NOTICE

Notice is hereby given that the Thirty Eight (38th) Annual General Meeting (AGM) of the members of Vijay Solvex Limited will be held on Monday the 28th day of September, 2026 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 Businesses

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, 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, 2026 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 re-appointment of Mrs. Pallavi Sharma (DIN: 09240522) as Non-Executive Independent Woman Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as a **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, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Pallavi Sharma (DIN: 09240522), who was appointed as Non-Executive Independent Woman Director of the Company for a term of five (5) consecutive years commencing from July 23, 2021 to July 22, 2026 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of a director, be and is hereby re-appointed as Non-Executive Independent Woman Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from July 23, 2026 to July 22, 2031 (both days inclusive).

   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 Deepak Vegpro Private Limited and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:-**

   "RESOLVED THAT pursuant to the provisions of 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 provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (including relevant circulars, amendments, modifications, variations or re-enactments thereof for the time being in force) read with Related Party Transactions Policy of the Company and as per the recommendation/omnibus approval of the Audit Committee and Board of Directors of the Company and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the approval of the members be and is hereby accorded to the Board of Directors of the Company (including a committee thereof) for entering into and/or carrying out and/or continuing with contracts/ arrangements/ transactions (whether individually or taken together or series of transactions or otherwise) with Deepak Vegpro Private Limited, 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) Regulations, 2015, relating to sale/purchase or transfer or receipt of products, goods, materials and other services in ordinary course of business and on arm’s length basis, for an estimated amount upto Rs. 1250/- Crores (Rupees One Thousand Two Hundred Fifty Crores Only) for the financial year 2026-27 which is valid upto the date of next Annual General Meeting of the Company for a period not exceeding fifteen months, on such terms and conditions as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a committee thereof) be and is 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.**”**

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

“RESOLVED THAT pursuant to the provisions of 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 provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including relevant circulars, amendments, modifications, variations or re-enactments thereof for the time being in force) read with Related Party Transactions Policy of the Company and as per the recommendation/omnibus approval of the Audit Committee and Board of Directors of the Company and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the approval of the members be and is hereby accorded to the Board of Directors of the Company (including a committee thereof) for entering into and/or carrying out and/or continuing with contracts/ arrangements/ transactions (whether individually or taken together or series of transactions or otherwise) with VDSD Foods Private Limited, 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) Regulations, 2015, relating to sale/purchase or transfer or receipt of products, goods, materials and other services in ordinary course of business and on arm’s length basis, for an estimated amount upto Rs. 300/- Crore (Rupees Three Hundred Crore Only) for the financial year 2026-27 which is valid upto the date of next Annual General Meeting of the Company for a period not exceeding fifteen months, on such terms and conditions as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a committee thereof) be and is hereby authorized to decide upon the nature and value of the products, goods, materials or services to be transacted with VDSD 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) 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 consider and approve increase in remuneration of Mr. Gaurav Data, a related party, holding office / place of profit in the Company and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and Nomination and Remuneration Committee and the approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to Mr. Gaurav Data, a related party under the provisions of the Section 2(76) of the Act, to hold and continue to hold an office or place of profit in the Company as Senior Manager (Production Ceramic Division), on a total remuneration exceeding Rs. 2.50 Lakhs per month subject to maximum remuneration up to Rs. 5.00 Lakhs per month and on such terms and conditions as may be determined by the Board of Directors from time to time and as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a committee thereof) be and is hereby authorised to review and determine, from time to time, the term of employment and the duration of holding of the said office or place of profit by Mr. Gaurav Data and to revise, enhance, alter, modify and vary the terms and conditions of the said appointment and remuneration, including salary, allowances, perquisites and other benefits, from time to time, in accordance with the provisions of the Companies Act, 2013, within the limits approved by the Members and subject to such approvals, as may be necessary.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a committee thereof) be and is hereby authorised to do all such acts, matters, deeds and things, settle any queries/difficulties/ doubts arising from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental thereto.**"**

7. To consider and approve increase in remuneration of Mrs. Neelima Data, a related party, holding office / place of profit in the Company and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and Nomination and Remuneration Committee and the approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to Mrs. Neelima Data, a related party under the provisions of the Section 2(76) of the Act, to hold and continue to hold an office or place of profit in the Company as Senior Manager (Product Development & Designing), on a total remuneration exceeding Rs. 2.50 Lakhs per month subject to maximum remuneration up to Rs. 5.00 Lakhs per month and on such terms and conditions as may be determined by the Board of Directors from time to time and as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a committee thereof) be and is hereby authorised to review and determine, from time to time, the term of employment and the duration of holding of the said office or place of profit by Mrs. Neelima Data and to revise, enhance, alter, modify and vary the terms and conditions of the said appointment and remuneration, including salary, allowances, perquisites and other benefits, from time to time, in accordance with the provisions of the Companies Act, 2013, within the limits approved by the Members and subject to such approvals, as may be necessary.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a committee thereof) be and is hereby authorised to do all such acts, matters, deeds and things, settle any queries/difficulties/ doubts arising from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental thereto.**”**

8. To ratify the remuneration of the Cost Auditor for the financial year ended March 31, 2027 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:-**

“RESOLVED THAT pursuant to the provisions of 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, 2027, be paid the remuneration of Rs. 15,000/- per annum excluding all applicable taxes and reimbursement of 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 / or the Company Secretary of the Company be and is 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.**”**

Place: Alwar
Date: 14.08.2026

By order of the Board of Directors
For Vijay Solvex Limited

Registered Office:
Bhagwati Sadan, Swami Dayanand Marg,
Alwar – 301001 (Rajasthan)
CIN: L15142RJ1987PLC004232
Tel: 0144-2332358, 9929103729
email: cs_lodha@dataoils.com
Website: www.vijaysolvex.com

(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).

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 38TH 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 percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

   The instrument appointing a proxy shall be in writing under the hands of 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 2025-26 is being sent through electronic mode to those members whose email addresses 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 Regulations and Section 136 of the Companies Act, 2013 including rules made thereunder, hard copy of the Annual Report 2025-26 is being sent to all other members 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 2025-26.

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 filled 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 A.M. to 1:00 P.M. 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 **22nd September, 2026** to **28th September, 2026** (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 Members holding shares in physical form are requested to get their physical shares dematerialized.

13. SEBI vide Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, has opened a Special Window for transfer and dematerialization of physical shares sold or purchased prior to April 1, 2019 including for the transfer request(s) which were rejected/returned/not attended due to deficiency in documents/ process or otherwise. This Special Window shall remain open for a period of 1 (one) year from February 5, 2026 to February 4, 2027. Accordingly, members may re-lodge their transfer deeds to the Company / RTA on or before February 4, 2027.

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. Members holding shares in electronic form are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.to their Depository Participant only.

16. Pursuant to SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, members holding securities in physical form, are required to furnish PAN (valid and linked to Aadhaar), Contact details including valid Email ID and Mobile Number, Bank Account details (Bank name, Branch name, Account Number and IFS Code), specimen signature and Choice of Nomination (optional but strongly encouraged in investor interest) to avail any service request and payment of dividends, interest, redemption proceeds and other payments. Pursuant to the aforesaid SEBI Circulars, the Company has sent individual communications to all the Members holding shares of the Company in physical form. In case of members holding shares in physical form who have not updated their KYC details may please submit Form ISR-1, Form ISR-2, and Form No. SH-13/ Form ISR-3. The link for downloading the forms is available on the Company's website https://www.vijaysolvex.com/investor_relationship/statutory_policies_and_downloads and RTA's website https://www.skylinerta.com/downloads_page.php.

17. Dispute Resolution Mechanism at Stock Exchanges-SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request.

18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

19. SEBI vide Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the company's website at https://www.vijaysolvex.com/investor_relationship/statutory_policies_and_downloads and is also available on the website of the RTA at https://www.skylinerta.com/downloads_page.php. It may be noted that any service request can be processed only after the folio is KYC Compliant.

    SEBI vide its Circular No. HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 dated January 30, 2026, has dispensed with the requirement of issuance of Letter of Confirmation with effect from April 2, 2026. In this regard, Members are required to submit latest copy of their Client Master List along with the investor service request. The Company/RTA shall verify and process the service requests and directly credit the shares of the Company in dematerialized form.

20. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or its RTA for assistance in this regard.

21. Due to security reasons mobile phones, camera, bags and other accessories are not allowed to be carried inside the meeting premises.

22. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she should submit the request in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website https://www.vijaysolvex.com/investor_relationship/statutory_policies_and_downloads. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held in physical form.

23. Members having any query relating to the enclosed financial statements 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.

24. 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.

25. 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.

26. The Scrutinizer shall, within 48 hours from the conclusion of the Annual General Meeting, unlock the votes cast through ballot/poll and unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against the resolutions, if any, forthwith to the Chairman of the Meeting/Whole Time Director and in his absence to the Company Secretary of the Company.

27. The result of voting shall be declared by the Chairman of the meeting or Company Secretary of the Company 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.

28. The result will also be communicated to stock exchange i.e. BSE Ltd. where the shares of the Company are listed.

29. 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 a 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. The instructions for e-voting are annexed to the Notice.

30. **THE INTRUCTIONS OF MEMBERS FOR REMOTE E-VOTING:**

(i) The remote e-voting period begins on **Thursday, 24th September, 2026** at **10:00 A.M**. and ends on **Sunday, 27th September, 2026** 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. **21st September, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Members who have already 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. In case any of the shareholder cast his/ her vote through remote e-voting as well as at AGM by Ballot, the vote cast at AGM by Ballot shall be considered invalid.

(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 above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL 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 users to login to Easi / Easiest are requested to visit CDSL website **www.cdslindia.com** and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website **www.cdslindia.com** and click on login icon & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on **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 able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL Depository**	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. 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**. 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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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 website for casting your vote during the remote e-Voting period.

Important note: Members 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**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at **helpdesk.evoting@cdslindia.com** or contact at toll free no. **1800 21 09911.**
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at **evoting@nsdl.com** or call at: **022-48867000 and 022-24997000**.

(v) Login method for remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form**:

1. The Shareholders should log on to the e-voting website **www.evotingindia.com** during the voting period.

2. Click on “Shareholders” module.

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 e-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 Physical shareholders and other than individual shareholders holding shares in Demat 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). • Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company’s records in order to login. • If both the details are not recorded with the Depository / Company, please enter the Member ID / Folio Number in the Dividend Bank details field.

(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 that you assent to the resolution and option NO implies that you 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 a print of the votes cast 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non–Individual Shareholders and Custodians–For Remote Voting only

- 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 “CORPORATES” 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 will be mapped automatically & can be delink in case of any wrong mapping.

- It is mandatory that, 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 mandatory 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

31. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:**

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 update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If 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 toll free no. **1800 21 09911**.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 at toll free no. **1800 21 09911**.

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

The following explanatory statements set out all material facts relating to Item No. 3 to 8 of the Special Businesses mentioned in the accompanying notice.

Item No. 3

The members of the Company at the 33rd Annual General Meeting of the Company held on 30.09.2021 had approved the appointment of Mrs. Pallavi Sharma as Non-Executive Independent Woman Director of the Company for a period of five consecutive years commenced from July 23, 2021 to July 22, 2026 (both days inclusive).

The present term of appointment of Mrs. Pallavi Sharma has expired on July 22, 2026. The Nomination and Remuneration Committee of the Board, taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, has recommended the re-appointment of Mrs. Pallavi Sharma as Non-Executive Independent Woman Director of the Company for a second term commencing from July 23, 2026 to July 22, 2031 (both days inclusive).

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on July 20, 2026 has approved re-appointment of Mrs. Pallavi Sharma as Non-Executive Independent Woman Director of the Company for a second term of five (5) consecutive years commencing from July 23, 2026 to July 22, 2031 (both days inclusive), subject to the approval of the members 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. Mrs. Pallavi Sharma is not related to any other Director and Key Managerial Personnel of the Company.

In connection with the above, a notice in writing in the prescribed manner as required under section 160 of the Act and Rules made thereunder has been received by the Company, regarding candidature of Mrs. Pallavi Sharma for the office of the director.

In opinion of the Nomination and Remuneration Committee and the Board, the appointment of Mrs. Pallavi Sharma as Non-Executive Independent Woman Director of the Company would benefit the Company in terms of her professional experience and broad range of skill sets. Mrs. Pallavi Sharma fulfils the conditions specified under the Companies Act, 2013 and the SEBI Listing Regulations for re-appointment as Non-Executive Independent Woman Director and is independent of the management.

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 Non-Executive Independent Woman Director of the Company, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out in this Notice.

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. 3 of the Notice for approval of the shareholders.

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.

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. 3 of this Notice is accordingly recommended for approval of shareholders.

Item No. 4

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) Regulations, 2015 (SEBI Listing Regulations). In terms of Regulation 23 of the SEBI Listing Regulations, the Contracts/arrangements/transactions relating to sale/purchase or transfer or receipt of products, goods, materials and other services with Deepak Vegpro Private Limited exceeds or is likely to exceed the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations, based on the last audited consolidated financial statements of the Company. Therefore, in terms of Regulation 23(4) of the SEBI Listing Regulations, the contracts/ arrangements/ transactions with Deepak Vegpro Private Limited require the approval of members of the Company.

The members of the Company at the 37th Annual General Meeting of the Company held on 22nd September, 2025 had approved the related party transactions with Deepak Vegpro Private Limited up to an estimated amount of Rs. 1100/- Crore (Rupees One Thousand One Hundred Crore Only) for the financial year 2025-26 which is valid upto the date of this 38th Annual General Meeting of the Company. In view of the anticipated transactions and in compliance of the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, the Company proposes to obtain prior approval of the members for granting authority to the Board of the Company (including a committee thereof) to enter into and/or carry out and/or continue contracts/ arrangements/ transactions with Deepak Vegpro Private Limited, relating to sale/purchase or transfer or receipt of products, goods, materials and other services in ordinary course of business and on arm’s length basis for an estimated amount upto Rs. 1250/- Crore (Rupees One Thousand Two Hundred Fifty Crores Only) for the financial year 2026-27 which is valid upto the date of next Annual General Meeting of the Company for a period not exceeding fifteen months.

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 transactions 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 Deepak Vegpro Pvt. Ltd. are material in nature, therefore requires approval of unrelated members by way of ordinary resolution.

The details of Material Related Party Transactions are as under:

Sr. No.	Particulars		Details
1.	Name of the related party	:	Deepak Vegpro Private Limited
2.	Nature of relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	:	Mr. Vijay Data, Mr. Daya Kishan Data and Mr. Saurabh Data, Directors of the Company are also the Directors on the Board of Deepak Vegpro Private Limited. Mr. Ram Prakash Mahawar, Director of the Company is also under the senior management of Deepak Vegpro Private Limited.

3.	Type, material terms and particulars of the proposed transaction	:	Sale/purchase or transfer or receipt of products, goods, materials and other services on arm's length basis
4.	Tenure of the proposed transaction	:	For the financial year 2026-27 upto the date of next Annual General Meeting of the Company for a period not exceeding fifteen months
5.	Value of the proposed transaction	:	Not exceeding Rs. 1250 Crores
6.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	:	52.83%
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	:	Not Applicable
8.	Justification as to why the RPT is in the interest of the Company	:	Deepak Vegpro Private Limited is under the same segment of business activities, hence to capitalize the market opportunities, transactions with Deepak Vegpro Private Limited are in interest of the Company.
9.	A copy of the valuation or other external party report, if any such report has been relied upon	:	Not Applicable
10.	Any other information that may be relevant	:	The Audit Committee in its meeting held on February 14, 2026, has granted omnibus approval to enter into and/or carry out and/or continue contracts/ arrangements/ transactions with Deepak Vegpro Private Limited for the financial year 2026-27.

The relevant documents relating to the proposed transactions are available for inspection at the registered office of the Company during business hours.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Vijay Data, Mr. Daya Kishan Data, Mr. Saurabh Data and Mr. Ram Prakash Mahawar is concerned or interested, financially or otherwise, in this Resolution.

The Members may note that as per the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution set put at Item No. 4.
The Board of Directors recommends the resolution as set out in Item No. 4 of the Notice for approval of members of the Company by way of ordinary resolution.

Item No. 5

VDSD 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) Regulations, 2015 (SEBI Listing Regulations). In terms of Regulation 23 of the SEBI Listing Regulations, the Contracts/arrangements/transactions relating to sale/purchase or transfer or receipt of products, goods, materials and other services with VDSD Foods Private Limited exceeds or is likely to exceed the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations, based on the last audited consolidated financial statements of the Company. Therefore, in terms of Regulation 23(4) of the SEBI Listing Regulations, the contracts/ arrangements/ transactions with VDSD Foods Private Limited require the approval of members of the Company.

The members of the Company at the 37th Annual General Meeting of the Company held on 22nd September, 2025 had approved the related party transactions with VDSD Foods Private Limited up to an estimated amount of Rs. 300/- Crore (Rupees Three Hundred Crore Only) for the financial year 2025-26 which is valid upto the date of this 38th Annual General Meeting of the Company. In compliance of the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, the Company proposes to obtain prior approval of the members for granting authority to the Board of the Company (including a committee thereof) to enter into and/or carry out and/or continue contracts/ arrangements/ transactions with VDSD Foods Private Limited, relating to sale/purchase or transfer or receipt of products, goods, materials and other services in ordinary course of business and on arm’s length basis for an estimated amount upto Rs. 300/- Crore (Rupees Three Hundred Crore Only) for the financial year 2026-27 which is valid upto the date of next Annual General Meeting of the Company for a period not exceeding fifteen months.

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 transactions 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 VDSD Foods Private Limited are material in nature, therefore requires approval of unrelated members by way of ordinary resolution.

The details of Material Related Party Transactions are as under:

Sr. No.	Particulars		Details
1.	Name of the related party	:	VDSD Foods Private Limited
2.	Nature of relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	:	Mr. Vijay Data and Mr. Saurabh Data, Directors of the Company are also the Directors of VDSD Foods Private Limited.
3.	Type, material terms and particulars of the proposed transaction	:	Sale/purchase or transfer or receipt of products, goods, materials and other services on arm's length basis
4.	Tenure of the proposed transaction	:	For the financial year 2026-27 upto the date of next Annual General Meeting of the Company for a period not exceeding fifteen months
5.	Value of the proposed transaction	:	Not exceeding Rs. 300 Crores
6.	The percentage of the Company’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	:	12.68%
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	:	Not Applicable

8.	Justification as to why the RPT is in the interest of the Company	:	VDSD Foods Private Limited is under the same segment of business activity i.e. manufacturing of edible oils, hence to capitalize the market opportunities, transactions with VDSD Foods Private Limited are in interest of the Company.
9.	A copy of the valuation or other external party report, if any such report has been relied upon	:	Not Applicable
10.	Any other information that may be relevant	:	The Audit Committee in its meeting held on February 14, 2026, has granted omnibus approval to enter into and/or carry out and/or continue contracts/ arrangements/ transactions with VDSD Foods Private Limited for the financial year 2026-27.

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

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Vijay Data, Mr. Daya Kishan Data and Mr. Saurabh Data is concerned or interested, financially or otherwise, in this Resolution.

The Members may note that as per the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution set put at Item No. 5.

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

Item No. 6

Mr. Gaurav Data, being son of Shri Daya Kishan Data, Whole Time Director of the Company and member of same HUF with Shri Vijay Data, Managing Director of the Company & Shri Saurabh Data, Director of the Company, falls under the definition of related party in accordance with the provisions of section 2(76) of the Companies Act, 2013 (“the Act”) and is presently holding an office or place of profit in the Company as Senior Manager (Production Ceramic Division).

Mr. Gaurav Data has been associated with the Company with effect from July 13, 2019 and has been actively involved in overseeing and managing the production operations of the Ceramic Division. His experience, expertise, leadership capabilities and continued contribution have been instrumental in the growth and operational efficiency of the Company's manufacturing activities.

At present, Mr. Gaurav Data is drawing remuneration of Rs. 2.50 Lakhs per month. Considering his responsibilities, experience, performance, contribution to the Company's operations and the prevailing industry remuneration benchmarks, the Audit Committee, Nomination and Remuneration Committee and the Board of Directors of the Company have considered it appropriate to revise his existing remuneration and proposed to seek Members' approval for payment of remuneration exceeding Rs. 2.50 Lakhs per month, subject to an overall ceiling of Rs. 5.00 Lakhs per month, together with such allowances, perquisites and other benefits as may be approved by the Board from time to time within the aforesaid limit, for a period of five years commencing from October 1, 2026 to September 30, 2031, subject to the approval of the members of the Company.

Section 188(1)(f) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 provides that appointment to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding Rs. 2.50 Lakhs, requires prior approval of the members of the Company by an ordinary resolution.

In view of the above, the Board of Directors of the Company has accorded their consent to Mr. Gaurav Data, to hold and continue to hold an office or place of profit in the Company as Senior Manager (Production Ceramic Division), on a total remuneration exceeding Rs. 2.50 Lakhs per month subject to a maximum remuneration of Rs. 5.00 Lakhs per month, subject to the approval of the members of the Company.

The information as required in accordance with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, is as under:

Sr. No.	Particulars		Details
1.	Name of the related party	:	Gaurav Data
2.	Nature of relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	:	Mr. Gaurav Data is son of Shri Daya Kishan Data, Whole Time Director of the Company and member of same HUF with Shri Vijay Data, Managing Director of the Company & Shri Saurabh Data, Director of the Company
3.	Type, material terms and particulars of the proposed transaction	:	Approval for holding and continuing to hold an office or place of profit in the Company as Senior Manager (Production Ceramic Division) on remuneration exceeding Rs. 2.50 Lakhs per month, subject to a maximum remuneration of Rs. 5.00 Lakhs per month, together with such allowances, perquisites and other benefits as may be approved by the Board from time to time within the aforesaid limit.
4.	Tenure of the proposed transaction	:	Approval for a period of five years commencing from October 1, 2026 to September 30, 2031, subject to the terms and conditions approved by the Members.
5.	Value of the proposed transaction	:	Remuneration exceeding Rs. 2.50 Lakhs per month, subject to a maximum remuneration of Rs. 5.00 Lakhs per month (excluding statutory reimbursements, if any), together with such allowances, perquisites and other benefits as may be approved by the Board from time to time within the aforesaid limit.
6.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	:	0.03%
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	:	Not Applicable

8.	Justification as to why the RPT is in the interest of the Company	:	Mr. Gaurav Data is actively involved in overseeing and managing the production operations of the Ceramic Division. His technical knowledge, industry experience, leadership capabilities and continued contribution have significantly contributed towards operational efficiency, productivity enhancement and overall growth of the Company's manufacturing operations. The proposed remuneration is considered commensurate with his responsibilities and prevailing industry practices.
9.	A copy of the valuation or other external party report, if any such report has been relied upon	:	Not Applicable
10.	Any other information that may be relevant	:	The Audit Committee, Nomination and Remuneration Committee and the Board of Directors of the Company have approved to increase / revise the existing remuneration of Mr. Gaurav Data, in compliance with the applicable laws.

The relevant documents relating to the proposed transactions are available for inspection at the registered office of the Company during business hours.

The Board of Directors, on the basis of recommendation of Nomination and Remuneration Committee may determine higher designation and increments including perquisites and other benefits, from time to time or annually as may be considered appropriate subject to maximum remuneration of Rs. 5.00 Lakhs per month.

The Members may note that as per the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution set out at Item No. 6.

The Audit Committee, Nomination and Remuneration Committee and the Board of Directors have approved the proposed resolution and recommend the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

Except Mr. Gaurav Data and his relatives, and such other related Directors and/or Key Managerial Personnel to the extent of their relationship, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

Item No. 7

Mrs. Neelima Data, being wife of Shri Daya Kishan Data, Whole Time Director of the Company and member of same HUF with Shri Vijay Data, Managing Director of the Company & Shri Saurabh Data, Director of the Company, falls under the definition of related party in accordance with the provisions of section 2(76) of the Companies Act, 2013 (“the Act”) and is presently holding an office or place of profit in the Company as Senior Manager (Product Development & Designing).

Mrs. Neelima Data has been associated with the Company with effect from November 1, 2016 and has been actively involved in overseeing and managing the product development and designing of the Ceramic Division. Her experience, expertise, leadership capabilities and continued contribution have been instrumental in the growth and operational efficiency of the Company's manufacturing activities.

At present, Mrs. Neelima Data is drawing remuneration of Rs. 2.50 Lakhs per month. Considering her responsibilities, experience, performance, contribution to the Company's operations and the prevailing industry remuneration benchmarks, the Audit Committee, Nomination and Remuneration Committee and the Board of Directors of the Company have considered it appropriate to revise her existing remuneration and proposed to seek Members' approval for payment of remuneration exceeding Rs. 2.50 Lakhs per month, subject to an overall ceiling of Rs. 5.00 Lakhs per month, together with such allowances, perquisites and other benefits as may be approved by the Board from time to time within the aforesaid limit, for a period of five years commencing from October 1, 2026 to September 30, 2031, subject to the approval of the members of the Company.

Section 188(1)(f) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 provides that appointment to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding Rs. 2.50 Lakhs, requires prior approval of the members of the Company by an ordinary resolution.

In view of the above, the Board of Directors of the Company has accorded their consent to Mrs. Neelima Data, to hold and continue to hold an office or place of profit in the Company as Senior Manager (Product Development & Designing), on a total remuneration exceeding Rs. 2.50 Lakhs per month subject to a maximum remuneration of Rs. 5.00 Lakhs per month, subject to the approval of the members of the Company.

The information as required in accordance with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, is as under:

Sr. No.	Particulars		Details
1.	Name of the related party	:	Neelima Data
2.	Nature of relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	:	Mrs. Neelima Data is wife of Shri Daya Kishan Data, Whole Time Director of the Company and member of same HUF with Shri Vijay Data, Managing Director of the Company & Shri Saurabh Data, Director of the Company
3.	Type, material terms and particulars of the proposed transaction	:	Approval for holding and continuing to hold an office or place of profit in the Company as Senior Manager (Product Development & Designing) on remuneration exceeding Rs. 2.50 Lakhs per month, subject to a maximum remuneration of Rs. 5.00 Lakhs per month, together with such allowances, perquisites and other benefits as may be approved by the Board from time to time within the aforesaid limit.
4.	Tenure of the proposed transaction	:	Approval for a period of five years commencing from October 1, 2026 to September 30, 2031, subject to the terms and conditions approved by the Members.
5.	Value of the proposed transaction	:	Remuneration exceeding Rs. 2.50 Lakhs per month, subject to a maximum remuneration of Rs. 5.00 Lakhs per month (excluding statutory reimbursements, if any), together with such allowances, perquisites and other benefits as may be approved by the Board from time to time within the aforesaid limit.

6.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	:	0.03%
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	:	Not Applicable
8.	Justification as to why the RPT is in the interest of the Company	:	Mrs. Neelima Data is actively involved in overseeing and managing the product development and designing of the Ceramic Division. Her technical knowledge, industry experience, leadership capabilities and continued contribution have significantly contributed towards operational efficiency, productivity enhancement and overall growth of the Company's manufacturing operations. The proposed remuneration is considered commensurate with her responsibilities and prevailing industry practices.
9.	A copy of the valuation or other external party report, if any such report has been relied upon	:	Not Applicable
10.	Any other information that may be relevant	:	The Audit Committee, Nomination and Remuneration Committee and the Board of Directors of the Company have approved to increase / revise the existing remuneration of Mrs. Neelima Data, in compliance with the applicable laws.

The relevant documents relating to the proposed transactions are available for inspection at the registered office of the Company during business hours.

The Board of Directors, on the basis of recommendation of Nomination and Remuneration Committee may determine higher designation and increments including perquisites and other benefits, from time to time or annually as may be considered appropriate subject to maximum remuneration of Rs. 5.00 Lakhs per month.

The Members may note that as per the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution set out at Item No. 7.

The Audit Committee, Nomination and Remuneration Committee and the Board of Directors have approved the proposed resolution and recommend the Ordinary Resolution set out at Item No. 7 of the Notice for approval of the Members.

Except Mrs. Neelima Data and her relatives, and such other related Directors and/or Key Managerial Personnel to the extent of their relationship, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

Item No. 8

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, 2027 on a remuneration of Rs. 15,000/- P.A. excluding all applicable taxes and reimbursement of 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 members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 8 of the Notice for remuneration payable to the Cost Auditor for the financial year ending March 31, 2027.

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

Place: Alwar
Date: 14.08.2026

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).

Registered Office:
Bhagwati Sadan, Swami Dayanand Marg,
Alwar – 301001 (Rajasthan)
CIN: L15142RJ1987PLC004232
Tel: 0144-2332358, 9929103729
email: cs_lodha@dataoils.com
Website: www.vijaysolvex.com

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**
Date of Birth	04-09-1962 (64 years)	17.02.1993 (33 years)
DIN	01504570	09240522
Qualification	Engineer (Mechanical)	Chartered Accountant
Expertise in specific functional areas	Sales, Purchase, Marketing, Management and Administration	Taxation, Accounts, Finance, Audit & Legal
No. of Shares held	1,95,876	NIL
Date of first appointment on the Board	29.12.1987	23.07.2021
Terms and conditions of appointment / re-appointment	As per agreement	As per letter of appointment
Last Remuneration drawn in F.Y. 2025-26	Rs. 1.56 Crores P.A.	N.A.
No. of Board Meetings attended during the financial year 2025-26	3	3
Directorship held in other Companies:		
Listed Companies	NIL	NIL
Unlisted Companies	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. Raghuvar (India) Ltd. 10. Vijay Agro Mills Pvt. Ltd. 11. Vijay International Pvt. Ltd.	NIL
Membership / Chairmanship held in Committees of other Companies:		
Listed Companies	NIL	NIL
Unlisted Companies	NIL	NIL
Name of the listed entities from which resigned in the past three years	NIL	NIL

Relationship with other Directors / Key Managerial Personnel	Related with Shri Vijay Data and Shri Saurabh Data.	Not related to any other Directors, Key Managerial Personnel, and their relatives
Skills and capabilities required for the role of Independent Director and the manner in which he/she meets such requirements	N.A.	The role of an Independent Director on the Board requires, inter alia, expertise in financial management, accounting, auditing, direct and indirect taxation, corporate governance, regulatory compliance and strategic decision-making. Mrs. Pallavi Sharma is a Chartered Accountant by profession, possesses extensive knowledge and experience in these areas and is well suited for the role.
Brief Profile and experience	Mr. Daya Kishan Data aged about 64 years is a Mechanical Engineer and appointed as Whole Time Director of the Company. He has a vast experience of around 32 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 33 years is a Chartered Accountant by profession and presently working as Delivery operation Team lead at Accenture Solutions Private Limited. She has around 11 years of experience in the field of Finance, Accounts, Taxation, Audit, Banking and Legal.

Place: Alwar
Date: 14.08.2026

By order of the Board of Directors
For Vijay Solvex Limited

Registered Office:
Bhagwati Sadan, Swami Dayanand Marg,
Alwar – 301001 (Rajasthan)
CIN: L15142RJ1987PLC004232
Tel: 0144-2332358, 9929103729
email: cs_lodha@dataoils.com
Website: www.vijaysolvex.com

(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 38th Annual General Meeting of the Company to be held on Monday the 28th day of September, 2026 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, 2026, 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, 2026 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 re-appointment of Mrs. Pallavi Sharma (DIN: 09240522) as Non-Executive Independent Woman Director of the Company.			
4.	To consider and approve the material related party transactions with Deepak Vegpro Private Limited.			
5.	To consider and approve the material related party transactions with VDSD Foods Private Limited.			
6.	To consider and approve increase in remuneration of Mr. Gaurav Data, a related party, holding office / place of profit in the Company.			
7.	To consider and approve increase in remuneration of Mrs. Neelima Data, a related party, holding office / place of profit in the Company.			
8.	To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2027.			

Signed this ___________ day of ________ 2026.

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) This form of proxy shall be in writing under the hands of 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.
3) A proxy need not be a member of the Company.
4) 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.
5) 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.
6) *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.
7) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
8) 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.
9) For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of Annual General Meeting.
10) 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 38th Annual General Meeting of the Company held on Monday the 28th day of September, 2026 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/Representative 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