

## NOTICE OF 37th ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 37<sup>th</sup> Annual General Meeting of the members of the Company will be held on **Thursday, 29<sup>th</sup> September, 2022 at 10:00 A.M.** at the Registered office of the Company situated at Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi-110019 to transact the following business (es):-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2022 including the audited Balance Sheet as at 31<sup>st</sup> March, 2022, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolution**:

“**RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

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

To re-appoint Ms. Sunayana Puri (DIN: 05136792), who retires by rotation as Director 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** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Sunayana Puri (DIN: 05136792), who retires by rotation at this meeting and being eligible, offers herself for re-appointment, be and is hereby appointed as Non-Executive Director of the Company.”

### SPECIAL BUSINESS:

3. **Re-appointment of Mr. Bhupender Singh (DIN: 07533596) as an Independent Director**

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

“**RESOLVED THAT** subject to the approval of shareholders at the ensuing Annual General Meeting and 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. Bhupender Singh (DIN: 07533596), who was appointed as an Independent Director of the Company for a term of five years up to the conclusion of this Annual General Meeting, by the members at the 32<sup>nd</sup> 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 29, 2022 up to September 28, 2027, **not liable to retire by rotation.**”

4. **Appointment of Mrs. Ruchi Chordia (DIN: 09725509) as an Independent Director**

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

“**RESOLVED THAT** subject to the approval of shareholders at the ensuing Annual General Meeting and 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, Mrs. Ruchi Chordia (DIN: 09725509), who was appointed as an Additional (Category: Independent) Director of the Company by the Board of Directors at their Meeting held on 02.09.2022, in terms of Section 149 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a term of

five consecutive years commencing from September 29, 2022 up to September 28, 2027, not liable to retire by rotation.”

**5. Appointment of Mr. Mukhtar Singh (DIN: 06525800) as a Director**

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 Sections, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Mukhtar Singh (DIN: 06525800)** who was appointed as an Additional (Executive) Director of the Company by the Board of Directors in the board meeting held on 02.09.2022 to hold the office up to the date of ensuing Annual General Meeting and his appointment be and is hereby regularized as a Director (Executive) of the Company, who is eligible to be so appointed and in respect of whom the Company has received his candidature in writing under Section 160 of the Companies Act, 2013.”

**6. Regularization of appointment of Mr. Raj Tiwari (DIN: 08286145) as a Director (Non-Executive)**

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 Sections, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Raj Tiwari (DIN: 08286145)** who was appointed as an Additional Director of the Company by the Board of Directors in the board meeting held on 02.09.2022 to hold the office up to the date of ensuing Annual General Meeting and his appointment be and is hereby regularized as a Director (Non-Executive) of the Company, who is eligible to be so appointed and in respect of whom the Company has received his candidature in writing under Section 160 of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** Mr. Bhupender Singh, Director of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

**By order of the Board of Directors  
For Vinayak Vanijya Limited**

**Ankit Aggarwal  
Whole time Director  
DIN:00385982**

Date: 05.09.2022

Place: New Delhi

**NOTES:**

- 1. 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).
- Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution/

authorization shall be sent to the scrutinizer by email through its registered email address to [cstanayojha@gmail.com](mailto:cstanayojha@gmail.com) with a copy marked to Company [vvanijya1985@gmail.com](mailto:vvanijya1985@gmail.com) & [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

4. Statement pursuant to Section 102 of the Companies Act, 2013 forms a part of this Notice for special business to be transacted at the 37<sup>th</sup> AGM.
5. Brief details of the director, who are eligible to be re-appointed in 37<sup>th</sup> AGM, are annexed hereto as per requirements of Regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.
6. Institutional investors, who are members of the Company, are encouraged to attend and vote at the 37<sup>th</sup> AGM of the Company.
7. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
8. In terms of Sections 101 and 136 of the Companies Act, 2013, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 15 January 2021, Notice of 37<sup>th</sup> AGM along with the Annual Report for F.Y. 2022 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for F.Y. 2022 will also be available on the Company's website at [www.vinayakvanijya.com](http://www.vinayakvanijya.com); website of the stock exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of RTA at <http://http://www.rcmcdelhi.com/> The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility i.e. Central Depository Services (India) Limited (CDSL), viz., [www.evotingindia.com](http://www.evotingindia.com)
9. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their E-mail address & Mobile No. by writing to our RTA RCMC Share Registry Pvt. Ltd., Address: B-25/1, Okhla Industrial Area, Phase -2, Near Rana Motors, New Delhi - 110020, Ph: 011-26387320; Email Id: [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com). Further, the Company had availed of services offered by CDSL to update email addresses of shareholders of the Company having their holding with a depository participant registered with CDSL and have not registered their email addresses. Members are requested to register their email id and support the green initiative efforts of the Company.
10. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio's are requested to write to the Company to consolidate their holdings in one folio.
11. SEBI vide its notification (SEBI/LADNRO/GN/2018/24) dated 8 June 2018 as amended on 30 November 2018 and notifications & Circulars issued thereafter, has stipulated that w.e.f. 01 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialize their physical holdings.
12. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
13. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
14. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Flat No.28, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi – 110019.

- a) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
  - b) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
15. The Register of Members and Share Transfer Books will remain closed from **(Saturday, September 24, 2022) to (Thursday, September 29, 2022) (both days inclusive)**.
  16. Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website at [www.vinayakvanijya.com](http://www.vinayakvanijya.com)). In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
  17. For more details on shareholders' matters, please refer to the section on 'General Shareholder Information', included in the Annual Report.
  18. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, i.e., **Friday, September 23, 2022** such person may obtain the user id and password from by email request on [evoting@cDSL.co.in](mailto:evoting@cDSL.co.in)
  19. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com) for obtaining the Annual Report and Notice of AGM.
  20. The shares of the Company are at presently listed on BSE Limited.
  21. 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.
  22. Instructions for remote e-voting and joining the AGM are as follows:

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- i. 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.
- ii. The voting period begins on **<Monday, September 26, 2022, 09:00 A.M.>** and ends on **<Wednesday, September 28, 05:00 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) of **<Friday, September 23, 2022>** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iv. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- v. Click on "Shareholders" module.

- vi. Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login – Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- vii. Next enter the Image Verification as displayed and Click on Login.
- viii. 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 e-voting of any company, then your existing password is to be used.
- ix. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form or Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>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 as mentioned in instruction (v).</li> </ul>

- x. After entering these details appropriately, click on "SUBMIT" tab.
- xi. Shareholders 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.
- xii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii. Click on the EVSN for the relevant Company Name **<VINAYAK VANIJYA LIMITED>** on which you choose to vote.
- xiv. 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.
- xv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvi. 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.
- xvii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- xviii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xix. 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 & enter the details as prompted by the system.
- xx. Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [vvaniya1985@gmail.com](mailto:vvaniya1985@gmail.com) (Company Email id) or [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com) (RTA Mail Id) or [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
2. For Demat shareholders -please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [vvaniya1985@gmail.com](mailto:vvaniya1985@gmail.com) (Company Email id) or [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com)(RTA Mail Id) or [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**xxi. Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](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.
- 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; [vvaniya1985@gmail.com](mailto:vvaniya1985@gmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542)

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43

- i. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	Mr. Mohd. Shanawaz Shekh
Designation	Company Secretary & Compliance Officer
Contact	011-4367 5500
E-mail	<a href="mailto:vvaniya1985@gmail.com">vvaniya1985@gmail.com</a>

**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. BHUPENDER SINGH (DIN: 07533596) AS AN INDEPENDENT DIRECTOR**

Mr. Bhupender Singh (DIN: 07533596) was appointed as an Additional Director on the Board of the Company on December 29, 2016. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 32nd Annual General Meeting held on August 22, 2017 approved the appointment of Mr. Bhupender Singh as an Independent Director of the Company for a period of 5 years up to the date of 37th Annual General Meeting to be held in the financial year 2021-22.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for reappointment, for another term of upto five years, on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Mr. Bhupender Singh that, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mr. Bhupender Singh as an Independent Director of the Company commencing from September 29, 2022 up to September 28, 2027 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Bhupender Singh, the Board of Directors at its meeting held on September 05, 2022 approved the continuance of office of Mr. Bhupender Singh as mentioned in the resolution.

For your information and record, Mr. Bhupender Singh has vast experience in the field of accounts, finance and general management. Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Therefore, after consideration of all facts and circumstances, the Board recommends re-appointment of Mr. Bhupender Singh as an Independent Director of the Company.

*Except for Mr. Bhupender Singh and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.*

**ITEM NO.4:**

**APPOINTMENT OF MRS. RUCHI CHORDIA (DIN: 09725509) AS AN INDEPENDENT DIRECTOR**

Mrs. Ruchi Chordia (DIN: 09725509) was appointed as an Additional (Independent) Director on the Board of the Company on September 02, 2022. As per the provisions of Regulation 25 of SEBI (LODR) Regulations, 2015 an Independent Director shall be appointed on the Board of a Company on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Mrs. Ruchi Chordia that, she is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act, declaration that she meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.

The resolution seeks the approval of members for the appointment of Mrs. Ruchi Chordia as an Independent Director of the Company commencing from September 29, 2022 up to September 28, 2027 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. She is not liable to retire by rotation.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mrs. Ruchi Chordia, the Board of Directors at its meeting held on September 05, 2022 approved the continuance of office of Mrs. Ruchi Chordia as mentioned in the resolution.

For your information and record, Mrs. Ruchi Chordia has vast experience in the field of Corporate Laws, Accounts, Finance and Corporate Governance. Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director. Therefore, after consideration of all facts and circumstances, the Board recommends appointment of Mrs. Ruchi Chordia as an Independent Director of the Company.

*Except for Mrs. Ruchi Chordia and/or her relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.*

**ITEM NO.5:**

**APPOINTMENT OF MR. MUKHTAR SINGH (DIN: 06525800) AS A DIRECTOR**

The Board on the Recommendation of Nomination and Remuneration Committee, appointed Mr. Mukhtar Singh (DIN: 06525800) as an Additional Executive Director of the company w.e.f. 01<sup>st</sup> September, 2022.

Pursuant to the Provision of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Mukhtar Singh holds his office as an Additional Director up to the date of this Annual General Meeting. Now, Board proposes to appoint Mr. Mukhtar Singh as a Director (Executive) of the Company. Therefore, they recommend the appointment of Mr. Mukhtar Singh as a Director (Executive) of the Company.

In the opinion of the Board, he fulfills the conditions as specified in the Act and Rules made thereunder and the Listing Regulations for his appointment as a Director. He is person of integrity and possesses appropriate skills, experience, knowledge and qualification in his respective field which would be beneficial to the interest of the Company. Keeping in view his experience and knowledge he possesses, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as a Executive Director.

Therefore, after consideration of all facts and circumstances, the Board recommends appointment of Mr. Mukhtar Singh as a Director (Executive) of the Company.

*Except for Mr. Mukhtar Singh and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.*

**Terms & Conditions:**

**1. Designation:** Director

**3. Salary:** 240000

**ITEM NO.6:**

**REGULARIZATION OF APPOINTMENT OF MR. RAJ TIWARI (DIN: 08286145) AS A DIRECTOR (NON-EXECUTIVE)**

The Board on the Recommendation of Nomination and Remuneration Committee, appointed Mr. Raj Tiwari (DIN: 08286145) as a Director (Non-Executive) of the company w.e.f. 02<sup>nd</sup> September, 2022.

Pursuant to the Provision of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Raj Tiwari holds his office as an Additional Director up to the date of this Annual General Meeting. Now, Board proposes to appoint Mr. Raj Tiwari as a Director (Non-Executive) of the Company.

In the opinion of the Board, he fulfills the conditions as specified in the Act and Rules made thereunder and the Listing Regulations for his appointment as a Director. He is person of integrity and possesses appropriate skills, experience, knowledge and qualification in his respective field which would be beneficial to the interest of the



Company. Keeping in view his experience and knowledge he possesses, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as a Non- Executive Director.

Therefore, after consideration of all facts and circumstances, the Board recommends appointment of Mr. Raj Tiwari (DIN: 08286145) as a Director (Non-Executive) of the Company.

*Except for Mr. Raj Tiwari and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.*

**PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE REAPPOINTED IS FURNISHED BELOW:**

Name	Ms. Sunayana Puri	Mr. Bhupender Singh	Mrs. Ruchi Chordia	Mr. Mukhtar Singh	Mr. Raj Tiwari
Director Identification Number (DIN)	05136792	07533596	09725509	06525800	08286145
Date of Birth	13/12/1984	28/03/1979	23/06/1991	08.01.1969	10/08/1988
Date of Appointment in the Board	27.11.2020	29.12.2016	02.09.2022	01.09.2022	02.09.2022
Qualification	Company Secretary (CS), LLB	Graduate	Post Graduate and Company Secretary (CS)	Graduate	Graduate
Nature of Expertise in specific functional areas	Secretarial and Legal	Accounts, Finance and General Management	Corporate Laws, Accounts, Finance and Corporate Governance	Administration & General Management	Accounts and Finance
Shareholding in the Company including shareholding as a beneficial owner	-	-	-	-	-
List of Directorship held in other companies	1. Sueryaa Knitwear Limited 2. Chandra Credit Limited	1. Manokamana Developers Private Limited 2. Devika Gold Homz Private Limited 3. Devika Universal Lands & Building Private Limited 4. Om Jai Jagdish Infrastructure Private Limited 5. Saraswati Builders Pvt Ltd 6. Devika Apartment Maintenance Private Limited	NIL	Flexicorp Solutions Private Limited	1. Vishwa Properties Private Limited. 2. Smartplay Marketing Limited. 3. Pawansut Media Services Private Limited.
Names of Listed Entities in which the person holds membership of Committees of the Board	Member of Nomination & Remuneration Committee: Sueryaa Knitwear Limited	Member of Audit Committee, Nomination and Remuneration Committee & Stakeholder	NIL	NIL	NIL

	Member of Audit Committee, Nomination and Remuneration Committee & Stakeholder Relationship Committee: Vinayak Vanijya Limited	Relationship Committee: Vinayak Vanijya Limited			
Name of listed entities from which the person has resigned in the past three years	-	-	-	Winsome Yarns Ltd	-
Relationship between Directors Inter-se	-	-	-	-	-
Terms and conditions of appointment/ re-appointment	Re-appointment as a Non-Executive, Non-Independent Director	Re-appointment as a Non-Executive, Independent Director	Appointment as a Non-Executive, Independent Director	Appointment as a Director (Executive)	Appointment as a Non-Executive Director
In case of Independent Director: The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills / expertise / competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Bhupender Singh & Mrs. Ruchi Chordia and concluded that they possess the relevant skill and capabilities to discharge the role of Independent Directors.		NA	NA