



## NOTICE

Notice is hereby given that the Thirty First (31<sup>st</sup>) Annual General Meeting (AGM) of the members of Vijay Solvex Limited will be held on Monday the 30<sup>th</sup> day of September, 2019 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 Statement of the Company for the financial year ended March 31, 2019, 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, 2019 and the report of Auditors thereon.
2. To appoint a Director in place of Smt. Gayatri Data (DIN: 06960488), who retires by rotation and being eligible, offers herself for re-appointment.

### **Special Businesses**

3. To consider and approve the re-appointment of Mr. Vijay Data (DIN: 00286492) as Managing Director of the Company and fixation of his remuneration and, if thought fit, to pass, with or without modification, the following resolution as an **Special Resolution**:-

**“RESOLVED THAT** pursuant to the approval of board of directors and recommendation of Nomination and Remuneration Committee of the board and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and remuneration policy and performance evaluation and subject to such consents, approvals or permissions required from such other authorities as may be necessary, the consent of the shareholders of the Company be and is hereby accorded to the re-appointment of Shri Vijay Data (DIN: 00286492) as Managing Director of the Company for a period of 3 (three) years with effect from September 26, 2019 to September 25, 2022 and his term of office shall not be liable to retire by rotation pursuant to the Article of Association of the Company.

**RESOLVED FURTHER THAT** approval of the shareholders be and is hereby accorded to the terms and conditions including remuneration payable as set out in the Agreement to be entered by Shri Vijay Data with the Company for the aforesaid reappointment and as set out in the statement annexed to the Notice convening this Annual General Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit and as may be acceptable to Shri Vijay Data, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** in the event in any financial year, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule- V to the Companies Act, 2013, then remuneration as decided above will be paid in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized (which term shall always be deemed to include Nomination and Remuneration Committee of the board) to vary or increase the remuneration specified above from time to time to the extent the board of directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provision of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to sign, seal and execute necessary papers, deeds and other documents to be filed with the Office of Registrar of Companies/ Ministry of Company Affairs or any other authority to give effect to this resolution and to do all such acts, deeds, things, matters connected with the aforesaid matter or any other matter incidental thereto.”



4. To consider and approve the re-appointment of Mr. Daya Kishan Data (DIN: 01504570) as Whole Time Director of the Company and fixation of his remuneration and, if thought fit, to pass, with or without modification, the following resolution as an **Special Resolution**:-

**“RESOLVED THAT** pursuant to the approval of board of directors and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and remuneration policy and performance evaluation and on recommendation of Nomination and Remuneration Committee of the Board and subject to such consents, approvals or permissions required from such other authorities as may be necessary, the consent of the shareholders of the Company be and is hereby accorded to the re-appointment of Shri Daya Kishan Data (DIN: 01504570) as Whole-Time Director of the Company for a period of 3 (three) years with effect from September 29, 2019 to September 28, 2022 and his term of office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** approval of the shareholders be and is hereby accorded to the terms and conditions including remuneration payable as set out in the Agreement to be entered by Shri Daya Kishan Data with the Company for the aforesaid reappointment and as set out in the statement annexed to the Notice convening this Annual General Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit and as may be acceptable to Shri Daya Kishan Data, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** in the event in any financial year, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule- V to the Companies Act, 2013, then remuneration as decided above will be paid in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized (which term shall always be deemed to include Nomination and Remuneration Committee of the board) to vary or increase the remuneration specified above from time to time to the extent the board of directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provision of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to sign, seal and execute necessary papers, deeds and other documents to be filed with the Office of Registrar of Companies/ Ministry of Company Affairs or any other authority to give effect to this resolution and to do all such acts, deeds, things, matters connected with the aforesaid matter or any other matter incidental thereto.”

5. To approve the material related party transactions with Deepak Vegpro Private Limited.

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 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with Related Party Transaction Policy of the Company and in modification of earlier resolution passed by the members in this behalf, in the 30<sup>th</sup> Annual General Meeting dated 29<sup>th</sup> September, 2018, approval of the members be and hereby, accorded to the Board of Directors to enter into further contracts/ arrangements/ transactions with Deepak Vegpro 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) Regulation, 2015, relating to sale/purchase or transfer or receipt of products, goods, materials or rental and other services including job work for an estimated amount upto Rs. 700/- Crore (Rupees Seven Hundred Crore Only) per annum for each financial year 2019-20, 2020-21 and 2021-2022, on such terms and conditions as detailed in the agreement/contract entered with Deepak Vegpro 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 Deepak Vegpro 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) be and is hereby 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, 2020 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 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, 2020, 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) be and is hereby 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.”

Place: Alwar  
Date: 27.08.2019

By order of the Board of Directors  
**For Vijay Solvex Limited**

**(J.P. Lodha)**  
Company Secretary  
Membership No. 4714  
Flat No. O – 3, The Govt. EMP. Co-op. GHS Ltd.,  
Sector – 3, Part – II, Rewari – 123401 (Haryana).



**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 31<sup>ST</sup> 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 MEMBER 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 members 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 member 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 member.

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 2018-19 is being sent through electronic mode to those members whose email address are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in accordance with Listing Regulation and section 136 of the Companies Act, 2013 including rules made thereunder, hard copy of the Annual Report 2018-19 is being sent to all other members who have not registered their email address(es), 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 2018-19.
4. No gifts, gift coupons or cash in lieu of gifts is distributed in the Meeting.
5. Corporate/Institutional Members (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. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
8. Members/Proxies/Authorized Representatives are requested to deposit the attendance slip duly filed and signed for attending the Meeting. Members 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 21<sup>st</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days inclusive).
12. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018 has mandated that, 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 20<sup>th</sup> 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. Members 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. Members 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, 1<sup>st</sup> 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. Members 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. Members 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.

18. As required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 and Secretarial Standard-2 on General Meeting, details in respect of directors seeking re-appointment at the ensuing Annual General Meeting is separately annexed hereto.
19. In Compliance with regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 members 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 members 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. Members 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. The instructions for e-voting are annexed to the Notice.
20. 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.
21. 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.
22. 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](http://www.vijaysolvex.com) and on the website of the CDSL immediately after the result is declared by the Chairman.
23. The result will also be communicated to stock exchange where the shares of the Company are listed.
24. Voting through electronic means:-

The instructions for shareholders voting electronically are as under:

1. The remote e-voting period begins on Thursday, 26<sup>th</sup> September, 2019 at 10:00 A.M. and ends on Sunday, 29<sup>th</sup> September, 2019 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) 20<sup>th</sup> September, 2019 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. 20<sup>th</sup> September, 2019 may obtain the login ID and password by sending a request at [cs\\_lodha@dataoils.com](mailto:cs_lodha@dataoils.com).
2. The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during their voting period.
3. Click on "Shareholders" tab.



4. 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. Members holding shares in physical form should enter Folio Number registered with the Company.
5. Next enter the image verification as displayed and click on Login.
6. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are holding shares in physical form or first time user in case holding shares in demat form, follow the steps given below:

	<b>For Members holding shares in Demat form (first time user) and Physical form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company / Depository Participant, are requested to use the first two characters of their name in Capital Letters and the 8 digits of the sequence number in the PAN field. Sequence Number which is printed on address slip.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the sequence number and after the first two characters of the name e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• If both details are not recorded with Company / Depository, please enter the members ID/Folio Number in the Dividend Bank details field.</li> </ul>

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then directly reach the Company Selection Screen. However, members 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.
10. For members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the VIJAY SOLVEX LIMITED on which you choose to vote.
12. 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.



13. Click on the “RESOLUTION FILE LINK” if you wish to view the entire resolution details.
14. 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.
15. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the voting page.
17. 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.
18. Shareholders can also cast their vote using CDSL’s mobile app m-voting available for smart phones. The m-voting app can be downloaded by android phone users from Google Play Store. iPhone and Window Phone users can download the app from the App Store and the Window Phone Store respectively. Please follow the instructions as promoted by the mobile app while voting through your mobile phone.
19. **Note for Non-individual shareholders and Custodian**
  - Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
20. 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



**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**

Mr. Vijay Data is holding office as Managing Director of the Company in terms of appointment approved by the members at the 26<sup>th</sup> Annual General Meeting of the Company held on 30.09.2014 for five years w.e.f. 26<sup>th</sup> September, 2014 to 25<sup>th</sup> September, 2019 and remuneration of Mr. Vijay Data was approved for a period of three years w.e.f. 26<sup>th</sup> September, 2014 to 25<sup>th</sup> September, 2017. At the 29<sup>th</sup> Annual General Meeting of the Company held on 29.09.2017, the shareholders of the Company has further approved the remuneration of Shri Vijay Data for his remaining tenure of two years w.e.f. 26<sup>th</sup> September, 2017 to 25<sup>th</sup> September, 2019.

The present tenure of Shri Vijay Data as Managing Director of the Company will expire on 25<sup>th</sup> September, 2019. Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience and leadership skills, the Board of Directors of the Company at its meeting held on 27<sup>th</sup> August, 2019, has approved the re-appointment of Shri Vijay Data as Managing Director of the Company w.e.f. 26<sup>th</sup> September, 2019, at the remuneration mentioned hereunder subject to the approval of shareholders in the ensuing Annual General Meeting:

<b>Name &amp; Designation</b>	<b>Period of appointment / re-appointment</b>	<b>Basic Salary per month (Rs.)</b>	<b>Allowances &amp; Perquisites per annum (Rs.)</b>
Shri Vijay Data (Managing Director)	3 years w.e.f. 26/09/2019 till 25/09/2022	9,50,000/-	36,00,000/-

Details of other allowances and benefits applicable to the Managing Director and details of perquisites are as under:-

**ALLOWANCES AND PERQUISITES****1) Housing:**

- In case of unfurnished accommodation, hired by the Company, such expenditure not exceeding 25% of the basic salary. Over and above 25% of basic salary shall be payable by the Managing Director.
- In case no accommodation is provided by the Company, the Managing Director shall be entitled to house rent allowance subject to 25% of the basic salary per month.

**2) Car:** Provisions of Company's Car with driver for official purpose of the Managing Director.**3) Other Perquisites:** Other perquisites shall also be within overall limit of Rs. 36,00,000/- per annum. Such perquisites will include Leave Travel Assistance, Re-imbursment of Medical expenses, Personal accident insurance, subject to an annual premium being limited to Rs. 8000/-. The perquisites shall be valued as per Income Tax Act, 1961.**Benefits:**

**Gratuity:** Benefits in accordance with the rules and regulations in force in the Company from time to time, but shall not exceed a half month's salary for each completed year of service.

**Provident Fund:** 12% of the salary per month. The contributions to provident fund are subject to any changes effected in the schemes/rules of the funds.

**Leave:** Leave as per Company's rules and leave not availed shall be encashed.

Such other benefits and amenities as may be provided by the Company to other senior officers from time to time.



The Company shall pay to or reimburse the Managing Director and he shall be entitled to be paid and / or to be reimbursed by the Company all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

The terms of remuneration of Mr. Vijay Data are within limits prescribed under the Companies Act, 2013 and Schedule V thereof and in accordance with the Remuneration Policy of the Company.

Mr. Vijay Data is not disqualified from being appointed as Managing Director of the Company in terms of section 164 of the Companies Act, 2013 and has given his consent to act as Director of the Company. Mr. Vijay Data fulfils the conditions for eligibility contained in Part I of Schedule V of the Act and also satisfy the conditions as set out under sub-section (3) of Section 196 of the Companies Act, 2013. The terms and conditions of his re-appointment and payment of remuneration are set out in the Agreement to be entered into between the Company and Mr. Vijay Data. The Draft Agreement to be entered into between the Company and Mr. Vijay Data is available for inspection of the members at the registered office of the Company.

The Board of Directors including the Nomination and Remuneration Committee of the Board shall alter and vary the terms and conditions of the said appointment, to the extent the Board of Directors may consider appropriate, or as may be permitted or authorized in accordance with the provisions of the act for the time being in force and within such limits, if any, as may be set out in the Act including the said Schedule V of the Act, in such manner as may be decided by the Board of Directors and, the terms of the aforesaid appointment shall be suitably modified to give effect to such alteration and/or variation.

The Scope and quantum of remuneration and perquisites specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board of Directors in the light of and in conformity with any amendments to the relevant provisions of the Companies Act and / or the rules and regulations made there under and / or such guidelines as may be announced by the Central Government from time to time.

In absence of or inadequacy of profits in any financial year during the currency of tenure of the appointee, the aforesaid remuneration will be paid as the minimum remuneration subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 or such other amount as may be provided in Schedule V as may be amended from time to time or an equivalent statutory re-enactments thereof.

#### STATEMENT PURSUANT TO SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013

<b>I.</b>	<b>General Information</b>		
(1)	Nature of Industry	Manufacturing of Edible Oil including Mustard, Refined and Vanaspati Ghee and Wind Power Generation and Ceramics.	
(2)	Date or expected date of commencement of commercial production	Commercial operations commenced in the year 1988-89.	
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable	
(4)	Financial performance based on given indicators	(Rs. In lacs)	
		<b>2018-19</b>	<b>2017-18</b>
	Paid up Capital	<b>320.19</b>	320.19
	Reserve & Surplus	<b>12345.31</b>	11051.73
	Revenue from operation	<b>122590.28</b>	87882.25
	Other Income	<b>179.93</b>	9.17
	Total Revenue	<b>122770.21</b>	87891.42
	Profit before tax	<b>1921.59</b>	1611.76
	Less: Tax	<b>648.46</b>	585.40
	Profit after tax	<b>1273.13</b>	1026.36
	Other Comprehensive Income / (Loss)	<b>20.45</b>	17.05
	Total Comprehensive Income for the year	<b>1293.58</b>	1043.41



(5)	Foreign investments or collaborations, if any	The Company has not entered into any foreign collaboration and no foreign investment has been made into the Company during the financial year 2018-19.
<b>II. Information about the appointee</b>		
(1)	Background details	Mr. Vijay Data aged about 64 years, Post Graduate in Physics is Managing Director of the company. He is associated with oil industry since last 39 years and has wide knowledge of quality of oil and oil seeds. He is looking day to day management of the company. He has good exposure in the field of production, sales, purchase, finance and general administration.
(2)	Past remuneration	Rs. 1.24 Crore per annum.
(3)	Recognition or awards	Mr. Vijay Data is well recognized for his leadership, visionary, and entrepreneur skills in managing business activities and he was the president of Solvent Extractors' Association of India.
(4)	Job profile and his suitability	The Job require high level of planning, vision and strategy, techno commercial and leadership skills. It also calls for in depth understanding of the oil industry. Shri Vijay data is having vast experience of Corporate Management and particularly of oil industry. In the capacity of Managing Director of the Company Mr. Vijay Data shall be responsible for defining and executing business strategy, strengthening governance practices and providing overall leadership to the Company's operations or such other roles and responsibilities as may be assigned to him by the Board from time to time. He is ideally suited for the job.
(5)	Remuneration proposed	The details of remuneration are set out above in Explanatory statement.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The salary proposed to be paid is in line with current industry standards based upon size and operations of the Company.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Beside the remuneration proposed, Shri Vijay Data, does not have any pecuniary relationship with the Company and does not related to any managerial personnel except Shri Daya Kishan Data and Smt. Gayatri Data.
<b>III. Other information</b>		
(1)	Reasons of loss or inadequate profits	Factors such as general economic slowdown and consequent adverse market costs have severally affected the margins for products manufactured by the Company.
(2)	Steps taken or proposed to be taken for improvement	The Company has initiated steps as cost control, borrowing at cheaper rates and improving efficiency etc. Though the prices of raw materials and products are influenced by the external factors. The Company is making all possible efforts to improve the margins.
(3)	Expected increase in productivity and profits in measurable terms.	The Company is very conscious about improvement in productivity and undertakes constant measure to improve it. Looking at the past performance and efforts being made during the year, the Company is expecting to achieve increase in productivity as well as in profits of the Company.
<b>IV. Disclosures</b>		
The report on Corporate Governance in the Annual Report indicates the remuneration paid to Managerial Personnel.		



The Board recommends the Special resolution set out in item no. 3 of the notice for the approval of the members of the Company.

Save and except Shri Vijay Data, Shri Daya Kishan Data and Smt. Gayatri Data none of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed special resolution as set out in item no. 3.

#### Item No. 4

Mr. Daya Kishan Data is holding office as Whole Time Director of the Company in terms of appointment approved by the members at the 26<sup>th</sup> Annual General Meeting of the Company held on 30.09.2014 for five years w.e.f. 29<sup>th</sup> September, 2014 to 28<sup>th</sup> September, 2019 and remuneration of Mr. Daya Kishan Data was approved for a period of three years w.e.f. 29<sup>th</sup> September, 2014 to 28<sup>th</sup> September, 2017. At the 29<sup>th</sup> Annual General Meeting of the Company held on 29.09.2017, the shareholders of the Company has further approved the remuneration of Shri Daya Kishan Data for his remaining tenure of two years w.e.f. 29<sup>th</sup> September, 2017 to 28<sup>th</sup> September, 2019.

The present tenure of Shri Daya Kishan Data as Whole Time Director of the Company will expire on 28<sup>th</sup> September, 2019. Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his experience, the Board of Directors of the Company at its meeting held on 27<sup>th</sup> August, 2019, has approved the re-appointment of Shri Daya Kishan Data as Whole Time Director of the Company at the remuneration mentioned hereunder subject to the approval of shareholders in the ensuing Annual General Meeting:

Name & Designation	Period of appointment / re-appointment	Basic Salary per month (Rs.)	Allowances & Perquisites per annum (Rs.)
Shri Daya Kishan Data (Whole Time Director)	3 years w.e.f. 29/09/2019 till 28/09/2022	9,50,000/-	36,00,000/-

Details of other allowances and benefits applicable to the Whole Time Director and details of perquisites are as under:-

#### ALLOWANCES AND PERQUISITES

##### 1) Housing:

- In case of unfurnished accommodation, hired by the Company, such expenditure not exceeding 25% of the basic salary. Over and above 25% of basic salary shall be payable by the Whole Time Director.
- In case no accommodation is provided by the Company, the Whole Time Director shall be entitled to house rent allowance subject to 25% of the basic salary per month.

##### 2) Car: Provisions of Company's Car with driver for official purpose of the Whole Time Director.

##### 3) Other Perquisites: Other perquisites shall also be within overall limit of Rs. 36,00,000/- per annum. Such perquisites will include Leave Travel Assistance, Re-imbusement of Medical expenses, Personal accident insurance, subject to an annual premium being limited to Rs. 8000/-. The perquisites shall be valued as per Income Tax Act, 1961.

#### Benefits:

**Gratuity:** Benefits in accordance with the rules and regulations in force in the Company from time to time, but shall not exceed a half month's salary for each completed year of service.

**Provident Fund:** 12% of the salary per month. The contributions to provident fund are subject to any changes effected in the schemes/rules of the funds.

**Leave:** Leave as per Company's rules and leave not availed shall be encashed.

Such other benefits and amenities as may be provided by the Company to other senior officers from time to time.



The Company shall pay to or reimburse the Whole Time Director and he shall be entitled to be paid and / or to be reimbursed by the Company all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

The terms of remuneration of Mr. Daya Kishan Data are within limits prescribed under the Companies Act, 2013 and Schedule V thereof and in accordance with the Remuneration Policy of the Company.

Mr. Daya Kishan Data is not disqualified from being appointed as Whole Time Director of the Company in terms of section 164 of the Companies Act, 2013 and has given his consent to act as Director of the Company. Mr. Daya Kishan Data fulfils the conditions for eligibility contained in Part I of Schedule V of the Act and also satisfy the conditions as set out under sub-section (3) of Section 196 of the Companies Act, 2013. The terms and conditions of his re-appointment and payment of remuneration are set out in the Agreement to be entered into between the Company and Mr. Daya Kishan Data. The Draft Agreement to be entered into between the Company and Mr. Daya Kishan Data is available for inspection of the members at the registered office of the Company.

The Board of Directors including the Nomination and Remuneration Committee of the Board shall alter and vary the terms and conditions of the said appointment, to the extent the Board of Directors may consider appropriate, or as may be permitted or authorized in accordance with the provisions of the act for the time being in force and within such limits, if any, as may be set out in the Act including the said Schedule V of the Act, in such manner as may be decided by the Board of Directors and, the terms of the aforesaid appointment shall be suitably modified to give effect to such alteration and/or variation.

The Scope and quantum of remuneration and perquisites specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board of Directors in the light of and in conformity with any amendments to the relevant provisions of the Companies Act and / or the rules and regulations made there under and / or such guidelines as may be announced by the Central Government from time to time.

In absence of or inadequacy of profits in any financial year during the currency of tenure of the appointee, the aforesaid remuneration will be paid as the minimum remuneration subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 or such other amount as may be provided in Schedule V as may be amended from time to time or an equivalent statutory re-enactments thereof.

#### STATEMENT PURSUANT TO SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013

<b>I. General Information</b>		
(1) Nature of Industry	Manufacturing of Edible Oil including Mustard, Refined and Vanaspati Ghee and Wind Power Generation and Ceramics.	
(2) Date or expected date of commencement of commercial production	Commercial operations commenced in the year 1988-89.	
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable	
(4) Financial performance based on given indicators	(Rs. In lacs)	
	<b>2018-19</b>	<b>2017-18</b>
Paid up Capital	<b>320.19</b>	320.19
Reserve & Surplus	<b>12345.31</b>	11051.73
Revenue from operation	<b>122590.28</b>	87882.25
Other Income	<b>179.93</b>	9.17
Total Revenue	<b>122770.21</b>	87891.42
Profit before tax	<b>1921.59</b>	1611.76
Less: Tax	<b>648.46</b>	585.40
Profit after tax	<b>1273.13</b>	1026.36
Other Comprehensive Income / (Loss)	<b>20.45</b>	17.05
Total Comprehensive Income for the year	<b>1293.58</b>	1043.41



(5)	Foreign investments or collaborations, if any	The Company has not entered into any foreign collaboration and no foreign investment has been made into the Company during the financial year 2018-19.
<b>II. Information about the appointee</b>		
(1)	Background details	Mr. Daya Kishan Data aged about 56 years is a Mechanical Engineer and has a vast experience of 24 years in the field of Ceramic & Oil Industries. He is looking after the Ceramic Division of the Company.
(2)	Past remuneration	Rs. 1.24 Crore per annum.
(3)	Recognition or awards	---
(4)	Job profile and his suitability	The Job require high level of planning, vision and strategy, techno commercial and leadership skills. It also calls for in depth understanding of the oil & Ceramic industry. Shri Daya Kishan data is having vast experience of Corporate Management and particularly of oil & Ceramic industry and successfully working as a Whole Time Director of the Company. He is ideally suited for the job.
(5)	Remuneration proposed	The details of remuneration are set out above in Explanatory statement.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The salary proposed to be paid is in line with current industry standards based upon size and operations of the Company.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Beside the remuneration proposed, Shri Daya Kishan Data, does not have any pecuniary relationship with the Company and does not related to any managerial personnel except Shri Vijay Data and Smt. Gayatri Data.
<b>III. Other information</b>		
(1)	Reasons of loss or inadequate profits	Factors such as general economic slowdown and consequent adverse market costs have severally affected the margins for products manufactured by the Company.
(2)	Steps taken or proposed to be taken for improvement	The Company has initiated steps as cost control, borrowing at cheaper rates and improving efficiency etc. Though the prices of raw materials and products are influenced by the external factors. The Company is making all possible efforts to improve the margins.
(3)	Expected increase in productivity and profits in measurable terms.	The Company is very conscious about improvement in productivity and undertakes constant measure to improve it. Looking at the past performance and efforts being made during the year, the Company is expecting to achieve increase in productivity as well as in profits of the Company.
<b>IV. Disclosures</b>		
The report on Corporate Governance in the Annual Report indicates the remuneration paid to Managerial Personnel.		

The Board recommends the Special resolution set out in item no. 4 of the notice for the approval of the members of the Company.

Save and except Shri Vijay Data, Shri Daya Kishan Data and Smt. Gayatri Data none of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed special resolution as set out in item no. 4.



**Item No. 5**

Deepak Vegpro 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, rent and other services including job work with Deepak Vegpro Private Limited are/will be material in nature, as these transactions expected to exceed 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 Deepak Vegpro Private Limited require the approval of shareholders of the Company.

The members of the company at the 30<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2018 had approved the related party transactions with Deepak Vegpro Private Limited upto an estimated amount of Rs. 600/- Crore (Rupees Six Hundred Crore Only) for a period of each financial year 2018-19, 2019-20 and 2020-21. During the financial year 2018-19, the related party transactions with Deepak Vegpro Private Limited is approx Rs. 575/- Crore and expected to increase in further years, therefore, the Audit Committee and Board of Directors of the Company in their meeting held on 27.08.2019, has increased the existing limit of related party transactions with Deepak Vegpro Private Limited, from Rs. 600/- Crore (Rupees Six Hundred Crore Only) to Rs. 700/- Crore (Rupees Seven Hundred Crore Only) for a period of each financial year 2019-20, 2020-21 and 2021-22, subject to the approval of the members at the ensuing Annual General Meeting of the Company.

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 following contracts/arrangements/transactions are 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: Deepak Vegpro Private Limited.
- b) Name of Director or Key Managerial Personnel who is related: Shri Vijay Data, Shri Daya Kishan Data and Smt. Gayatri Data.
- c) Nature of relationship: Deepak Vegpro 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, rent and other services including job work on arm's length basis.
- e) Monetary Value: Estimated amount upto Rs. 700/- Crore (Rupees Seven Hundred Crore Only) per annum for each financial year 2019-20, 2020-21 and 2021-22.
- f) Any other information relevant or important for the members to make a decision on proposed transaction: **None.**

Copy of agreement entered between Company and Deepak Vegpro 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 Smt. Gayatri Data are concerned or interested, financially or otherwise, in the said Resolution.



**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, 2020 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 members 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, 2020.

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.

Place: Alwar  
Date: 27.08.2019

By order of the Board of Directors  
**For Vijay Solvex Limited**

**(J.P. Lodha)**  
Company Secretary  
Membership No. 4714  
Flat No. O – 3, The Govt. EMP. Co-op. GHS Ltd.,  
Sector – 3, Part – II, Rewari – 123401 (Haryana).





**DETAILS OF DIRECTORS SEEKING 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	Shri Vijay Data	Shri Daya Kishan Data	Smt. Gayatri Data
Date of Birth	01-07-1955 (63 years)	04.09.1962	13.07.1956
DIN	00286492	01504570	06960488
Qualification	Graduate (Physics)	Engineer (Mechanical)	Post Graduate
Expertise in specific functional areas	Production, Administration, Sales, Purchase	Management & Administration	General Administration
No. of Shares held	2,84,981	1,95,876	76,168
Date of first appointment on the Board	29.12.1987	29.12.1987	30.09.2014
Terms and conditions of appointment / re-appointment	As per Agreement	As per Agreement	As specified above
Last Remuneration drawn	Rs. 1.24 Crore per annum	Rs. 1.24 Crore per annum	NIL
No. of Board Meetings attended during the financial year 2018-19	11	11	11
Directorship held in other Companies	<ol style="list-style-type: none"> <li>1. Bhagwati Agro Products Limited</li> <li>2. Deepak Vegpro Private Limited</li> <li>3. Vijay Agro Mills Private Limited</li> <li>4. Vijay International Limited</li> <li>5. Gaurav Ceramics Private Limited</li> <li>6. Data Developers Limited</li> <li>7. Gaurav Enclave Private Limited</li> <li>8. Dhruva Enclave Private Limited</li> <li>9. Indo Caps Private Limited</li> <li>10. Jay Complex Private Limited</li> <li>11. Data Dot Com Limited</li> <li>12. Raghuvar (India) Limited</li> <li>13. The Solvent Extractors Association of India</li> </ol>	<ol style="list-style-type: none"> <li>1. Bhagwati Agro Products Limited</li> <li>2. Deepak Vegpro Private Limited</li> <li>3. Vijay Agro Mills Private Limited</li> <li>4. Vijay International Limited</li> <li>5. Gaurav Ceramics Private Limited</li> <li>6. Data Developers Limited</li> <li>7. Gaurav Enclave Private Limited</li> <li>8. Dhruva Enclave Private Limited</li> <li>9. Raghuvar (India) Limited</li> <li>10. Data Enclave Private Limited</li> <li>11. Gaurav Vegpro Private Limited</li> <li>12. Jhankar Motels Private Limited</li> </ol>	NIL
Membership / Chairmanship held in Committees of other Companies	Member of CSR Committee in Deepak Vegpro Private Limited.	Member of Audit Committee in Raghuvar (India) Limited	NIL

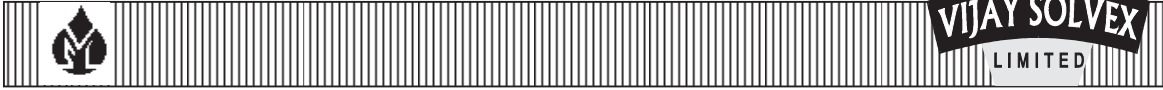


Relationship with other Directors	Related to Shri Daya Kishan Data and Smt. Gayatri Data.	Related with Shri Vijay Data and Smt. Gayatri Data.	Related to Shri Vijay Data and Shri Daya Kishan Data .
Brief Profile	Mr. Vijay Data aged about 64 years, Graduate in Physics, has a vast experience of 39 years in the field of Oil Industry. He is well recognized for his leadership, visionary and entrepreneur skills in managing overall business activities. He has wide knowledge of quality of oil and seeds. Mr. Vijay Data is also the Managing Director of Vijay Solvex Limited indulging in manufacturing of Edible Oils. He was the president of Solvent Extractors' Association of India.	Mr. Daya Kishan Data aged about 56 years is a Mechanical Engineer and has a vast experience of 24 years in the field of Ceramic & Oil Industries. He is looking after the Ceramic Division of the Company.	Smt. Gayatri Data aged about 62 years having 7 years experience of General Administration in the field of edible oil industries.

Place: Alwar  
Date: 27.08.2019

By order of the Board of Directors  
**For Vijay Solvex Limited**

**(J.P. Lodha)**  
Company Secretary  
Membership No. 4714  
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 31<sup>st</sup> Annual General Meeting of the Company to be held on Monday, September 30, 2019 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
<b>Ordinary Business:</b>				
1.	To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2019, 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, 2019 and the report of Auditor's thereon.			
2.	To appoint a Director in place of Smt. Gayatri Data (DIN: 06960488), who retires by rotation and being eligible, offers herself for re-appointment.			
<b>Special Business:</b>				
3.	To approve the re-appointment of Mr. Vijay Data (DIN: 00286492) as Managing Director of the Company and fixation of his remuneration.			



4.	To approve the re-appointment of Mr. Daya Kishan Data (DIN: 01504570) as Whole Time Director of the Company and fixation of his remuneration.			
5.	To approve the material related party transactions with Deepak Vegpro Private Limited.			
6.	To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2020.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

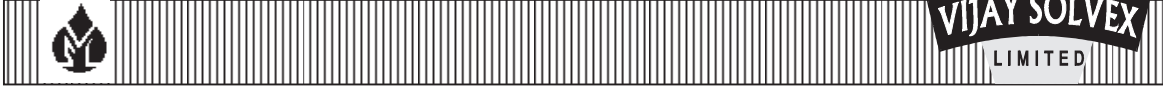
Signature of Shareholder \_\_\_\_\_

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

Please affix  
Rs.1/-  
Revenue  
Stamp 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 31<sup>st</sup> Annual General Meeting of the Company held on Monday, the 30<sup>th</sup> September, 2019 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:**

- a) Only Member/Proxy/Representative can attend the meeting. No Minors would be allowed at the meeting.
- b) Member/Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filed in and signed.



## ROUTE MAP OF AGM VENUE

