

<b>General information about company</b>	
Scrip code	531069
NSE Symbol	
MSEI Symbol	
ISIN	INE362D01010
Name of the entity	Vijay Solvex Limited
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

No

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Vijay Data	AAQPD7662K	00286492	Executive Director	Not Applicable	MD	01-07-1955	NA		29-12-1987	26-09-2019		36	1	0	0	0		
2	Mr	Daya Kishan Data	ACYPD2260R	01504570	Executive Director	Not Applicable		04-09-1962	NA		29-12-1987	29-09-2019		36	1	0	0	0		
3	Mrs	Gayatri Data	AAQPD7665Q	06960488	Non-Executive - Non Independent Director	Not Applicable		13-07-1956	NA		30-09-2014				1	0	0	0		
4	Mr	Giriraj Goyal	ABYPG1439L	03040941	Non-Executive - Independent Director	Not Applicable		30-05-1953	NA		08-10-2014	29-09-2017		60	1	1	2	2		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Ram Babu Jhalani	AMGPJ1744G	01614184	Non-Executive - Independent Director	Not Applicable		17-02-1953	NA		08-03-2003	29-09-2017		60	1	1	2	0		
6	Mr	Suresh Chandra Gupta	ACNPG4586E	08748162	Non-Executive - Independent Director	Not Applicable		30-04-1955	NA		01-10-2020	30-11-2020		60	1	1	2	0		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03040941	Giriraj Goyal	Non-Executive - Independent Director	Chairperson	29-09-2017		
2	01614184	Ram Babu Jhalani	Non-Executive - Independent Director	Member	29-09-2017		
3	08748162	Suresh Chandra Gupta	Non-Executive - Independent Director	Member	01-10-2020		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03040941	Giriraj Goyal	Non-Executive - Independent Director	Chairperson	29-09-2017		
2	01614184	Ram Babu Jhalani	Non-Executive - Independent Director	Member	29-09-2017		
3	08748162	Suresh Chandra Gupta	Non-Executive - Independent Director	Member	01-10-2020		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03040941	Giriraj Goyal	Non-Executive - Independent Director	Chairperson	29-09-2017		
2	01614184	Ram Babu Jhalani	Non-Executive - Independent Director	Member	29-09-2017		
3	08748162	Suresh Chandra Gupta	Non-Executive - Independent Director	Member	01-10-2020		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03040941	Giriraj Goyal	Non-Executive - Independent Director	Chairperson	29-09-2017		
2	01614184	Ram Babu Jhalani	Non-Executive - Independent Director	Member	29-09-2017		
3	08748162	Suresh Chandra Gupta	Non-Executive - Independent Director	Member	01-10-2020		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03040941	Giriraj Goyal	Non-Executive - Independent Director	Chairperson	29-09-2017		
2	01614184	Ram Babu Jhalani	Non-Executive - Independent Director	Member	29-09-2017		
3	08748162	Suresh Chandra Gupta	Non-Executive - Independent Director	Member	01-10-2020		



<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	12-10-2020				Yes	4	1
2	27-10-2020		14		Yes	4	1
3	13-11-2020		16		Yes	6	3
4	22-12-2020		38		Yes	4	1
5		13-01-2021	21		Yes	4	1
6		13-02-2021	30		Yes	6	3
7		02-03-2021	16		Yes	6	3
8		20-03-2021	17		Yes	4	1

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	13-11-2020				Yes	3	3
2	Audit Committee	13-02-2021	91			Yes	3	3
3	Nomination and remuneration committee	24-10-2020				Yes	3	3
4	Nomination and remuneration committee	12-11-2020				Yes	3	3
5	Nomination and remuneration committee	11-02-2021				Yes	3	3
6	Risk Management Committee	11-11-2020				Yes	3	3

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Risk Management Committee	12-02-2021				Yes	3	3
8	Stakeholders Relationship Committee	11-11-2020				Yes	3	3
9	Stakeholders Relationship Committee	12-02-2021				Yes	3	3
10	Corporate Social Responsibility Committee	24-10-2020				Yes	3	3
11	Corporate Social Responsibility Committee	12-11-2020				Yes	3	3
12	Corporate Social Responsibility Committee	12-01-2021				Yes	3	3
13	Corporate Social Responsibility Committee	11-02-2021				Yes	3	3
14	Corporate Social Responsibility Committee	31-03-2021				Yes	3	3

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

**Annexure 1**

<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Jay Prakash Lodha
2	Designation	Company Secretary and Compliance Officer

**Text Block**

Textual Information(1)	<p>During the financial year 2020-21, from 01.04.2020 to 04.06.2020 the Board of the Company comprises 5 Directors out of which the Non-Executive Independent Directors were 2, hence, the Composition of the Board was not in conformity with the provisions of Regulation 17(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>In this regard, it is submitted that the Company immediately after the resignation of Mr. Ramesh Chand Gupta, Non-Executive Independent Director of the Company, on 27.02.2020, initiated the process of selection and appointment of new Non-Executive Independent Director on the Board but due to the unprecedented lockdown all over the country in view of COVID-19 pandemic, the Company could not able to appoint new Non-Executive Independent Director on the Board of the Company. However, the Company after getting the relaxations in Lockdown restriction from the Central and State Government again initiated the process of selection and appointment of new Non-Executive Independent Director on the Board of the Company and appointed Mr. Suresh Chandra Gupta as Additional Director (Non-Executive-Independent) on the Board of the Company w.e.f. June 5, 2020 to hold office up to the date of ensuing 32nd Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been i.e. up to 30.09.2020, whichever is earlier.</p> <p>In view of the COVID-19 Pandemic, the Company has applied before the Registrar of Companies, Jaipur for extension of its ensuing 32nd Annual General Meeting. The Company vide ROC Approval dated 03.09.2020 got extension of 3 months i.e. up to December 30, 2020 for holding its ensuing 32nd Annual General Meeting. Since, the term of office of Mr. Suresh Chandra Gupta as Additional Director (Non-Executive-Independent) was up to the date of ensuing 32nd Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been i.e. up to 30.09.2020, whichever is earlier, the term of office of Mr. Suresh Chandra Gupta was expired on 30.09.2020 due to vacation of office under section 161 of the Companies Act, 2013 and on the recommendation of the Nomination &amp; Remuneration Committee, the Board of Directors of the Company in their meeting held on September 30, 2020, has approved the appointment of Mr. Suresh Chandra Gupta (DIN: 08748162) as Additional Director (Non-Executive-Independent Director) of the Company w.e.f. October 1, 2020.</p> <p>At the 32nd Annual General Meeting of the Company held on 30.11.2020, Mr. Suresh Chandra Gupta who was appointed as Additional Director (Non-Executive-Independent Director) of the Company on 01.10.2020 was regularized and appointed as Non-Executive Independent Director of the Company to hold office for a term of 5 consecutive years commenced from 01.10.2020 to 30.09.2025.</p>
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**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.vijaysolvex.com
2	Terms and conditions of appointment of independent directors	Yes		www.vijaysolvex.com
3	Composition of various committees of board of directors	Yes		www.vijaysolvex.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.vijaysolvex.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.vijaysolvex.com
6	Criteria of making payments to non-executive directors	Yes		www.vijaysolvex.com
7	Policy on dealing with related party transactions	Yes		www.vijaysolvex.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.vijaysolvex.com

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.vijaysolvex.com
11	email address for grievance redressal and other relevant details	Yes		www.vijaysolvex.com
12	Financial results	Yes		www.vijaysolvex.com
13	Shareholding pattern	Yes		www.vijaysolvex.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.vijaysolvex.com
18	Credit rating or revision in credit rating obtained	Yes		www.vijaysolvex.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.vijaysolvex.com
21	Materiality Policy as per Regulation 30	Yes		www.vijaysolvex.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.vijaysolvex.com

**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	NA	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	Jay Prakash Lodha
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	



**Annexure II**

1	Name of signatory	Jay Prakash Lodha
2	Designation	Company Secretary and Compliance Officer

<b>Signatory Details</b>	
Name of signatory	Jay Prakash Lodha
Designation of person	Company Secretary and Compliance Officer
Place	Alwar
Date	08-04-2021