

NOTICE OF 36th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 36th Annual General Meeting of the members of the Company will be held on **Thursday, 30th September, 2021 at 10:00 AM at the registered office of the Company to transact the following business (es):-**

ORDINARY BUSINESS:

1. Adoption of Financial Statements for the Financial year ended 31st March, 2021

To receive, consider and adopt the Financial statements of the Company for the financial year ended on 31st March, 2021 including the audited Balance Sheet as at 31st March, 2021, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon.

2. Re-appointment of Director liable to retire by rotation

To appoint **Ms. Sunayana Puri** (DIN: 05136792) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for Re-appointment.

SPECIAL BUSINESS:

3. RE-APPOINTMENT OF MR. ANKIT AGGARWAL (DIN: 00385982) AS THE WHOLETIME DIRECTOR

To consider, and if thought fit, to pass, adopt & / or ratify with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013, the Rules made there under and the Articles of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Ankit Aggarwal (DIN: 00385982), who was appointed as a Whole Time Director of the Company for a term of five years up to March 27, 2021 by the members, be and is hereby re-appointed as a Whole Time Director of the Company for a second term of five consecutive years commencing from **March 28, 2021 upto March 27, 2026.**”

4. RE-APPOINTMENT OF MR. ANAND PRAKASH (DIN: 06918487) AS AN INDEPENDENT DIRECTOR

To consider, and if thought fit, to pass, adopt & / or ratify with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Anand Prakash (DIN: 06918487), who was appointed as an Independent Director of the Company for a term of five years up to September 26, 2021, by the members at the 31st Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from **September 27, 2021** up to **September 26, 2026**, not liable to retire by rotation.”

By order of the Board of Directors

For Vinayak Vanijya Limited

Date: 02.09.2021

Place: New Delhi

Ankit Aggarwal
Whole Time Director
(DIN:00385982)

NOTES:

1. The relevant Explanatory Statement and reasons in respect of proposed Special Resolution pursuant to Section 102 of the Companies Act, 2013 are annexed hereto.
2. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**

A person can act as a proxy on behalf of members **not exceeding fifty** and holding in 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(s) or shareholder(s).

3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Relevant documents as referred to in the accompanying Notice along with the Statements are open for inspection by members at Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
5. Brief details of Directors seeking re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) forms part of this notice.
6. The Register of Members and Share Transfer Books will remain closed from **Saturday, 25th September, 2021 to Thursday, 30th September, 2021** (both days inclusive).

7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form as required under the amended SEBI guidelines and regulations to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or its Registrar & Share Transfer Agent (RTA), for assistance in this regard.
8. a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to its Registrar & Share Transfer Agent (RTA) promptly.
b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
9. The shares of the Company are at presently listed on BSE Limited.
10. Pursuant to the provisions under Section 108 of Companies Act, 2013 to be read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote at the ensuing Annual General Meeting by Electronic Means. The business(s) proposed to be transacted as mentioned in the Annual General Meeting Notice may be transacted through voting by Electronic Means (Remote e-voting) as well. For this, Company is availing the services provided by **Central Depository Services (India) Limited (CDSL)**. The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not cast their votes by remote e-voting. They shall also be able to exercise their voting rights at the AGM by voting through ballot paper. Members who have already cast their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the Annual General Meeting but shall not be entitled to cast their votes again through ballot process.
The instructions for e-voting by members are annexed to the Notice.
11. The Board of Directors of the company has appointed **M/s Ojha & Associates, Company Secretaries**, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
12. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than three days of conclusion of the Meeting, make a

“**Consolidated Scrutinizer’s Report**” and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on website of the Company at <https://www.vinayakvanijya.com/> and on the website of Stock Exchange at www.bseindia.com. The Report shall simultaneously be placed on Notice Board of the Company at premises of the Registered Office.

13. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting.

14. The login ID and password for remote e-voting along with Process, Manner and Instructions for remote e-voting is being sent to Members who have not registered their E-mail ID(s) with the Company / their respective Depository Participants along with physical copy of the Notice.

Those Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting along with Process, Manner and Instructions through E-mail.

15. Voting rights shall be reckoned on the Paid-up value of shares registered in the name of Member / Beneficial Owner (in case of shares in Dematerialized form) as on the cut-off date i.e. **24th September, 2021**.

16. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, shall only be entitled to avail the facility of e-voting / Poll.

Note: A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

17. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.

18. The **Instructions for shareholders voting electronically are as under:**

Date and Time of commencement of e-voting	27th September, 2021 (9:00 A.M.)
Date and Time of Conclusion of e-voting	29th September, 2021 (5:00 P.M.)

i. During this period, shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting

thereafter.

- ii. Shareholders who have already voted prior to the meeting date through remote E-voting would not be entitled to vote at the meeting venue through Poll.
- iii. The shareholders should logon to the e-voting website of CDSL "www.evotingindia.com."
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - a) For Shareholders holding Demat Account with CDSL: **16 digits beneficiary ID,**
 - b) For Shareholders holding Demat Account with 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.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged onto www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user then follow the steps given below:

	For Members holding shares in Demat Form or 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. 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 RA0000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- ix. After entering these details appropriately, click on “SUBMIT” tab..
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.
- xi. Forshareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for “**Vinayak Vanijya Limited**”
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same you will find an 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”.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution’s details.
- xv. 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.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify yourvote.
- xvii. You can also take a print of the votes cast by clicking on “Click here toprint” option onthe Voting page.
- xviii. If a demat account holder has forgotten the loginpassword then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Non–**IndividualShareholdersand Custodians:-**
 - ✓ Non-shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - ✓ A scanned copy of the Registration Form bearing the stamp and sign of the

entity should be emailed to helpdesk.evoting@cdslindia.com.

- ✓ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - ✓ The list of accounts linked in the login 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.
 - ✓ Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cstanayojha@gmail.com and raitex3@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- 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.
- xxi. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	Mr. Ankit Aggarwal
Designation	Whole Time Director
Address	Flat No.28,Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019
Contact	011-43675500
E-mail	vvaniija1985@gmail.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

ITEM NO. 3

RE-APPOINTMENT OF MR. ANKIT AGGARWAL (DIN: 00385982) AS THE WHOLETIME DIRECTOR

Mr. Ankit Aggarwal (DIN: 00385982) who was appointed as a Whole time Director of the Company by the members in their meeting held on 26.03.2016 to hold office for five years from 26.03.2016 up to 27.03.2021, is proposed to be re-appointed as a Whole Time Director for further five consecutive years.

The duties of the Director shall be discharged subject to superintendence, control and direction of the Board and shall perform on behalf of the company in the ordinary course of business including all such acts, deeds, matters and things, which in the ordinary course of business, he may consider necessary or proper or are in the interest of the company.

The Company has received consent to act as Director and declaration that he is not disqualified from being appointed as a Director of the Company.

In view of his extensive experience, knowledge and dedicated efforts made for the Company, Board is considering his involvement, a necessity for Company's future growth.

Therefore, after consideration of all facts and circumstances, the Board recommends re-appointment of Mr. Ankit Aggarwal as a Whole time Director of the Company.

None of the Director(s) except Ms. Samita Gupta is interested in the said resolution.

Terms & Conditions:

The terms and conditions for re-appointment of Mr. Ankit Aggarwal are proposed keeping in line with the objective of attracting and retaining professional with expertise and high competence on the Board. The material terms of appointment and remuneration as set out in his appointment letter are given below:-

1. **Designation:** Whole-Time Director
2. **Term:** He shall hold office for a term of five years from the date of appointment.

However, the Board (powers vested in Nomination & Remuneration Committee) as well as the proposed Whole Time Director would be at free will to terminate the office before the said period upon giving reasonable explanations to the effect. The Nomination & Remuneration Committee shall be obligated to conduct a thorough enquiry and give the proposed Whole Time Director a reasonable opportunity of being heard prior to termination of his office.

3. **Salary & Remuneration:** No Salary & Other remuneration will be paid to him as on date. However the Board of Directors has the liberty to fix a minimum remuneration and other perquisites pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company.

4. **Duties:**

i) He shall perform his duties as such with regard to all work of the Company and he will manage & attend to such business and carry out the orders and direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be given.

ii) He shall abide by the provisions contained in Companies Act, 2013 with regard to duties of directors.

iii) He shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

ITEM NO. 4

RE-APPOINTMENT OF MR. ANAND PRAKASH (DIN: 06918487) AS AN INDEPENDENT DIRECTOR

Mr. Anand Prakash (DIN:06918487) is proposed to be re-appointed as an Independent Director of the company.

The duties of the Director shall be discharged subject to superintendence, control and direction of the Board and shall perform on behalf of the company in the ordinary course of business including all such acts, deeds, matters and things, which in the ordinary course of business, he may consider necessary or proper or are in the interest of the company.

In view of his extensive experience, knowledge and dedicated efforts made for the Company, Board is considering his involvement, a necessity for Company's future growth.

Therefore, after consideration of all facts and circumstances, the Board recommends re-appointment of Mr. Anand Prakash as an Independent Director of the Company.

None of the Director(s) are interested in the said resolution.

Terms & Conditions:

1. **Designation:** Independent Director
2. **Term:** 5 Years
3. **Salary & Remuneration:** NIL

PROFILE OF PROPOSED DIRECTOR

Name	Mr. Anand Prakash	Mr. Ankit Aggarwal	Ms. Sunayana Puri
Director Identification Number (DIN)	06918487	00385982	05136792
Date of Birth	01/07/1976	23/04/1983	13/12/1984
Date of Appointment in the Board	28.03.2016	30.09.2006	27.11.2020
Qualification	MBA	MBA	Company Secretary(CS), LLB
Experience	Finance, Accounting & Management	Management, Finance, Administration	Secretarial and Legal
Shareholding in the Company	-	2,04,200	-
List of Directorship held in other companies	Devika Universal Lands Private Limited; Devika Promoters And Builders Private limited; Devika	Devika Universal Lands Private Limited; Devika Promoters And Builders Private limited; Devika Universal Lands & Building private Limited; Oasis Suppliers Private	1. Sueryaa Knitwear Limited 2. Chandra Credit Limited

	<p>Universal Lands & Building private Limited; Oasis Suppliers Private Limited; Ankit Leasing And Finance Company limited; Shomit Finance Limited; Hiptage Infrastructure Private Limited; Rosegold Developers Private Limited; Pinkgold Developers Private Limited; Vipshel Infotech Private Limited; Dailygreens Farm Fresh India Private limited;</p>	<p>Limited; Ankit Leasing And Finance Company limited; Shomit Finance Limited; Hiptage Infrastructure Private Limited; Rosegold Developers Private Limited; Pinkgold Developers Private Limited; Vipshel Infotech Private Limited; Daily greens Farm Fresh India Private limited.</p>	
Names of Listed Entities in which the person holds membership of Committees of the Board	-	-	Sueryaa Knitwear Limited
Relationship between Directors Inter-se	-	Ankit Aggarwal is son of Ms. Samita Gupta	-