nd City	3 rd City	4 th City
Name of cities / country				
Date of Arrival in Alwar City				

- The health and wellbeing of our members, staff and community is our first priority; therefore the management reserves the right to deny entry to the AGM Venue.
- I / we undertake to abide by aforementioned instructions pertaining to COVID-19 pandemic.

Signature of the Member/Proxy/Representative



ROUTE MAP OF AGM VENUE

