



NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting (AGM) of the members of Vijay Solvex Ltd will be held at Registered Office of the Company at 'Bhagwati Sadan' Swami Dayanand Marg, Alwar on Wednesday the 30th September, 2015 at 10.30 a.m. (IST) to transact the following business :

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2015, and the reports of the Board of Directors and 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.
3. To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution thereof;

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), pursuant to the recommendation of the audit committee of the Board of Directors and pursuant to the resolution passed by members at the AGM held on 30th September, 2014, the appointment of M/s K.L. Datta & Co. Chartered Accountants, (Firm Registration No.001127C), as Statutory Auditor of the Company to hold office from the conclusion of the 26th AGM of the Company till the conclusion of the 29th AGM of the Company to be held in calendar year 2017, be and is hereby ratified for the financial year 2015-16 and the Board of Directors be and is hereby authorized to fix remuneration payable to them for the financial year ended 31st March, 2016 as may be recommended by the audit committee in consultation with the auditors."

Special Business

4. To approve continuation of employment and increase in remuneration of Shri Niranjana Lal Data (DIN: 00286337), Executive Chairman of the Company.

To consider and if thought fit, to pass with or without modification, the following as a Special Resolution:

"RESOLVED THAT pursuant to approval of Board of Directors and recommendation of Nomination and Remuneration Committee of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the members of the Company be and is hereby also accorded to continue the employment of Shri Niranjana Lal Data, as an Executive Chairman of the Company for his remaining term, with liberty to the Board of Directors to alter and vary the terms and conditions of the said employment and/or agreement in such manner as may be agreed to between the Board of Directors and Shri Niranjana Lal Data.

RESOLVED FURTHER THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule-V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members of the company be and is hereby accorded for increasing the remuneration of Shri Niranjana Lal Data (DIN:00286337) Whole Time Director and Executive Chairman of the Company as recommended by Nomination and Remuneration Committee and considered by Board, for remaining term with effect from 1st March 2015 to 29th September 2016 and his term of office shall be liable to retire by rotation.

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

RESOLVED FURTHER THAT board be and is hereby authorised (which term shall always be



deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by the Central Government or such other competent authority.

RESOLVED FURTHER THAT Shri Vijay Data, Managing Director and/or Shri Daya Kishan Data, Whole Time Director and/or Shri J.P. Lodha, Company Secretary of the Company be and are hereby authorised to sign, seal and execute necessary papers, deeds and other documents to be filed with the Office of Registrar of Companies/Ministry of Company Affairs or any other authority to give effect to this resolution and to do all such acts, deeds, things, matters connected with the aforesaid matter or any other matter incidental thereto."

5. To approve the material related party transactions with Deepak Vegpro (P) Ltd.

To consider and if thought fit, to pass with or without modification, the following as a Special 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 revised Clause 49 of the Listing Agreement effective from October 1, 2014 read with Related Party Transaction Policy, approval of the members be and is hereby accorded to the Board of Directors, to enter into contracts/arrangements/transactions with Deepak Vegpro (P) Ltd, a Related Party under Section 2(76) of the Companies Act, 2013 and Clause 49(VII)(B)(2) of the Listing Agreement related to sale/purchase or transfer or receipt of products, goods, materials or services for an estimated amount upto Rs.400 Crore every financial year on such terms and conditions as detailed in the agreement/contract entered with Deepak Vegpro (P) Ltd.

RESOLVED FURTHER THAT the Board of

Directors(including 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 (P) Ltd 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 are hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution."

6. 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 as a Special 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 revised Clause 49 of the Listing Agreement effective from October 1, 2014 read with Related Party Transaction Policy, approval of the members be and is hereby accorded to the Board of Directors, to enter into contracts/arrangements/transactions with Data Oils (Partnership Firm), a Related Party under Section 2(76) of the Companies Act, 2013 and Clause 49(VII)(B)(2) of the Listing Agreement related to sale/purchase or transfer or receipt of products, goods, materials or services for an estimated amount upto Rs.200 Crores every financial year on such terms and conditions as detailed in the agreement entered with Data Oils.

RESOLVED FURTHER THAT the Board of Directors (including 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 within the aforesaid limit and also to vary or change the terms of conditions of agreement within the aforesaid limit;

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and are hereby authorised to do and perform all such acts, deeds, matters and things as may



be considered necessary, desirable or expedient for giving effect to this Resolution."

7. To Consider adoption of newly substituted Articles of Association of the Company containing regulations in line with the Companies Act, 2013, and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the revised draft regulations of Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

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

8. To approve the remuneration of the Cost Auditor for the financial year ended March 31, 2016 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 all 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 Number 000031) appointed as the Cost Auditor of the Company by Board of Directors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration as recommended by the audit committee and approved by the Board of Directors and as set out in the statement annexed to the Notice convening this meeting;

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorised to do all acts and take

all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors

Date : August 28, 2015

J.P. Lodha

Place : Alwar - 301001 (Raj)

Company Secretary

Membership No.4714

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME FIXED FOR HOLDING THE 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 a proxy for any other person or shareholder.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
4. The Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.



5. The Annual Report 2014-15 is being sent through electronic mode only to those members whose email address are registered with the Company/ Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email address, physical copies of the annual report 2014-2015 are being sent by the permitted mode.
6. **The Landmark for reaching venue of Annual General Meeting is Near Railway Station, Alwar.**
7. No gifts, gifts coupons, or cash in lieu of gifts is distributed in the Meeting.
8. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
9. Explanatory statement pursuant to section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.
10. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, name of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are annexed hereto.
11. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting.
12. Members/Proxies/authorised representative are requested to deposit the attendance slip duly filled in and signed for attending the Meeting. Members who hold shares in dematerialization form are requested to write their client ID and DP ID numbers for identification.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of Meeting.
15. The Register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2015 to 30th September, 2015 (both days inclusive).
16. 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 form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat account. Member holding shares in physical form can submit their PAN details to the Company at the Registered Office of the Company.
17. Members, who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
18. Due to security reasons mobile phones, camera, bags and other accessories are not allowed to be carried inside the meeting premise.
19. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least Seven days in advance of the Annual General Meeting.
20. Members holding physical shares in identical order of names in more than one folio are requested to send to the Company or Share Transfer Agent, the details of such folios together with the shares certificates for consolidating their holding in one folio. A consolidated share certificates will be returned to such members after making requisite changes thereon.
21. The Notice for the Annual General Meeting and the Annual Report will be available for inspection at the Registered Office of the Company on all working days in business hour up to the date of Annual General Meeting. The above said shall also be available on the Company's website at www.vijaysolvex.com and on the website of the



CDSL: www.cdslindia.com.

22. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment, Rules, 2015 and Clause 35B of the Listing Agreement, the company has provided an facility to the members to exercise their votes electronically through the electronic voting system facility arranged by Central Depository Services (India) Ltd (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 votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again. The instruction for e-voting are annexed to the Notice.
23. Mr Ramesh Kumar Shivnani, Company Secretary in practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
24. 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 make a 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.
25. The result of voting shall be declared by the Chairman of the meeting on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vijaysolvex.com and on the website of the CDSL: www.cdslindia.com immediately after the result is declared by the Chairman.
26. The results will also be communicated to stock exchange where the shares of the Company are listed.
27. **Voting through electronic means-**

The instructions for shareholders voting electronically are as under:

 - i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015, and clause 35B of the Listing Agreement, the Company is pleased to provide its members facility to exercise their right to vote using an electronic voting system from a place other the venue of AGM ("remote e-voting") at the 27th Annual General Meeting (AGM) and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Ltd (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the remote e-voting facility and a member may avail of the facility at his/her/its discretion. The instructions for remote e-voting are as under:
 - i. The remote e-voting period begins on Saturday, 26th September, 2015 at 10.00 AM and ends on Tuesday, 29th September, 2015 at 5.00 PM. 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) of 24th September, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 PM on 29th September, 2015.
 - ii. The Shareholders should log on to the e-voting website www.evotingindia.com.
 - iii. Click on "Shareholders" tab
 - iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company,
 - v. Next enter the image verification as displayed and Click on Login.
 - vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and



voted on an earlier voting of any Company, then your existing password is to be used.

- vii. If you are a first time user, please follow the steps given below:

For Members holding shares in Demat Form and Physical Form.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). *Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number which is printed on address slip. *In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy) as recorded in your
Dividend Bank Details or Date of Birth (DOB)	demat account or in the Company's records in order to login. ❖ If both details are not recorded with the depository or Company please enter the member Id/ folio in the Dividend Bank details field as mentioned in instruction No.(iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach '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.

- x. For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the VIJAY SOLVEX LIMITED on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- xvii. If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Non individual/custodian
- ◆ Non individual/custodian (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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.
- ◆ After receiving the login details they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ◆ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. Any person who acquired shares and became member after dispatch of Notice of 27th Annual General Meeting and holding shares as on the Cut - off date of 24th September, 2015 may follow the same instructions as mentioned above for e-voting.
- xx. 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date of 24th September, 2015

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

The following Explanatory Statement set out all material facts relating to the Special Business mentioned under item No.4 to 8 of the accompanying Notice dated 28th August, 2015.

Item No.4

Shri Niranjana Lal Data, who was re-appointed Executive Chairman of the company by the members at the Annual general Meeting held on 25th September, 2013 to hold office for a period of three years w.e.f.

30th September, 2013, has already attained the age of 70 years and hence continuation of his employment as Executive Chairman and Whole-Time Director requires the approval of members by way of a special resolution.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole Time Director or Manager unless it is approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation.

Keeping in view that Shri Niranjana Lal Data has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Shri Niranjana Lal Data as Executive Chairman and Whole Time Director designated as Executive Chairman.

Shri Niranjana Lal Data has indepth Knowledge of trading and marketing of oil and agri products. He also has vast experience of Corporate Management and particularly of oil industry. He has received National Citizen Award'92 by the Hon'ble Vice President of India and Industry Excellence Award given by the Chief Minister of Rajasthan.

In pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company approve continuation of employment of Shri Niranjana Lal Data, as Executive Chairman and Whole Time Director of the Company for his remaining term i.e. upto 29 September, 2016. This is subject to the approval of the shareholders at this Annual General Meeting.

Further, as per the board approval and previous agreement dated 14.08.2013 and approval of shareholders dated 30.09.2013, Shri Niranjana Lal Data has been appointed as an, Executive Chairman for a period of three years i.e. 30.09.2013 to 29.09.2016 at a remuneration of Rs.3,00,000/- per month (including allowances & perquisites). As per the said agreement and approval of the members, the Board of Directors has been empowered to enhance remuneration and perquisites as specified in the agreement dated 14.08.2013.

The Board of Directors of the Company ("the Board"),



at its meeting held on 14th February, 2015 and subject to approval of members of the Company increase the remuneration of Shri Niranjana Lal Data, Executive Chairman w.e.f. 01.03.2015 to 29.09.2016 as recommended by Nomination and Remuneration Committee.

It is proposed to seek the member's approval for increase the remuneration payable to Shri Niranjana Lal Data, Executive Chairman, in terms of applicable provisions of the Act.

Broad terms and conditions of remuneration as approved by Nomination and Remuneration Committee are as:-

The tenure of present agreement dated 14.02.2015 between the Company and Shri Niranjana Lal Data will expire on 29.09.2016. The terms and conditions of remuneration as recommended by Nomination and Remuneration Committee and considered by Board and applicable to the Executive Chairman is as under:-

Name & Designation	Period of Remuneration	Basic Salary per month (Rs.)	Allowance & perquisites (Rs.)
Sh Niranjana Lal Data (Executive Chairman)	Remaining term of remuneration w.e.f. 01.03.2015 till 29.09.2016	2,75,000/-	9,00,000/- per annum

Details of allowances, perquisites and benefits applicable to the Executive Chairman and details of perquisites are as under:-

ALLOWANCES AND PERQUISITES

1) Housing :

- a) In case of unfurnished accommodation, hired by the Company, such expenditure not exceeding 25% of the basic salary. Over and above 25% of basic salary shall be payable by the Executive Chairman.
- b) In case no accommodation is provided by the Company, the Executive Chairman shall be entitled to house rent allowance subject to 25% of the basic salary per month.
- 2) **Car** : Provisions of Company's Car with driver for official purpose of the Executive Chairman.
- 3) **Perquisites**: The perquisites shall be within above overall limit of Rs.9,00,000/- per annum. Such perquisites will include Leave Travel Assistance, Re-imbursment of Medical expenses, Personal accident insurance, subject to an annual premium being limited to Rs.8,000/-. The perquisites shall be valued as per Income Tax Act, 1961.

Benefitis:

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

Provident Fund : 12% of the salary per month.

The contributions to provident fund are subject to any changes effected in the schemes/rules of the funds.

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

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

The above remuneration as aforesaid to be allowed to the Executive Chairman shall be subject to such limits for this remuneration as laid down by the Companies Act, 2013.

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

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

The Company shall pay to or reimburse the Executive Chairman and he shall be entitled to be paid and / or to be reimbursed by the Company all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company. Executive Chairman is liable to retire by rotation. Accordingly, if he fails to get re-appointment in General Meeting, his appointment as an Executive Chairman will cease automatically and such agreement terminate forthwith. If, at any time, the Executive Chairman ceases to be Director of the Company for any cause whatsoever, he shall cease to be an Executive Chairman and such agreement shall terminate forthwith.



General disclosure as per Schedule V of the Companies Act, 2013:

General Information :				
Nature of Industry	Manufacturing of Edible oil including Mustard, Refined and Vanaspati Ghee and Wind power Generation and Ceramics.			
Date or expected date of commencement of commercial production	Commercial operations commenced in the year 1988-89.			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable			
Financial performance based on given indicators:				(Rs. in Lacs)
	2011-12	2012-13	2013-14	2014-15
Paid-up Capital	320.19	320.19	320.19	320.19
Reserve & Surplus	6220.07	6668.21	7306.22	7726.91
Profit & Loss Account	244.53	448.14	637.99	464.43
Revenue from operation	75935.03	95870.75	103167.48	76794.39
Other Income	66.45	118.05	5.95	14.71
Total Revenue	76001.48	95988.80	103173.43	76809.10
Profit before taxation	283.60	590.14	849.99	578.43
Foreign investment or collaborations, in any.				
Information about the Executive Chairman -				
Background details	Shri. Niranjana Lal Data, 81 years with 54 years of rich experience in the field of oil industry. He is the Chairman of the Company. He has indepth Knowledge of trading and marketing of oil and agri products. He has traveled widely in India and abroad and is associated with many trade, social and religious organizations.			
Date of first appointment on the Board	First Directors as per AOA dated 29.12.1987.			
Past Remuneration	Rs.36.00 Lacs per annum.			
Recognition or awards	National Citizen Award'92 by the Hon'ble Vice President of India and Industry Excellence Award given by the Chief Minister of Rajasthan.			
Job Profile and his suitability	The Job require high level of planning, vision and strategy, techno commercial and leadership skills. It also calls for in depth understanding of the oil industry. Shri Niranjana Lal Data is having vast experience of Corporate Management and particularly of oil industry and has been successfully working as a Chairman of the Company. He is ideally suited for the job.			
Remuneration proposed	The details of remuneration are set-out above in explanatory statement.			
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The salary proposed to be paid is in line with current industry standards based upon size and operations of the Company.			
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Beside the remuneration proposed, Shri Niranjana Lal Data, does not have any pecuniary relationship with the company and does not related to any managerial personnel except Shri Vijay Data, Shri Daya Kishan Data and Smt. Gayatri Devi.			



Other Information	
Reasons of loss or inadequate profits	Factors such as general economic slowdown and consequent adverse market costs and high financial cost have severally affected the margins for products manufactured by the Company.
Steps taken or proposed to be taken for improvement.	The Company has initiated certain steps as cost control, borrowing at cheaper rates and improving efficiency etc. Though, the prices of raw materials and products are influenced by external factors. The Company is making all possible efforts to improve the margins.
Expected increase in productivity and profits in measurable terms.	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.
No. of equity shares held	105228
No. of Board Meeting attended during the financial year 2014-15	10
Directorship held in other companies	Indo Caps (P) Ltd, Vijay Agro Mills (P) Ltd, Vijay International Ltd, Data Developers Ltd, Jhankar Motels (P) Ltd, Raghuvar (India) Ltd, Deepak Vegpro (P) Ltd, Bhagwati Agro Products Ltd & Gaurav Vegpro (P) Ltd.
Membership/Chairmanship of the Committees across the Companies.	NIL
Disclosures:	
The report on corporate governance in the annual report indicates the remuneration paid to managerial personnel.	

Copy of agreement entered between Company and Shri Niranjan Lal Data is available for inspection at the registered office of the company during business hours.

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

Save and except Shri Vijay Data, Shri Daya Kishan Data, Smt. Gayatri Devi and Shri Niranjan Lal Data, none of other Directors/Key managerial personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the proposed Special resolution set out in Item No.4.

Item No.5

Deepak Vegpro (P) Ltd, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Clause 49 - VII (B) (2) of the Listing Agreement effective from October 1, 2014. In terms of proviso of Clause 49 - VII (C) of the Listing Agreement, the Contracts/arrangements/transactions relating to sale/purchase or transfer or receipt of products, goods, materials, services with Deepak Vegpro (P) Ltd are material in nature, as these transactions exceed 10% of consolidated turnover of company as per the audited financial statements of the Company as on March 31,

2014. Therefore in terms of Clause 49 -VII (E) of the Listing Agreement, the contracts/arrangements/ transactions with Deepak Vegpro (P) Ltd requires the approval of shareholders of the Company who are unrelated vis-a-vis the subject matter of contract by a Special Resolution.

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 of 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 provision of revised Clause 49 of the Equity Listing Agreement, the following contracts/arrangements/transactions are material in nature, therefore requires approval of unrelated shareholders by way of special resolution.

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

- a) Name of Related Party: Deepak Vegpro (P) Ltd.
- 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 Devi.
- c) Nature of relationship: Deepak Vegpro (P) Ltd is a related party u/s 2(76) of the Companies Act, 2013.
- 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.400 Crore on every Financial Year.
- 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 (P) Ltd. 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 who are unrelated vis-a-vis the subject matter of contract by a Special 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 Devi are concerned or interested, financially or otherwise, in the said Resolution.

Item No.6

Data Oils (Partnership firm), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Clause 49 - VII (B) (2) of the Listing Agreement effective from October 1, 2014. In terms of proviso of Clause 49 - VII (C) of the Listing Agreement, the Contracts/arrangements/transactions relating to sale/ purchase or transfer or receipt of products, goods, materials, services with Data Oils will be material in nature as these transactions exceed 10%of consolidated turnover of Company as per the audited financial statement of the Company as on March 31, 2015. Therefore in terms of Clause 49 -VII (E) of the Listing Agreement, the contracts/arrangements/ transactions with Data Oils requires the approval of shareholders of the Company who are unrelated vis-a-vis the subject matter of contract by a Special Resolution.

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 of 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 provision of revised Clause 49 of the Equity Listing Agreement, the following contracts/arrangements/transactions will be material in nature, therefore requires approval of unrelated shareholders by way of special 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 Devi.
- c) Nature of relationship: Shri Vijay Data, Shri Niranjan Lal Data, Shri Daya Kishan Data are partners of Data Oils and Smt. Gayatri Devi wife of Shri Vijay Data.
- 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.200 Crore on every Financial Year.
- 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. 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. 6 of the Notice for approval of shareholders of the Company who are unrelated vis-a-vis the subject matter of contract by a Special 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 Devi are concerned or interested, financially or otherwise, in the said Resolution.

Item No. 7

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were adopted from time to time,



over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

Considering that substantive sections of the Companies Act which deal with the general working of the companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of Companies Act, 2013 including the Rules framed there under and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model articles of association for a Company limited by shares.

Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- a) Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;
- b) the nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;
- c) new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;
- d) new provisions relating to appointment of chief executive officer and chief Financial officer, in addition to manager and company secretary;
- e) existing articles have been streamlined and aligned with the Act;
- f) the statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and

Copy of draft Article of Association is available for inspection at the registered office of the company during business hours.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

Accordingly, consent of the members is sought for passing a Special Resolution as set out in item no. 7 of the Notice.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed special resolution set out at item no. 7 of the Notice.

Item No.8

The Board of directors, on recommendation of the Audit Committee, has approved the appointment and

remuneration of the M/s. Rajesh & Company, Cost Accountants (Firm Registration Number 000031) Cost Auditor of the company, to conduct the audit of the cost records of the Company for the financial year ended March 31, 2016 on a remuneration of Rs. 11000/- p.a.

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 has to 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. 8 of the Notice for remuneration payable to the Cost Auditor for the financial year ending 31st March, 2016.

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. 8 of the Notice.



ADDITIONAL INFORMATION OF DIRECTOR SEEKING RE-APPOINTMENT AT THE TWENTY SEVENTH ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49(VIII) (E) OF THE EQUITY LISTING AGREEMENT

At the ensuing Annual General Meeting, Shri Daya Kishan Data shall retire by rotation and being eligible offer himself for re-appointment.

Particulars	
Name of Director	Shri Daya Kishan Data
Date of Birth	4th September, 1962
DIN	01504570
Expertise in specific functional areas	Engineering
Directorship held in other Companies	Vijay Agro Mills Pvt Ltd, Vijay International Limited, Jhankar Motels Private Limited, Raghuvar (India) Ltd, Dhruva Enclave Private Limited, Gaurav Enclave Private Limited, Gaurav Ceramics Private Limited, Deepak Vegpro Private Limited & Data Developers Limited.
Membership/Chairmanship of the Committees across the Companies	NIL
No. of equity shares held	NIL
Relationship with other Directors	Related to Shri Vijay Data and Shri Niranjana Lal Data and Smt. Gayatri Devi.
Brief Resume	Shri Daya Kishan Data, aged 52 years is a Mechanical Engineer and has 19 years experience in Ceramic Industries. He is looking after Ceramic Division of the Company. Besides this he is looking after exports of Crockery.

By order of the Board of Directors

Date : August 28, 2015
Place : Alwar - 301001 (Raj)

(J.P. Lodha)
Company Secretary
Membership No.4714

MINT

VIJAY SOLVEX LIMITED

CIN : L15142RJ1987PLC004232

Regd. Office: Bhagwati Sadan, Swami Dayanand Marg,
Alwar 301001(Rajasthan) Tel: 0144-2332358, 2332922,
Fax: 0144-2332320 Website: www.vijaysolvex.com,
Email : cs_lodha@dataoils.com

NOTICE

E-VOTING INFORMATION FOR 27th ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting (AGM) of the members of the Company will be held on Wednesday, the 30th September, 2015 at 10.30 AM at Bhagwati Sadan, Swami Dayanand Marg, Alwar 301001 to transact the Ordinary and Special Business as set out in the notice of the 27th AGM.

The Company has completed the dispatch of the Notice of AGM and the Annual Report for 2014-15. This communication and the Notice along with the Annual Report for 2014-15 are available at the following websites www.vijaysolvex.com and www.cdslindia.com. The communication relating to remote e-voting has been dispatched to the members.

As per Section 108 of the Companies Act, 2013 and Rule 20 of the Companies(Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide the facility to its members to exercise their right to vote by electronic means from a place other than the venue of the meeting ('remote e-voting'). The Company has engaged the services of Central Depository Services (India) Ltd as the authorised agency to provide e-voting facility. The details of the remote e-voting are as under:

1. Date and time of commencement of remote e-voting: 26th September, 2015 at 10.00 AM.
2. Date and time of end of remote e-voting: 29th September, 2015 at 5.00 PM.
3. The remote e-voting shall not be allowed beyond 29th September, 2015 at (5.00 PM).
4. A person, whose name appears in the register of members/beneficial owner as on the cut-off date i.e. 24th September, 2015 shall only be entitled to avail the facility of remote e-voting as well as voting at the meeting.
5. A person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date, may obtain the user ID and password by following the detailed procedure as provided in the Notice of the meeting which is available on Company's website www.vijaysolvex.com and www.cdslindia.com. If the member is already registered with CDSL for e-voting then he can use his existing user ID and password for casting the vote through remote e-voting.
6. A facility of voting through ballot paper shall also be available at the AGM and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
7. The members who have cast their vote by remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their vote again.
8. In case of any queries/grievances relating to remote e-voting, the members/beneficial owners may contact at the following address:

J.P. Lodha

Company Secretary

Vijay Solvex Ltd

Bhagwati Sadan,

Swami Dayanand Marg,

Alwar 301001

e-mail cs_lodha@dataoils.com or helpdesk.evoting@cdslindia.com

For VIJAY SOLVEX LIMITED

sd/-

Place : Alwar

Date : 07/09/2015

(J.P. Lodha)
Company Secretary

राष्ट्रीय महारा

विजय सोलवैक्स लिमिटेड

CIN : L15142RJ1987PLC004232

पंजी. कार्यालय : भगवती सदन, स्वामी दयानंद मार्ग,

अलवर - 301001 (राजस्थान)

फोन नं. 0144-2332358, 2332922, फैक्स नं. 0144-2332320

Fax: 0144-2332320 Website: www.vijaysolvex.com,

Email : cs_lodha@dataoils.com

सूचना

27^{वीं} वार्षिक साधारण सभा के लिये ई-मतदान जानकारी

एतद्वारा सूचित किया जाता है कि कम्पनी के सदस्यों की 27^{वीं} वार्षिक साधारण सभा (ए.जी.एम.) बुधवार 30 सितम्बर, 2015 को प्रातः 10.30 बजे से भगवती सदन, स्वामी दयानंद मार्ग, अलवर - 301001 (राजस्थान) में आयोजित की जायेगी। जिसमें 27^{वीं} ए.जी.एम. की सूचना में निर्दिष्ट साधारण तथा विशेष व्यवसाय को निष्पादित किया गया है।

कम्पनी ने ए.जी.एम. की सूचना तथा 2014-15 की वार्षिक रिपोर्ट के प्रेषण कार्य को पूरा कर लिया है। 2014-15 की वार्षिक रिपोर्ट के साथ यह कम्प्युनिकेशन तथा सूचना अधोलिखित वेबसाइटों www.vijaysolvex.com तथा www.cdslindia.com पर उपलब्ध है। दूरस्थ ई-मतदान से सम्बंधित कम्प्युनिकेशन प्रेषित की जा चुकी है।

कम्पनी अधिनियम 2013 की धारा 108 तथा कम्पनी (प्रबंध एवं प्रशासन) नियमावली, 2014 का नियम 20 तथा संशोधित तथा सूचीयमान अनुबंध के क्लॉज 35^{वीं} के अनुसार कम्पनी सभी के आयोजन स्थान से अन्य किसी स्थल से इलेक्ट्रॉनिक माध्यमों (दूरस्थ ई-मतदान) द्वारा अपने मताधिकार का प्रयोग करने की सुविधा अपने सदस्यों को सहर्ष उपलब्ध करा रही है। दूरस्थ ई-मतदान सुविधा उपलब्ध कराने के लिये कम्पनी ने सेंट्रल डिपोजिटरी सर्विसेज इण्डिया लिमिटेड (सीडीएसएल) की अधिकृत एजेंसी के रूप में सेवारत प्राप्त की है। दूरस्थ ई-मतदान के विवरण इस प्रकार हैं:-

1. दूरस्थ ई-मतदान आरंभ होने की तिथि एवं समय : 26 सितम्बर 2015 (प्रातः 10.00 बजे)
2. दूरस्थ ई-मतदान समाप्त होने की तिथि एवं समय : 29 सितम्बर 2015 (सारांश 5.00 बजे)
3. 29 सितम्बर 2015 सारांश 5.00 बजे के बाद दूरस्थ ई-मतदान की अनुमति नहीं दी जायेगी।
4. जिन सदस्यों का नाम कट ऑफ तिथि अर्थात् 24 सितम्बर, 2015 के सदस्यों/लाम भोगी स्वामियों के रजिस्टर में शामिल होंगे, वे दूरस्थ ई-मतदान के साथ ही साथ सभा में मतदान करने की सुविधा का लाभ उठाने के लिये अधिकृत होंगे।
5. जो व्यक्ति सभा की सूचना के प्रेषण के बाद कम्पनी के सदस्य बने हों तथा कट ऑफ को शेरर धारित करते हों, वे सभा की सूचना में उपलब्ध विस्तृत प्रक्रिया जो कम्पनी की वेबसाइट तथा सीडीएसएल की वेबसाइट पर उपलब्ध है का अनुसरण कर यूजर आईडी तथा पासवर्ड प्राप्त कर सकते हैं। यदि कोई सदस्य ई-मतदान के लिये सीडीएसएल में पहले से ही पंजीकृत हो तो वे दूरस्थ ई-मतदान के माध्यम से मतदान करने के लिये अपने वर्तमान यूजर आईडी तथा पासवर्ड का प्रयोग कर सकते हैं।
6. ए.जी.एम. में मतपत्र के माध्यम से मतदान की सुविधा भी उपलब्ध कराई जायेगी तथा सभा में उपस्थित होने वाले ऐसे सदस्य जिन्होंने ई-मतदान द्वारा अपना मतदान नहीं किया है, वे सभा में अपने मताधिकार का प्रयोग करने में सक्षम होंगे।
7. जिन सदस्यों ने सभा से पूर्व ई-मतदान द्वारा अपना मतदान किया हो, वे सभा में उपस्थित हो सकते हैं, लेकिन उन्हें फिर से मतदान की अनुमति नहीं दी जायेगी।
8. दूरस्थ ई-मतदान से सम्बंधित किसी भी पूछताछ/शिकायतों के लिये सदस्य/लाम भोगी स्वामी निम्न पते पर सम्पर्क करें:

जे.पी. लोधा

कम्पनी सचिव

विजय सोलवैक्स लिमिटेड

भगवती सदन, स्वामी दयानंद मार्ग

अलवर - 301001 (राजस्थान)

e-mail cs_lodha@dataoils.com or helpdesk.evoting@cdslindia.com

विजय सोलवैक्स लिमिटेड के लिये

हरता /-

स्थान : अलवर

दिनांक : 7 सितम्बर, 2015

जे.पी. लोधा
कम्पनी सचिव