



### NOTICE

Notice is hereby given that the Thirtieth (30<sup>th</sup>) Annual General Meeting (AGM) of the members of Vijay Solvex Limited will be held on Saturday the 29<sup>th</sup> day of September, 2018 at 10:30 A.M. (IST) at the Registered Office of the Company situated at 'Bhagwati Sadan', Swami Dayanand Marg, Alwar-301001 (Rajasthan) to transact the following business:-

#### **Ordinary Business**

1. To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2018, 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, 2018 and the report of Auditors thereon.
2. To appoint a Director in place of Shri Daya Kishan Data (DIN:01504570), who retires by rotation and being eligible, offers himself for re-appointment.

#### **Special Businesses**

3. To ratify the remuneration of the Cost Auditor for the financial year ended March 31, 2019 and in this regard to consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:-**

**“RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Rajesh & Company, Cost Accountants (Firm Registration No. 000031) appointed as the Cost Auditors of the Company by the Board of Directors to conduct the audit of cost records of the Company for the financial year ending March 31, 2019 be paid the remuneration of Rs. 15,000/- per annum including all applicable taxes and reimbursement out of pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the company.

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

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

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:-**

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with Related Party Transaction Policy of the Company and in modification of earlier resolution passed by the members in this behalf, in the 27<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> September, 2015 to enter into contracts/ arrangements/ transactions with Deepak Vegpro Private Limited, a related party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 related to sale/purchase or transfer or receipt of products, goods, materials or rental and other services including job work for an estimated amount upto Rs. 400/- Crore (Rupees Four Hundred Crore Only) per annum for every financial year, approval of the members be and are hereby accorded to ratify the above mentioned related party transaction as exceeded from Rs. 400 Crore per annum to Rs. 474/- Crore (Rupees Four Hundred Seventy Four Crore Only) approx per annum in the financial year 2017-2018 on such terms and conditions as detailed in the agreement/contract entered with Deepak Vegpro Private Limited, which was also on arm's length basis and in the ordinary course of the Company's business.



**RESOLVED FURTHER THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with Related Party Transaction Policy of the Company, approval of the members be and hereby, accorded to the Board of Directors to enter into further contracts/ arrangements/transactions with Deepak Vegpro Private Limited, a Related Party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, relating to sale/purchase or transfer or receipt of products, goods, materials or rental and other services including job work for an estimated amount upto Rs. 600/- Crore (Rupees Six Hundred Crore Only) per annum for each financial year 2018-2019, 2019-2020 and 2020-2021, on such terms and conditions as detailed in the agreement/contract entered with Deepak Vegpro Private Limited.

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

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

5. To approve the material related party transactions with Data Oils (Partnership Firm).

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:-**

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with Related Party Transaction Policy of the Company, approval of the members be and are hereby accorded to the Board of Directors to enter into contracts/arrangements/transactions with Data Oils (Partnership Firm) a Related Party under the 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 or services for an estimated amount up to Rs. 300/- Crore (Rupees Three Hundred Crore Only) for each financial year 2018-2019, 2019-2020 and 2020-2021, on such terms and conditions as detailed in the agreement/contract entered with Data Oils (Partnership Firm).

**RESOLVED FURTHER THAT** the Board of Directors (including a committee thereof) be and are hereby authorized to decide upon the nature and value of the products, goods, materials or services to be transacted with Data Oils (Partnership Firm) 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.”

Place: Alwar  
Date: 30.08.2018

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

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



**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 30<sup>TH</sup> ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED HEREWITH AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF COMMENCEMENT OF ANNUAL GENERAL MEETING.**

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

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

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

2. SEBI and Ministry of Corporate affairs (MCA) is promoting electronic communication as a contribution to greener environment. Accordingly, as part of green initiative soft copy of the Annual Report 2017-18 is being sent through electronic mode to those members whose email address are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in accordance with Listing Regulation and section 136 of the Companies Act, 2013 including rules made thereunder, hard copy of the Annual Report 2017-18 is being sent to all other members who have not registered their email address(es), by the permitted mode.
3. The Landmark for reaching venue of the Annual General Meeting is Near Railway Station, Alwar and the route map of venue is also annexed with the Annual Report 2017-18.
4. No gifts, gift coupons or cash in lieu of gifts is distributed in the Meeting.
5. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) intending to send their authorized representatives to attend the Meeting are requested to send certified true copy of the Board Resolution/Authority Letter, together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend and vote on their behalf at the Meeting.
6. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013, relating to the special businesses to be transacted at the meeting is annexed herewith.
7. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
8. Members/Proxies/Authorized Representatives are requested to deposit the attendance slip duly filed and signed for attending the Meeting. Members who hold shares in dematerialization form are requested to write their client ID and DP ID number for identification.
9. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
10. All the documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public holidays) between 11.00 am to 1.00 pm up to the date of AGM and copies thereof are also available at Company's Registered office at Bhagwati Sadan, Swami Dayanand Marg, Alwar-301001 (Rajasthan). These documents along with the Register of Directors and Key Managerial Personnel & their shareholding



maintained under section 170 of the Companies Act, 2013 and the Register of Contracts & Arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 shall be open for inspection at the meeting to any person having right to attend the meeting.

11. The Register of Members and Share Transfer Books of the Company will remain closed from 25<sup>th</sup> September, 2018 to 29<sup>th</sup> September, 2018 (both days inclusive).
12. This is to bring to the notice of the Shareholders that the request for effecting transfer of securities held in physical form (except in case of transmission or transposition) would not be entertained and shall not be processed by the Company / RTA of the Company w.e.f. 5<sup>th</sup> December, 2018 pursuant to the SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018. Hence Shareholders are advised to get their physical shares transferred / dematerialized.
13. Pursuant to SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April, 2018, shareholders holding shares in physical form whose folio do not have / have incomplete details with respect to PAN and Bank particulars, are mandatorily required to furnish the PAN and Bank details to the Company / Registrar & Transfer Agent (RTA) to update the same in Company's record. Accordingly, the shareholder holding shares in physical form are requested to furnish their PAN and Bank details to the Company's Registrar & Transfer Agent (RTA) i.e. **SKYLINE FINANCIAL SERVICES PRIVATE LIMITED, D-153A, 1ST FLOOR, OKHLA INDUSTRIAL AREA, PHASE-I, NEW DELHI-110020.**

A letter along with the PAN Updation and Bank Mandate Form is enclosed with this Report and requested to all the shareholders holding shares in physical form to submit the duly filled and signed form with the required documents as mentioned therein, before 26<sup>th</sup> September, 2018, for updation in Company's records.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat account.
15. A. Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company i.e. Skyline Financial Services Pvt. Ltd., D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020:
  - i) their email id, in case the same have not been sent earlier, for the purpose of receiving the communication electronically,
  - ii) any change in their address/e-mail id/ECS mandate/bank details,
  - iii) share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.
- B. Members holding shares in dematerialized form are requested to notify to their Depository Participant:
  - i) their email id.
  - ii) all changes with respect to their address/e-mail id/ECS mandate/bank details.
- C. Kindly note that as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/RTA/Depository Participant, as the case may be.
16. Due to security reasons mobile phones, camera, bags and other accessories are not allowed to be carried inside the meeting premises.
17. Members having any query relating to the enclosed Annual Accounts, are requested to send the same to the Company Secretary at the Registered Office of the Company at least seven days before the date of Annual General Meeting so as to enable the management to keep the information ready for replying at the meeting.



18. As required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 and Secretarial Standard-2 on General Meeting, details in respect of directors seeking re-appointment at the ensuing Annual General Meeting is separately annexed hereto.
19. In Compliance with regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015, the Company has provided an facility to the members to exercise their votes electronically through the electronic voting system facility as provided by the Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again. The instructions for e-voting are annexed to the Notice.
20. The Board of Directors have appointed Mr. Arun Jain, Company Secretary in practice (Certificate of Practice No: 13932) as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.
21. The Scrutinizer shall within a period of three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and prepare the scrutinizer report of the votes cast in favour or against, if any, forthwith to the Chairman/Whole Time Director and in his absence to the Company Secretary of the Company.
22. The result of voting shall be declared by the Chairman of the meeting on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.vijaysolvex.com](http://www.vijaysolvex.com) and on the website of the CDSL immediately after the result is declared by the Chairman.
23. The result will also be communicated to stock exchange where the shares of the Company are listed.
24. Voting through electronic means:-

The instructions for shareholders voting electronically are as under:

1. The remote e-voting period begins on Tuesday, 25<sup>th</sup> September, 2018 at 10:00 A.M. and ends on Friday, 28<sup>th</sup> September, 2018 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) 22<sup>nd</sup> September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Any person, who acquires shares of the company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as on the cut-off date i.e. 22<sup>nd</sup> September, 2018 may obtain the login ID and password by sending a request at [cs\\_lodha@dataoils.com](mailto:cs_lodha@dataoils.com).
2. The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during their voting period.
3. Click on "Shareholders" tab.
4. Now enter your user ID
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 character DP ID followed by 8 digit Client ID
  - c. Members holding shares in physical form should enter Folio Number registered with the Company.
5. Next enter the image verification as displayed and click on Login.
6. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.





7. If you are holding shares in physical form or first time user in case holding shares in demat form, follow the steps given below:

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

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then directly reach the Company Selection Screen. However, members holding shares in demat form will now reach at 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.

Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

10. For members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the VIJAY SOLVEX LIMITED on which you choose to vote.
12. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies your assent to the resolution and option NO implies your dissent to the resolution.
13. Click on the "RESOLUTION FILE LINK" if you wish to view the entire resolution details.
14. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK" else to change your vote, click on "CANCEL" and accordingly modify your vote.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



16. You can also take out print of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the voting page.
17. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on “FORGOT PASSWORD” and enter the details as prompted by the system.
18. Shareholders can also cast their vote using CDSL’s mobile app m-voting available for smart phones. The m-voting app can be downloaded by android phone users from Google Play Store. iPhone and Window Phone users can download the app from the App Store and the Window Phone Store respectively. Please follow the instructions as promoted by the mobile app while voting through your mobile phone.

**19. Note for Non-individual shareholders and Custodian**

- Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

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

**Item No. 3**

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, 2019 on a remuneration of Rs. 15,000/- P.A. including all applicable taxes and reimbursement out of pocket expenses.

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for remuneration payable to the Cost Auditor for the financial year ending March 31, 2019.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed ordinary resolution set out at item no. 3 of the Notice.

**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) Regulation, 2015. In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Contracts/arrangements/transactions relating to sale/purchase or transfer or receipt of products, goods, materials, rent and other services including job work with Deepak Vegpro Private Limited are/will be material in nature, as these transactions expected to exceed 10% of consolidated turnover of the Company. Therefore, in terms of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the contracts/arrangements/transactions with Deepak Vegpro Private Limited require the approval of shareholders of the Company.

As the members are aware, that in the 27<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2015 they approved related party transactions with Deepak Vegpro Private Limited upto an estimated amount of Rs. 400/- Crore per annum for every financial year.

Due to the rigorous efforts, the Company made a good reputation in global and domestic market of its core products and services and therefore, there was unprecedented demand of the Company products and services. Following which the Company's Contracts/arrangements/transactions relating to sale/purchase or transfer or receipt of products, goods, materials, rent or other services including job work, with Deepak Vegpro Private Limited also increased. This unexpected demand inadvertently resulted into increase in the limit of Rs. 400/- Crore per annum during financial year 2017-2018 which is amounting to Rs. 474/- Crores approx per annum in the financial year 2017-2018 and it became necessary to modify the resolution passed by the members in their 27<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2015.

The Audit Committee and the Board of Directors of the Company had already approved the increase in limit of above mentioned related party transaction with Deepak Vegpro Private Limited. Therefore, the Board decided to refer the proposed resolution for the Consideration and approval of members through ordinary resolution for increase in the transaction limit of Rs. 400 Crore per annum with material related party Deepak Vegpro Private Limited which is amounting to Rs. 474/- Crore approx per annum in the financial year 2017-2018 as per applicable regulations and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

Further, for the purpose of entering into fresh Contracts/arrangements/transactions relating to sale/purchase or transfer or receipt of products, goods, materials, rent and other services including job work with Deepak Vegpro Private Limited for a further period of financial year 2018-2019, 2019-2020 and 2020-2021, Section 188 of the Companies Act, 2013 read with the rules made there under; prescribe certain procedure/disclosure for approval of related party transactions. The proviso to section 188(1) of the Companies Act, 2013, states that nothing contained in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. The proposed transaction for a further period of each financial year 2018-2019, 2019-2020 and 2020-2021 put up for approval are in ordinary course of business and at arm's length basis. However, pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the following contracts/ arrangements/ transactions are material in nature, therefore requires approval of unrelated shareholders by way of Ordinary resolution.

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

- a) Name of Related Party: Deepak Vegpro Private Limited.
- b) Name of Director or Key Managerial Personnel who is related: Shri Vijay Data, Shri Niranjana Lal Data, Shri Daya Kishan Data and Smt. Gayatri Data.
- c) Nature of relationship: Deepak Vegpro Private Limited is a related party u/s 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- d) Nature and Material Terms/ Particulars of contracts/arrangements/transactions: sale/purchase or transfer or receipt of products, goods, materials, rent or other services including job work on arm's length basis.
- e) Monetary Value: Estimated amount upto Rs. 600/- Crore (Rupees Six Hundred Crore Only) per annum for each financial year 2018-2019, 2019-2020 and 2020-2021.





- f) Any other information relevant or important for the members to make a decision on proposed transaction: **None.**

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

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

None of the Directors and Key Managerial Personnel of the Company and their relatives except Shri Vijay Data, Shri Niranjan Lal Data, Shri Daya Kishan Data and Smt. Gayatri Data are concerned or interested, financially or otherwise, in the said Resolution.

#### **Item No. 5**

Data Oils (Partnership Firm), 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. In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Contracts/arrangements/transactions relating to sale/purchase or transfer or receipt of products, goods, materials, services with Data Oils (Partnership Firm) are/will be material in nature, as these transactions expected to exceed 10% of consolidated turnover of the Company. Therefore, in terms of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the contracts/arrangements/transactions with Data Oils (Partnership Firm) require the approval of shareholders of the Company.

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

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

- a) Name of Related Party: Data Oils (Partnership Firm)
- b) Name of Director or Key Managerial Personnel who is related: Shri Vijay Data, Shri Niranjan Lal Data, Shri Daya Kishan Data and Smt. Gayatri Data.
- c) Nature of relationship: Data Oils, a registered partnership firm in which Shri Vijay Data, Shri Niranjan Lal Data, Shri Daya Kishan Data are partners, hence covered u/s 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- d) Nature and Material Terms/ Particulars of contracts/arrangements/transactions: sale/purchase or transfer or receipt of products, goods, materials, services on arm's length basis.
- e) Monetary Value : Estimated amount upto Rs. 300/- Crore (Rupees Three Hundred Crore Only) for each financial year 2018-2019, 2019-2020 and 2020-2021.
- f) Any other information relevant or important for the members to make a decision on proposed transaction: **None.**

Copy of agreement entered between Company and Data Oils (Partnership Firm) is available for inspection at the registered office of the company during business hours.

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

None of the Directors and Key Managerial Personnel of the Company and their relatives except Shri Vijay Data, Shri Niranjan Lal Data, Shri Daya Kishan Data and Smt. Gayatri Data are concerned or interested, financially or otherwise, in the said Resolution.

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

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

Name of Director	<b>Shri Daya Kishan Data</b>
Date of Birth	04.09.1962
DIN	01504570
Qualification	Engineer (Mechanical)
Expertise in specific functional areas	Management & Administration
No. of Shares held	1,95,876
Date of first appointment on the Board	29.12.1987
Terms and conditions of appointment / re-appointment	As per Agreement
Last Remuneration drawn	Rs. 90.42 lacs Per Annum
No. of Board Meetings attended during the financial year 2017-18	10
Directorship held in other Companies	1. Data Enclave Private Limited 2. Gaurav Vegpro Private Limited 3. Vijay Agro Mills Private Limited 4. Vijay International Limited 5. Jhankar Motels Private Limited 6. Raghuvar (India) Limited 7. Dhruva Enclave Private Limited 8. Gaurav Enclave Private Limited 9. Gaurav Ceramics Private Limited 10. Deepak Vegpro Private Limited 11. Data Developers Limited
Membership / Chairmanship held in Committees of other Companies	NIL
Relationship with other Directors	Related with Shri Niranjan Lal Data and Vijay Data
Brief Profile	Mr. Daya Kishan Data aged about 55 years is a Mechanical Engineer and has a vast experience of 23 years in the field of Ceramic & Oil Industries. He is looking after the Ceramic Division of the Company.

Place: Alwar  
Date: 30.08.2018

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

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



**FORM No. MGT-11**  
**PROXY FORM**

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

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

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

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

1.	Name	:			
	Address	:			
	E-mail Id	:		Signature:	, or failing him
2.	Name	:			
	Address	:			
	E-mail Id	:		Signature:	, or failing him
3.	Name	:			
	Address	:			
	E-mail Id	:		Signature:	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, September 29, 2018 at 10:30 A.M. at Bhagwati Sadan, Swami Dayanand Marg, Alwar-301001 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*		
		For	Against	Abstain
<b>Ordinary Business:</b>				
1.	To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2018, 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, 2018 and the report of Auditor's thereon.			
2.	To appoint a Director in place of Shri Daya Kishan Data (DIN: 01504570), who retires by rotation and being eligible, offers himself for re-appointment.			
<b>Special Business:</b>				
3.	To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2019.			
4.	To approve the material related party transactions with Deepak Vegpro Private Limited			
5.	To approve the material related party transactions with Data Oils (Partnership Firm).			



Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

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

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

Please affix  
Rs.1/-  
Revenue  
Stamp here

**Notes:**

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) A proxy need not be a member of the Company.
- 3) Please affix Rs. 1/- revenue stamp on this proxy form and the member should sign across the stamp as per specimen signature(s) registered with the Company / Depository Participant.
- 4) A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
- 5) \*It is optional to indicate your preference. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' or 'Abstain' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 6) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- 7) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- 8) For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of Annual General Meeting.
- 9) The Company reserves its right to ask for identification of the proxy.



**VIJAY SOLVEX LIMITED**

**CIN : L15142RJ1987PLC004232**

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

**ATTENDANCE SLIP**

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

DP ID \_\_\_\_\_ Client ID \_\_\_\_\_ Folio No. \_\_\_\_\_

Number of Shares held \_\_\_\_\_

Name of the Member/Proxy (In Block Letters) \_\_\_\_\_

\_\_\_\_\_

Address of the Member/Proxy (In Block Letters) \_\_\_\_\_

\_\_\_\_\_

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

I hereby record my presence at the 30<sup>th</sup> Annual General Meeting of the Company held on Saturday, the 29<sup>th</sup> September, 2018 at 10:30 A.M. at registered office of the Company at Bhagwati Sadan, Swami Dayanand Marg, Alwar-301001 (Rajasthan).

\_\_\_\_\_  
**Signature of the Member/Proxy/Representative**

**Notes:**

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





## **ROUTE MAP OF AGM VENUE**

