

## NOTICE

Notice is hereby given that the Thirty Seventh (37<sup>th</sup>) Annual General Meeting (AGM) of the members of Vijay Solvex Limited will be held on Monday the 22<sup>nd</sup> day of September, 2025 at 11:30 A.M. (IST) at the Registered Office of the Company situated at Bhagwati Sadan, Swami Dayanand Marg, Alwar-301001 (Rajasthan) to transact the following business:-

### **Ordinary Businesses**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon.
2. To appoint a director in place of Mr. Saurabh Data (DIN: 00286331), who retires by rotation and being eligible, offers himself for re-appointment.

### **Special Businesses**

3. To consider and approve continuation of Mr. Vijay Data (DIN: 00286492) as Managing Director of the Company after attaining the age of 70 Years 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 196, 196(3), 197 read with Schedule V and other applicable provisions, if any, 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) and on recommendation of Nomination and Remuneration Committee of the Board, the consent of the members be and is hereby accorded for continuation of the employment of Mr. Vijay Data (DIN: 00286492) as Managing Director of the Company on attaining the age of 70 years on July 1, 2025 for the remaining period of his term of 3 years i.e. until September 25, 2025 on the same terms of appointment and remuneration as approved by the members of the Company at the 34<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2022.

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

4. To consider and approve the re-appointment of Mr. Vijay Data (DIN: 00286492) as Managing Director of the Company and fixation of his remuneration and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution:-**

**“RESOLVED THAT** pursuant to the approval of Board of Directors and recommendation of Nomination and Remuneration Committee of the Board and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and pursuant to Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, 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) and pursuant to the remuneration policy of the Company and subject to such consents, approvals or permissions required from such other authorities as may be necessary, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Vijay Data (DIN: 00286492) as Managing Director of the Company for a period of 3 (three) years with effect from September 26, 2025 to September 25, 2028, not subject to retire by rotation pursuant to the Article of Association of the Company, on the terms and remuneration as set out in the explanatory statement annexed hereto which shall be deemed to form part hereof, which in any financial year may exceed the limits specified in Section 197 and Schedule V of the Act and the Listing Regulations.



**RESOLVED FURTHER THAT** in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Companies Act, 2013 in any financial year or years during the term of Mr. Vijay Data, the remuneration comprising salary, perquisites, allowances and benefits, as approved herein be paid as minimum remuneration to Mr. Vijay Data in the aggregate and the approval accorded herein shall also be deemed to be the approval by way of special resolution as contemplated under Section 197 read with Schedule V of the Act and/or Regulation 17 of the Listing Regulations, as may be applicable.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196(3) and other applicable provisions, if any, of the Companies Act, 2013, the consent of members be and is hereby accorded for enabling Mr. Vijay Data to continue as Managing Director of the Company beyond the age of 70 (seventy) years.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and is hereby severally authorized to sign, seal and execute necessary papers, deeds and other documents to be filed with the Office of Registrar of Companies/ Ministry of Corporate 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 consider and approve the re-appointment of Mr. Daya Kishan Data (DIN: 01504570) as Whole Time Director of the Company and fixation of his remuneration and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:-

**“RESOLVED THAT** pursuant to the approval of Board of Directors and recommendation of Nomination and Remuneration Committee of the Board and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and pursuant to Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, 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) and pursuant to the remuneration policy of the Company and subject to such consents, approvals or permissions required from such other authorities as may be necessary, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Daya Kishan Data (DIN: 01504570) as Whole-Time Director of the Company for a period of 3 (three) years with effect from September 29, 2025 to September 28, 2028, subject to retire by rotation, on the terms and remuneration as set out in the explanatory statement annexed hereto which shall be deemed to form part hereof, which in any financial year may exceed the limits specified in Section 197 and Schedule V of the Act and the Listing Regulations.

**RESOLVED FURTHER THAT** in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Companies Act, 2013 in any financial year or years during the term of Mr. Daya Kishan Data, the remuneration comprising salary, perquisites, allowances and benefits, as approved herein be paid as minimum remuneration to Mr. Daya Kishan Data in the aggregate and the approval accorded herein shall also be deemed to be the approval by way of special resolution as contemplated under Section 197 read with Schedule V of the Act and/or Regulation 17 of the Listing Regulations, as may be applicable.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and is hereby severally authorized to sign, seal and execute necessary papers, deeds and other documents to be filed with the Office of Registrar of Companies/ Ministry of Corporate 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.”

6. To consider and approve the material related party transactions with Deepak Vegpro Private Limited and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:-

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure



Requirements) Regulations, 2015 (including relevant circulars, amendments, modifications, variations or re-enactments thereof for the time being in force) read with Related Party Transactions Policy of the Company and as per the recommendation/omnibus approval of the Audit Committee and Board of Directors of the Company and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the omnibus approval of the members be and is hereby accorded to the Board of Directors of the Company (including a committee thereof) for entering into and/or carrying out and/or continuing with contracts/ arrangements/ transactions (whether individually or taken together or series of transactions or otherwise) with Deepak Vegpro Private Limited, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to sale/purchase or transfer or receipt of products, goods, materials and other services in ordinary course of business and on arm's length basis, for an estimated amount upto Rs. 1100/- Crore (Rupees One Thousand One Hundred Crore Only) for the financial year 2025-26 which is valid upto the date of next Annual General Meeting of the Company for a period not exceeding fifteen months, on such terms and conditions as detailed in the explanatory statement annexed hereto.

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

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

7. To consider and approve the material related party transactions with Raghuvar (India) Limited and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:-**

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including relevant circulars, amendments, modifications, variations or re-enactments thereof for the time being in force) read with Related Party Transactions Policy of the Company and as per the recommendation/omnibus approval of the Audit Committee and Board of Directors of the Company and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the omnibus approval of the members be and is hereby accorded to the Board of Directors of the Company (including a committee thereof) for entering into and/or carrying out and/or continuing with contracts/ arrangements/ transactions (whether individually or taken together or series of transactions or otherwise) with Raghuvar (India) Limited, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to sale/purchase or transfer or receipt of products, goods, materials and other services in ordinary course of business and on arm's length basis, for an estimated amount upto Rs. 300/- Crore (Rupees Three Hundred Crore Only) for the financial year 2025-26 which is valid upto the date of next Annual General Meeting of the Company for a period not exceeding fifteen months, on such terms and conditions as detailed in the explanatory statement annexed hereto.

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

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

8. To consider and approve the material related party transactions with VDSF Foods Private Limited and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:-**

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including relevant circulars, amendments, modifications, variations or re-enactments thereof for the time being in force) read with Related Party Transactions Policy of the Company and as per the recommendation/omnibus approval of the Audit Committee and Board of Directors of the Company and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the omnibus approval of the members be and is hereby accorded to the Board of Directors of the Company (including a committee thereof) for entering into and/or carrying out and/or continuing with contracts/ arrangements/ transactions (whether individually or taken together or series of transactions or otherwise) with VDSF Foods Private Limited, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to sale/purchase or transfer or receipt of products, goods, materials and other services in ordinary course of business and on arm’s length basis, for an estimated amount upto Rs. 300/- Crore (Rupees Three Hundred Crore Only) for the financial year 2025-26 which is valid upto the date of next Annual General Meeting of the Company for a period not exceeding fifteen months, on such terms and conditions as detailed in the explanatory statement annexed hereto.

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

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

9. To ratify the remuneration of the Cost Auditor for the financial year ended March 31, 2026 and in this regard to consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:-**

**“RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with 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 No. 000031) appointed as the Cost Auditors of the Company by the Board of Directors to conduct the audit of cost records of the Company for the financial year ending March 31, 2026, be paid the remuneration of Rs. 15,000/- per annum excluding all applicable taxes and reimbursement of out of pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company.

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

10. To consider and approve appointment of M/s Arun Jain & Associates as the Secretarial Auditor of the Company and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the

Company, consent of the members of the Company be and is hereby accorded for appointment of M/s Arun Jain & Associates, Practicing Company Secretary (Firm Registration No. I2014RJ1231400) as the Secretarial Auditor of the Company for a one term of five (5) consecutive years, commencing from the financial year 2025-26 till the financial year 2029-30, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report, at such remuneration as may be mutually agreed upon between the Board, based on the recommendation(s) of the Audit Committee, and the Secretarial Auditors of the Company.

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

Place: Alwar  
Date: 14.08.2025

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

**Registered Office:**

Bhagwati Sadan, Swami Dayanand Marg,  
Alwar – 301001 (Rajasthan)  
CIN: L15142RJ1987PLC004232  
Tel: 0144-2332358, 9929103729  
email: cs\_lodha@dataoils.com  
Website: www.vijaysolvex.com

**(Jay Prakash Lodha)**  
Company Secretary  
Membership No. F4714  
Flat No. O – 3, The Govt. EMP. Co-op. GHS Ltd.,  
Sector – 3, Part – II, Rewari – 123401 (Haryana).

## **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 37<sup>TH</sup> ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF COMMENCEMENT OF ANNUAL GENERAL MEETING.**

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

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

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

2. SEBI and Ministry of Corporate Affairs (MCA) are promoting electronic communication as a contribution to greener environment. Accordingly, as part of green initiative soft copy of the Annual Report 2024-25 is being sent through electronic mode to those members whose email address are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in accordance with Listing Regulations and Section 136 of the Companies Act, 2013 including rules made thereunder, hard copy of the Annual Report 2024-25 is being sent to all other members who have not registered their email addresses, by the permitted mode.
3. The Landmark for reaching venue of the Annual General Meeting is Near Railway Station, Alwar and the route map of venue is also annexed with the Annual Report 2024-25.
4. No gifts, gift coupons or cash in lieu of gifts is distributed in the Meeting.
5. Corporate/Institutional members (i.e. other than individuals, HUF, NRI etc.) intending to send their authorized representatives to attend the Meeting are requested to send certified true copy of the Board Resolution/Authority Letter, together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend and vote on their behalf at the Meeting.
6. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the special businesses to be transacted at the meeting is annexed herewith.
7. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
8. Members/Proxies/Authorized Representatives are requested to deposit the attendance slip duly filled and signed for attending the Meeting. Members who hold shares in dematerialization form are requested to write their client ID and DP ID number for identification.
9. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.

10. All the documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public holidays) between 11:00 A.M. to 1:00 P.M. up to the date of AGM and copies thereof are also available at Company's Registered office at Bhagwati Sadan, Swami Dayanand Marg, Alwar-301001 (Rajasthan). These documents along with the Register of Directors and Key Managerial Personnel & their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts & Arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 shall be open for inspection at the meeting to any person having right to attend the meeting.
11. The Register of Members and Share Transfer Books of the Company will remain closed from **16<sup>th</sup> September, 2025** to **22<sup>nd</sup> September, 2025** (both days inclusive).
12. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018 read with SEBI press release No. 49/2018 dated December 3, 2018, has mandated that w.e.f. 01.04.2019, except in case of transmission or transposition of securities, request for effecting transfer of securities held in physical form shall not be processed by the Company / RTA of the Company unless the securities are held in dematerialized form. Hence Members holding shares in physical form are requested to get their physical shares dematerialized.
13. SEBI vide its Notification No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2<sup>nd</sup> July, 2025 has decided to open a special window only for re-lodgment of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026. Accordingly, members may re-lodge their transfer deeds to the Company / RTA on or before January 06, 2026.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat account.
15. Members holding shares in electronic form are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their Depository Participant only.
16. SEBI vide its circulars dated May 17, 2023, November 17, 2023 and May 07, 2024 has mandated members holding securities in physical form to furnish PAN, KYC (i.e., Postal Address with Pin Code, mobile number, email address, choice of nomination, bank account details, specimen signature) to avail any service request. Pursuant to the aforesaid SEBI Circulars, the Company has sent individual communications to all the Members holding shares of the Company in physical form. In case of physical members who have not updated their KYC details may please submit Form ISR-1, Form ISR-2, and Form No. SH-13/ Form ISR-3. The link for downloading the forms is available on the Company's website [https://www.vijaysolvex.com/investor\\_relationship/statutory\\_policies\\_and\\_downloads](https://www.vijaysolvex.com/investor_relationship/statutory_policies_and_downloads) and RTA's website [https://www.skylinerta.com/downloads\\_page.php](https://www.skylinerta.com/downloads_page.php).
17. Dispute Resolution Mechanism at Stock Exchanges-SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request.

18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
19. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the company’s website at [https://www.vijaysolvex.com/investor\\_relationship/statutory\\_policies\\_and\\_downloads](https://www.vijaysolvex.com/investor_relationship/statutory_policies_and_downloads) and is also available on the website of the RTA at [https://www.skylinerta.com/downloads\\_page.php](https://www.skylinerta.com/downloads_page.php). It may be noted that any service request can be processed only after the folio is KYC Compliant.
20. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or its RTA for assistance in this regard.
21. Due to security reasons mobile phones, camera, bags and other accessories are not allowed to be carried inside the meeting premises.
22. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she should submit the request in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company’s website [https://www.vijaysolvex.com/investor\\_relationship/statutory\\_policies\\_and\\_downloads](https://www.vijaysolvex.com/investor_relationship/statutory_policies_and_downloads). Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to the Company’s Registrar and Transfer Agent (‘RTA’) in case the shares are held in physical form.
23. Members having any query relating to the enclosed financial statements are requested to send the same to the Company Secretary at the Registered Office of the Company at least seven days before the date of Annual General Meeting so as to enable the management to keep the information ready for replying at the meeting.
24. As required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting, as amended, details in respect of directors seeking appointment / re-appointment at the ensuing Annual General Meeting is separately annexed hereto.
25. The Board of Directors have appointed Mr. Arun Jain, Company Secretary in practice (Certificate of Practice No: 13932) as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.



26. The Scrutinizer shall within 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and prepare the scrutinizer report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting/Whole Time Director and in his absence to the Company Secretary of the Company.
27. The result of voting shall be declared by the Chairman of the meeting or Company Secretary of the Company 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 immediately after the result is declared by the Chairman.
28. The result will also be communicated to stock exchange i.e. BSE Ltd. where the shares of the Company are listed.
29. In Compliance with regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting system facility as provided by the Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. The instructions for e-voting are annexed to the Notice.

### 30. THE INTRUCTIONS OF MEMBERS FOR REMOTE E-VOTING:

- (i) The remote e-voting period begins on **Thursday, 18<sup>th</sup> September, 2025 at 10:00 A.M.** and ends on **Sunday, 21<sup>st</sup> September, 2025 at 5:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. **15<sup>th</sup> September, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again. In case any of the shareholder cast his/ her vote through remote e-voting as well as at AGM by Ballot, the vote cast at AGM by Ballot shall be considered invalid.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.



- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab and then click on registration option.</li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li></ol>



	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. <b>1800 21 09911</b> .
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: <b>022-48867000 and 022-24997000</b> .

(v) Login method for remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form:**

1. The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
2. Click on “Shareholders” module.
3. Now enter your user ID
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 character DP ID followed by 8 digit Client ID
  - c. Shareholders holding shares in physical form should enter Folio Number registered with the Company.
4. Next enter the image verification as displayed and click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are first time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by the 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’s records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the Depository / Company, please enter the Member ID / Folio Number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company Selection Screen. However, shareholders holding shares in demat form will now reach at ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the VIJAY SOLVEX LIMITED on which you choose to vote.

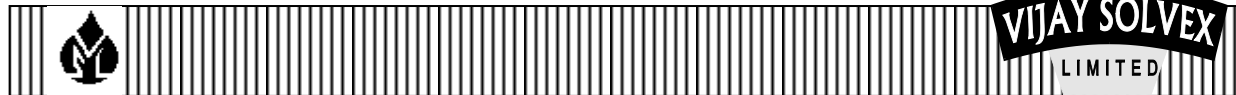
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xi) Click on the “RESOLUTION FILE LINK” if you wish to view the entire resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “CLICK HERE TO PRINT” option on the voting page.
- (xv) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on “FORGOT PASSWORD” and enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xvii) Facility for Non – Individual Shareholders and Custodians – For Remote Voting only**

- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, 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 mandatory 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. [cs\\_lodha@dataoils.com](mailto:cs_lodha@dataoils.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

**31. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:**

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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to **Company / RTA email id**.



2. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-voting from the CDSL e-voting system, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. **1800 21 09911**.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> 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 at toll free no. **1800 21 09911**.

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

The following explanatory statements set out all material facts relating to Item No. 3 to 9 of the Special Businesses mentioned in the accompanying notice.

#### **Item No. 3**

Pursuant to Section 196(3)(a) of the Companies Act, 2013, “No company shall appoint or continue the employment of any person as managing director, whole-time director or manager who is below the age of twenty-one years or has attained the age of seventy years. Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.”

The members of the Company at the 34<sup>th</sup> Annual General Meeting of the Company held on 30.09.2022 has approved the re-appointment of Mr. Vijay Data as Managing Director of the Company, not liable to retire by rotation, for a period of 3 years commenced from September 26, 2022 till September 25, 2025. During the existing tenure, Mr. Vijay Data has attained the age of 70 years on July 1, 2025.

The profile of Managing Director of the Company requires high level of planning, vision and strategy, leadership skills and in depth knowledge of Oil and Oil Seeds. Mr. Vijay Data is one of the Founder Promoter of the Company having rich knowledge of around 45 years in the field of administration, management, sales, purchase, marketing, finance etc. which enables him for defining and executing business strategy, strengthening governance practices and providing overall leadership to the Company's operations. In view of the extensive experience and knowledge of Mr. Vijay Data, the Nomination and Remuneration Committee of the Board feels that the continuation of Mr. Vijay Data as Managing Director will be beneficial for the smooth operations of the Company and recommended the same to the Board of Directors.

On recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on June 28, 2025 has approved the continuation of his employment as Managing Director of the Company, on the same terms of appointment and remuneration as approved by the members at 34<sup>th</sup> Annual General Meeting of the Company held on 30.09.2022, subject to approval of the members at the ensuing Annual General Meeting of the Company.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are given hereunder forming part of this Notice.

The Board considers the continuation of Mr. Vijay Data to be beneficial to the interests of the Company, considering his extensive experience and recommends the Special Resolution set out in item no. 3 of the notice for the approval of the members of the Company.

Save and except Mr. Vijay Data, Mr. Daya Kishan Data and Mr. Saurabh Data none of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed special resolution as set out in item no. 3 of the Notice.

#### **Item No. 4**

Mr. Vijay Data is holding office as Managing Director of the Company in terms of appointment approved by the members at the 34<sup>th</sup> Annual General Meeting of the Company held on 30.09.2022 for a term of three years w.e.f. 26<sup>th</sup> September, 2022 to 25<sup>th</sup> September, 2025. During this tenure, Shri Vijay Data has attained the age of 70 years on 01.07.2025. Hence pursuant to the provisions of Section 196(3) of the Companies Act, 2013 and on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on June 28, 2025 has approved the continuation of his employment as Managing Director of the Company, on the existing terms and conditions, subject to approval of the members at the ensuing Annual General Meeting of the Company. The Board recommends the Special resolution w.r.t. continuation of employment of Shri Vijay Data as Managing Director of the Company at item no. 3 of the notice for the approval of the members of the Company.

The present tenure of Mr. Vijay Data as Managing Director of the Company will expire on 25<sup>th</sup> September, 2025. Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience and leadership skills, the Board of Directors of the Company at its meeting held on 14<sup>th</sup> August, 2025, has approved the re-appointment of Mr. Vijay Data as Managing Director of the Company for a period of 3 years commencing from 26<sup>th</sup> September, 2025, at the remuneration mentioned hereunder subject to the approval of members in the ensuing Annual General Meeting:

Name & Designation	Period of appointment / re-appointment	Basic Salary per month (Rs.)	Allowances & Perquisites per annum (Rs.)
Mr. Vijay Data (Managing Director)	3 years w.e.f. 26/09/2025 till 25/09/2028	9,50,000/-	36,00,000/-

Details of other allowances and benefits applicable to the Managing Director 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 Managing Director.
- b) In case no accommodation is provided by the Company, the Managing Director 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 Managing Director.

#### 3) Other Perquisites: Other perquisites shall also be within overall limit of Rs. 36,00,000/- per annum. Such perquisites will include Leave Travel Assistance, Re-imbursement of Medical expenses, Personal accident insurance, subject to an annual premium being limited to Rs. 8000/-. The perquisites shall be valued as per Income Tax Act, 1961.

### Benefits:

**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 Company shall pay to or reimburse the Managing Director 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.

In the event of inadequacy or absence of profits under Sections 197 and other applicable provisions of the Companies Act, 2013 in any financial year or years during the term of appointment, he shall be entitled to such remuneration, as specified above, as minimum remuneration and be also entitled to perquisites mentioned above which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Section IV of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof, for a period or periods not exceeding three years in the aggregate, and the approval accorded herein shall also be deemed to be the approval as contemplated under Section 197 read with Schedule V of the said Act, as may be applicable.



As per Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, if the remuneration payable to Mr. Vijay Data being a promoter exceeds 5% of the net profits during his term of appointment, then the approval accorded herein shall also be deemed to be the approval as contemplated under Regulation 17(6)(e) of the Listing Regulations.

Since Shri Vijay Data has already attained the age of 70 years, pursuant to the provisions of Section 196(3) and other applicable provisions, if any, of the Companies Act, 2013, the consent of members be and is hereby accorded for enabling Mr. Vijay Data to continue as Managing Director of the Company beyond the age of 70 (seventy).

The Board may, from time to time, increase, modify, vary or alter the salary, perquisites, allowances, and other benefits subject to the limits approved herein.

Mr. Vijay Data is not disqualified from being appointed as Managing Director of the Company in terms of section 164 of the Companies Act, 2013 and has given his consent to act as Director of the Company. The terms and conditions of his re-appointment and payment of remuneration are set out in the Agreement to be entered into between the Company and Mr. Vijay Data. The Draft Agreement to be entered into between the Company and Mr. Vijay Data is available for inspection of the members at the registered office of the Company.

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 any amendments to the relevant provisions of the Companies Act 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.

The Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditor.

#### STATEMENT PURSUANT TO SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I.	General Information		
(1)	Nature of Industry	Manufacturing of Edible Oil including Mustard, Refined & Vanaspati, Wind Power Generation and Ceramics.	
(2)	Date or expected date of commencement of commercial production	Commercial operations commenced in the year 1988-89.	
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable	
(4)	Financial performance based on given indicators (Rs. In lacs)		
		2024-25	2023-24
Paid up Capital		320.13	320.13
Other Equity		29926.36	28092.57
Revenue from operation		183073.01	182923.28
Other Income		187.49	270.15
Total Income		183260.50	183193.43
Profit before tax		2243.62	347.62
Less: Tax		406.39	112.23
Profit after tax		1837.23	235.39
Other Comprehensive Income / (Loss)		(3.44)	38.49
Total Comprehensive Income for the year		1833.79	273.88



(5)	Foreign investments or collaborations, if any	The Company has not entered into any foreign collaboration and no foreign investment has been made into the Company during the financial year 2024-25.
<b>II. Information about the appointee</b>		
(1)	Background details	Mr. Vijay Data aged about 70 years, Post Graduate in Physics is Managing Director of the company. He is associated with oil industry since last 45 years and has wide knowledge of quality of oil and oil seeds. He is looking day to day management of the Company. He has good exposure in the field of production, sales, purchase, finance and general administration.
(2)	Past remuneration	Rs. 1.56 Crore per annum.
(3)	Recognition or awards	Mr. Vijay Data is well recognized for his leadership, visionary, and entrepreneur skills in managing business activities and he was the president of Solvent Extractors' Association of India.
(4)	Job profile and his suitability	The Job requires high level of planning, vision and strategy, techno commercial and leadership skills. It also calls for in depth understanding of the oil industry. Mr. Vijay Data is having vast experience of Corporate Management and particularly of oil industry. In the capacity of Managing Director of the Company Mr. Vijay Data shall be responsible for defining and executing business strategy, strengthening governance practices and providing overall leadership to the Company's operations or such other roles and responsibilities as may be assigned to him by the Board from time to time. He is ideally suited for the job.
(5)	Remuneration proposed	The details of remuneration are set out above in Explanatory statement.
(6)	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.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Beside the remuneration proposed, Mr. Vijay Data, does not have any pecuniary relationship with the Company and does not related to any managerial personnel except Mr. Daya Kishan Data and Mr. Saurabh Data.
<b>III. Other information</b>		
(1)	Reasons of loss or inadequate profits	At present, the Company is having inadequate profits to cover the proposed remuneration. Therefore, the remuneration approved herein shall be paid as minimum remuneration under Section 197 read with Schedule V of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations, as amended.



(2)	Steps taken or proposed to be taken for improvement	The Company on regular basis assess the risks that may impact the growth and profitability of the Company and take steps such as cost control, borrowing at cheaper rates to improve efficiency and profitability of the Company. Though the prices of raw materials and products are influenced by the external factors. The Company is making all possible efforts to improve the margins.
(3)	Expected increase in productivity and profits in measurable terms.	The Company is very conscious about improvement in productivity and undertakes constant measure to improve it. Looking at the past performance and efforts being made during the year, the Company is expecting to achieve increase in productivity as well as in profits of the Company.
IV.	Disclosures	
The report on Corporate Governance as a part of Director's Report as attached to the Annual Report indicates the remuneration paid to Managerial Personnel.		

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 Mr. Vijay Data, Mr. Daya Kishan Data and Mr. Saurabh Data none of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed special resolution as set out in item no. 4 of the Notice.

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

Mr. Daya Kishan Data is holding office as Whole Time Director of the Company in terms of appointment approved by the members at the 34<sup>th</sup> Annual General Meeting of the Company held on 30.09.2022 for a term of three years w.e.f. 29<sup>th</sup> September, 2022 to 28<sup>th</sup> September, 2025. The present tenure of Mr. Daya Kishan Data as Whole Time Director of the Company will expire on 28<sup>th</sup> September, 2025. Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his experience, the Board of Directors of the Company at its meeting held on 14<sup>th</sup> August, 2025, has approved the re-appointment of Mr. Daya Kishan Data as Whole Time Director of the Company for a period of 3 years commencing from 29<sup>th</sup> September, 2025, at the remuneration mentioned hereunder subject to the approval of members in the ensuing Annual General Meeting:

<b>Name &amp; Designation</b>	<b>Period of appointment / re-appointment</b>	<b>Basic Salary per month (Rs.)</b>	<b>Allowances &amp; Perquisites per annum (Rs.)</b>
Mr. Daya Kishan Data (Whole Time Director)	3 years w.e.f. 29/09/2025 till 28/09/2028	9,50,000/-	36,00,000/-

Details of other allowances and benefits applicable to the Whole Time Director and details of perquisites are as under:-

#### **ALLOWANCES AND PERQUISITES**

##### **1) Housing:**

- 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 Whole Time Director.

- b) In case no accommodation is provided by the Company, the Whole Time Director 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 Whole Time Director.
- 3) **Other Perquisites:** Other perquisites shall also be within overall limit of Rs. 36,00,000/- per annum. Such perquisites will include Leave Travel Assistance, Re-imbursement of Medical expenses, Personal accident insurance, subject to an annual premium being limited to Rs. 8000/-. The perquisites shall be valued as per Income Tax Act, 1961.

#### **Benefits:**

**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 Company shall pay to or reimburse the Whole Time Director 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.

In the event of inadequacy or absence of profits under Sections 197 and other applicable provisions of the Companies Act, 2013 in any financial year or years during the term of appointment, he shall be entitled to such remuneration, as specified above, as minimum remuneration and be also entitled to perquisites mentioned above which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Section IV of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof, for a period or periods not exceeding three years in the aggregate, and the approval accorded herein shall also be deemed to be the approval as contemplated under Section 197 read with Schedule V of the said Act, as may be applicable.

As per Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, if the remuneration payable to Mr. Daya Kishan Data being a promoter exceeds 5% of the net profits during his term of appointment, then the approval accorded herein shall also be deemed to be the approval as contemplated under Regulation 17(6)(e) of the Listing Regulations.

The Board may, from time to time, increase, modify, vary or alter the salary, perquisites, allowances, and other benefits subject to the limits approved herein.

Mr. Daya Kishan Data is not disqualified from being appointed as Whole Time Director of the Company in terms of section 164 of the Companies Act, 2013 and has given his consent to act as Director of the Company. The terms and conditions of his re-appointment and payment of remuneration are set out in the Agreement to be entered into between the Company and Mr. Daya Kishan Data. The Draft Agreement to be entered into between the Company and Mr. Daya Kishan Data is available for inspection of the members at the registered office of the Company.

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 any amendments to the relevant provisions of the Companies Act 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.

The Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditor.

**STATEMENT PURSUANT TO SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013**

<b>I. General Information</b>		
(1)	Nature of Industry	Manufacturing of Edible Oil including Mustard, Refined & Vanaspati, Wind Power Generation and Ceramics.
(2)	Date or expected date of commencement of commercial production	Commercial operations commenced in the year 1988-89.
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
(4)	Financial performance based on given indicators (Rs. In lacs)	
		<b>2024-25</b> <b>2023-24</b>
	Paid up Capital	320.13      320.13
	Reserve & Surplus	29926.36      28092.57
	Revenue from operation	183073.01      182923.28
	Other Income	187.49      270.15
	Total Income	183260.50      183193.43
	Profit before tax	2243.62      347.62
	Less: Tax	406.39      112.23
	Profit after tax	1837.23      235.39
	Other Comprehensive Income / (Loss)	(3.44)      38.49
	Total Comprehensive Income for the year	1833.79      273.88
(5)	Foreign investments or collaborations, if any	The Company has not entered into any foreign collaboration and no foreign investment has been made into the Company during the financial year 2024-25.
<b>II. Information about the appointee</b>		
(1)	Background details	Mr. Daya Kishan Data aged about 63 years is a Mechanical Engineer and has a vast experience of 31 years in the field of Ceramic & Oil Industries. He is looking after the Ceramic Division of the Company.
(2)	Past remuneration	Rs. 1.56 Crore per annum.
(3)	Recognition or awards	---
(4)	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 & Ceramic industry. Mr. Daya Kishan Data is having vast experience of Corporate Management and particularly of oil & Ceramic industry and successfully working as a Whole Time Director of the Company. He is ideally suited for the job.
(5)	Remuneration proposed	The details of remuneration are set out above in Explanatory statement.
(6)	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.



(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Beside the remuneration proposed, Mr. Daya Kishan Data, does not have any pecuniary relationship with the Company and does not related to any managerial personnel except Mr. Vijay Data and Mr. Saurabh Data.
<b>III. Other information</b>		
(1)	Reasons of loss or inadequate profits	At present, the Company is having inadequate profits to cover the proposed remuneration. Therefore, the remuneration approved herein shall be paid as minimum remuneration under Section 197 read with Schedule V of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations, as amended.
(2)	Steps taken or proposed to be taken for improvement	The Company on regular basis assess the risks that may impact the growth and profitability of the Company and take steps such as cost control, borrowing at cheaper rates to improve efficiency and profitability of the Company. Though the prices of raw materials and products are influenced by the external factors. The Company is making all possible efforts to improve the margins.
(3)	Expected increase in productivity and profits in measurable terms.	The Company is very conscious about improvement in productivity and undertakes constant measure to improve it. Looking at the past performance and efforts being made during the year, the Company is expecting to achieve increase in productivity as well as in profits of the Company.
<b>IV. Disclosures</b>		
The report on Corporate Governance as a part of Director's Report as attached to the Annual Report indicates the remuneration paid to Managerial Personnel.		

The Board recommends the Special resolution set out in item no. 5 of the notice for the approval of the members of the Company.

Save and except Mr. Daya Kishan Data, Mr. Vijay Data and Mr. Saurabh Data none of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed special resolution as set out in item no. 5 of the Notice.

#### **Item No. 6**

Deepak Vegpro Private Limited, is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Contracts/arrangements/transactions relating to sale/purchase or transfer or receipt of products, goods, materials and other services with Deepak Vegpro Private Limited are material in nature, as these transactions exceeded/ may exceed 10% of consolidated turnover of the Company. Therefore, in terms of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the contracts/ arrangements/ transactions with Deepak Vegpro Private Limited require the approval of members of the Company.

The members of the Company at the 36<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2024 had approved the related party transactions with Deepak Vegpro Private Limited up to an estimated amount of Rs. 1100/- Crore (Rupees One Thousand One Hundred Crore Only) for the financial year 2024-25 which is valid upto the date of this 37<sup>th</sup> Annual General Meeting of the Company. In compliance of the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the Company proposes to obtain prior approval of the members for granting

authority to the Board of the Company (including a committee thereof) to enter into and/or carry out and/or continue contracts/ arrangements/ transactions with Deepak Vegpro Private Limited, relating to sale/purchase or transfer or receipt of products, goods, materials and other services in ordinary course of business and on arm's length basis for an estimated amount upto Rs. 1100/- Crore (Rupees One Thousand One Hundred Crore Only) for the financial year 2025-26 which is valid upto the date of next Annual General Meeting of the Company for a period not exceeding fifteen months.

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

**The details of Material Related Party Transactions are as under:**

Sr. No.	Particulars		Details
1.	Name of the related party	:	Deepak Vegpro Private Limited
2.	Nature of relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	:	Mr. Vijay Data, Mr. Daya Kishan Data and Mr. Saurabh Data, Directors of the Company are also the Directors on the Board of Deepak Vegpro Private Limited. Mr. Ram Prakash Mahawar, Director of the Company is also under the senior management of Deepak Vegpro Private Limited.
3.	Type, material terms and particulars of the proposed transaction	:	Sale/purchase or transfer or receipt of products, goods, materials and other services on arm's length basis
4.	Tenure of the proposed transaction	:	For the financial year 2025-26 upto the date of next Annual General Meeting of the Company for a period not exceeding fifteen months
5.	Value of the proposed transaction	:	Not exceeding Rs. 1100 Crores
6.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	:	60.09%
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	:	Not Applicable
8.	Justification as to why the RPT is in the interest of the Company	:	Deepak Vegpro Private Limited is under the same segment of business activities, hence to capitalize the market opportunities, transactions with Deepak Vegpro Private Limited are in interest of the Company.
9.	A copy of the valuation or other external party report, if any such report has been relied upon	:	Not Applicable

10.	Any other information that may be relevant	:	The Audit Committee in its meeting held on February 14, 2025, has granted omnibus approval to enter into and/or carry out and/or continue contracts/ arrangements/ transactions with Deepak Vegpro Private Limited for the financial year 2025-26.
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Copy of agreement entered between Company and Deepak Vegpro Private Limited is available for inspection at the registered office of the Company during business hours.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Vijay Data, Mr. Daya Kishan Data, Mr. Saurabh Data and Mr. Ram Prakash Mahawar is concerned or interested, financially or otherwise, in this Resolution.

The Members may note that as per the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all related parties (whether such related party is a party to the above mentioned transactions or not), shall not vote to approve the resolution set put at Item No. 6.

The Board of Directors recommends the resolution as set out in Item No. 6 of the Notice for approval of members of the Company by way of ordinary resolution.

#### **Item No. 7**

Raghuvar (India) Limited, is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Contracts/arrangements/transactions relating to sale/purchase or transfer or receipt of products, goods, materials and other services with Raghuvar (India) Limited are material in nature, as these transactions exceeded/ may exceed 10% of consolidated turnover of the Company. Therefore, in terms of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the contracts/arrangements/transactions with Raghuvar (India) Limited require the approval of members of the Company.

The members of the Company at the 36<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2024 had approved the related party transactions with Raghuvar (India) Limited up to an estimated amount of Rs. 300/- Crore (Rupees Three Hundred Crore Only) for the financial year 2024-25 which is valid upto the date of this 37<sup>th</sup> Annual General Meeting of the Company. In compliance of the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the Company proposes to obtain prior approval of the members for granting authority to the Board of the Company (including a committee thereof) to enter into and/or carry out and/or continue contracts/ arrangements/ transactions with Raghuvar (India) Limited, relating to sale/purchase or transfer or receipt of products, goods, materials and other services in ordinary course of business and on arm's length basis for an estimated amount upto Rs. 300/- Crore (Rupees Three Hundred Crore Only) for the financial year 2025-26 which is valid upto the date of next Annual General Meeting of the Company for a period not exceeding fifteen months.

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



**The details of Material Related Party Transactions are as under:**

Sr. No.	Particulars	Details
1.	Name of the related party	: Raghuvar (India) Limited
2.	Nature of relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	: Mr. Vijay Data and Mr. Daya Kishan Data, Directors of the Company are also the Directors of Raghuvar (India) Limited.
3.	Type, material terms and particulars of the proposed transaction	: Sale/purchase or transfer or receipt of products, goods, materials and other services on arm's length basis
4.	Tenure of the proposed transaction	: For the financial year 2025-26 upto the date of next Annual General Meeting of the Company for a period not exceeding fifteen months
5.	Value of the proposed transaction	: Not exceeding Rs. 300 Crores
6.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	: 16.39%
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	: Not Applicable
8.	Justification as to why the RPT is in the interest of the Company	: Raghuvar (India) Limited is under the same segment of business activities, hence to capitalize the market opportunities, transactions with Raghuvar (India) Limited are in interest of the Company.
9.	A copy of the valuation or other external party report, if any such report has been relied upon	: Not Applicable
10.	Any other information that may be relevant	: The Audit Committee in its meeting held on February 14, 2025, has granted omnibus approval to enter into and/or carry out and/or continue contracts/ arrangements/ transactions with Raghuvar (India) Limited for the financial year 2025-26.

Copy of agreement entered between Company and Raghuvar (India) Limited is available for inspection at the registered office of the Company during business hours.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Vijay Data, Mr. Daya Kishan Data and Mr. Saurabh Data is concerned or interested, financially or otherwise, in this Resolution.

The Members may note that as per the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all related parties (whether such related party is a party to the above mentioned transactions or not), shall not vote to approve the resolution set put at Item No. 7.

The Board of Directors recommends the resolution as set out in Item No. 7 of the Notice for approval of members of the Company by way of ordinary resolution.

### **Item No. 8**

VDSD Foods Private Limited, is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Contracts/arrangements/transactions relating to sale/purchase or transfer or receipt of products, goods, materials and other services with VDSF Foods Private Limited are material in nature, as these transactions exceeded/ may exceed 10% of consolidated turnover of the Company. Therefore, in terms of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the contracts/ arrangements/ transactions with VDSF Foods Private Limited require the approval of members of the Company.

The members of the Company at the 36<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2024 had approved the related party transactions with VDSF Foods Private Limited up to an estimated amount of Rs. 300/- Crore (Rupees Three Hundred Crore Only) for the financial year 2024-25 which is valid upto the date of this 37<sup>th</sup> Annual General Meeting of the Company. In compliance of the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the Company proposes to obtain prior approval of the members for granting authority to the Board of the Company (including a committee thereof) to enter into and/or carry out and/or continue contracts/ arrangements/ transactions with VDSF Foods Private Limited, relating to sale/purchase or transfer or receipt of products, goods, materials and other services in ordinary course of business and on arm's length basis for an estimated amount upto Rs. 300/- Crore (Rupees Three Hundred Crore Only) for the financial year 2025-26 which is valid upto the date of next Annual General Meeting of the Company for a period not exceeding fifteen months.

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

### **The details of Material Related Party Transactions are as under:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the related party	: VDSF Foods Private Limited
2.	Nature of relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	: Mr. Vijay Data and Mr. Saurabh Data, Directors of the Company are also the Directors of VDSF Foods Private Limited.
3.	Type, material terms and particulars of the proposed transaction	: Sale/purchase or transfer or receipt of products, goods, materials and other services on arm's length basis
4.	Tenure of the proposed transaction	: For the financial year 2025-26 upto the date of next Annual General Meeting of the Company for a period not exceeding fifteen months
5.	Value of the proposed transaction	: Not exceeding Rs. 300 Crores



6.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	:	16.39%
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	:	Not Applicable
8.	Justification as to why the RPT is in the interest of the Company	:	VDSD Foods Private Limited is under the same segment of business activity i.e. manufacturing of edible oils, hence to capitalize the market opportunities, transactions with VDSD Foods Private Limited are in interest of the Company.
9.	A copy of the valuation or other external party report, if any such report has been relied upon	:	Not Applicable
10.	Any other information that may be relevant	:	The Audit Committee in its meeting held on February 14, 2025, has granted omnibus approval to enter into and/or carry out and/or continue contracts/ arrangements/ transactions with VDSD Foods Private Limited for the financial year 2025-26.

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

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Vijay Data, Mr. Daya Kishan Data and Mr. Saurabh Data is concerned or interested, financially or otherwise, in this Resolution.

The Members may note that as per the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all related parties (whether such related party is a party to the above mentioned transactions or not), shall not vote to approve the resolution set put at Item No. 8.

The Board of Directors recommends the resolution as set out in Item No. 8 of the Notice for approval of members of the Company by way of ordinary resolution.

#### **Item No. 9**

The Board of Directors, on recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Rajesh & Company, Cost Accountants (Firm Registration No. 000031) as Cost Auditor of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026 on a remuneration of Rs. 15,000/- P.A. excluding all applicable taxes and reimbursement of out of pocket expenses.

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 9 of the Notice for remuneration payable to the Cost Auditor for the financial year ending March 31, 2026.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed ordinary resolution set out at item no. 9 of the Notice.

### **Item No. 10**

Pursuant to amendment in Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (SEBI Listing Regulations) vide the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, it is required to appoint a Peer Reviewed Company Secretary as Secretarial Auditors of the Company for a term of 5 (five) consecutive years with the approval of the members in the Annual General Meeting. Further, pursuant to the above said amendments, the Company can't appoint or re-appoint an individual as Secretarial Auditor of the Company for not more than one term of five consecutive years.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on May 30, 2025, has approved the appointment of M/s Arun Jain & Associates, Practicing Company Secretary, Alwar (Firm Registration No. I2014RJ1231400) as Secretarial Auditors of the Company to conduct audit under Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI Listing Regulations, for a one term of five (5) consecutive years, commencing from the financial year 2025-26 till the financial year 2029-30, subject to approval of the Members at the ensuing 37<sup>th</sup> Annual General Meeting.

M/s Arun Jain & Associates are eligible to be appointed as Secretarial Auditor of the Company and is not disqualified in terms of SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

Mr. Arun Jain is a Fellow Member of the Institute of Company Secretaries of India having Membership No. F12014. Mr. Arun Jain, Proprietor of M/s Arun Jain & Associates, is a Peer Reviewed Practicing Company Secretary (Certificate of Practice No. 13932 and Peer Review Certificate No. 2925/2023) in Alwar having around 9 years of experience in providing secretarial, legal, compliance and other services to his clients. Mr. Arun Jain is experienced, dynamic and competent to work independently and having a corporate client base of various sectors in Alwar, Manesar, Bharatpur and Bhiwadi.

The Firm is presently the Secretarial Auditor of the Company and proposed to be appointed for a one term of five (5) consecutive years, from the financial year 2025-26 till the financial year 2029-30, at a remuneration of as may be mutually agreed between the Board and the Secretarial Auditors for the current financial year and subsequent years.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the accompanying Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed ordinary resolution set out at item no. 10 of the Notice.

Place: Alwar  
Date: 14.08.2025

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

### **Registered Office:**

Bhagwati Sadan, Swami Dayanand Marg,  
Alwar – 301001 (Rajasthan)  
CIN: L15142RJ1987PLC004232  
Tel: 0144-2332358, 9929103729  
email: cs\_lodha@dataoils.com  
Website: www.vijaysolvex.com

**(Jay Prakash Lodha)**  
Company Secretary  
Membership No. F4714  
Flat No. O – 3, The Govt. EMP. Co-op. GHS Ltd.,  
Sector – 3, Part – II, Rewari – 123401 (Haryana).

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

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

Name of Director	Mr. Saurabh Data	Mr. Vijay Data	Mr. Daya Kishan Data
Date of Birth	13-09-1982 (43 years)	01-07-1955 (70 years)	04-09-1962 (63 years)
DIN	00286331	00286492	01504570
Qualification	B.Sc. (Computing)	Graduate (Physics)	Engineer (Mechanical)
Expertise in specific functional areas	Administration, Sales, Purchase, Marketing and Production	Production, Management, Administration, Sales, Purchase and Marketing	Sales, Purchase, Marketing, Management and Administration
No. of Shares held	1,05,750	3,73,964	1,95,876
Date of first appointment on the Board	14.08.2021	29.12.1987	29.12.1987
Terms and conditions of appointment / re-appointment	As agreed	As per Agreement	As per agreement
Last Remuneration drawn in F.Y. 2024-25	NIL	Rs. 1.56 Crores P.A.	Rs. 1.56 Crores P.A.
No. of Board Meetings attended during the financial year 2024-25	8	9	3
<b>Directorship held in other Companies:</b>			
Listed Companies	NIL	NIL	NIL
Unlisted Companies	<ol style="list-style-type: none"> <li>Bhagwati Agro Products Pvt. Ltd.</li> <li>Deepak Vegpro Pvt. Ltd.</li> <li>Dhruva Enclave Pvt. Ltd.</li> <li>Gaurav Enclave Pvt. Ltd.</li> <li>Indo Caps Pvt. Ltd.</li> <li>Jay Complex Pvt. Ltd.</li> <li>Jhankar Motels Pvt. Ltd.</li> <li>Narayana Krishi Farm Pvt. Ltd.</li> <li>VDSD Foods Pvt. Ltd.</li> <li>Vijay Agro Mills Pvt. Ltd.</li> <li>Vijay International Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>Bhagwati Agro Products Pvt. Ltd.</li> <li>Data Dot Com Ltd.</li> <li>Deepak Vegpro Pvt. Ltd.</li> <li>Dhruva Enclave Pvt. Ltd.</li> <li>Gaurav Ceramics Pvt. Ltd.</li> <li>Gaurav Enclave Pvt. Ltd.</li> <li>Indo Caps Pvt. Ltd.</li> <li>Jay Complex Pvt. Ltd.</li> <li>Narayana Krishi Farm Pvt. Ltd.</li> <li>Raghuvar (India) Ltd.</li> <li>The Solvent Extractors Association of India</li> <li>VDSD Foods Pvt. Ltd.</li> <li>Vijay Agro Mills Pvt. Ltd.</li> <li>Vijay International Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>Bhagwati Agro Products Pvt. Ltd.</li> <li>Data Enclave Pvt. Ltd.</li> <li>Deepak Vegpro Pvt. Ltd.</li> <li>Dhruva Enclave Pvt. Ltd.</li> <li>Gaurav Ceramics Pvt. Ltd.</li> <li>Gaurav Enclave Pvt. Ltd.</li> <li>Gaurav Vegpro Pvt. Ltd.</li> <li>Jhankar Motels Pvt. Ltd.</li> <li>Raghuvar (India) Ltd.</li> <li>Vijay Agro Mills Pvt. Ltd.</li> <li>Vijay International Pvt. Ltd.</li> </ol>

Membership / Chairmanship held in Committees of other Companies:			
Listed Companies	NIL	NIL	NIL
Unlisted Companies	Chairman of CSR Committee in Deepak Vegpro Pvt. Ltd.	Member of CSR Committee in Deepak Vegpro Pvt. Ltd.	NIL
Name of the listed entities from which resigned in the past three years	NIL	NIL	NIL
Relationship with other Directors	Related with Shri Vijay Data and Shri Daya Kishan Data.	Related with Shri Daya Kishan Data and Shri Saurabh Data.	Related with Shri Vijay Data and Shri Saurabh Data.
Brief Profile	Shri Saurabh Data aged about 43 years, is young, dynamic and energetic personality having vast experience in the field of Administration, sales, Marketing and Production. He is also the Managing Director of Deepak Vegpro Private Limited, Alwar indulging in the same business activities.	Mr. Vijay Data aged about 70 years, Graduate in Physics, has a vast experience of 45 years in the field of Oil Industry. He is well recognized for his leadership, visionary and entrepreneur skills in managing overall business activities. He has vide knowledge of quality of oil and seeds. Mr. Vijay Data is also the Managing Director of Vijay Solvex Limited indulging in manufacturing of Edible Oils. He was the president of Solvent Extractors' Association of India.	Mr. Daya Kishan Data aged about 63 years is a Mechanical Engineer and appointed as Whole Time Director of the Company. He has a vast experience of around 31 years in the field of Oil & Ceramic Industries. He is looking after Ceramic Division of the Company situated at Tonk Road, Jaipur named as Jaipur Glass & Potteries (a Unit of Vijay Solvex Limited).

Place: Alwar  
Date: 14.08.2025

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

**Registered Office:**

Bhagwati Sadan, Swami Dayanand Marg,  
Alwar – 301001 (Rajasthan)  
CIN: L15142RJ1987PLC004232  
Tel: 0144-2332358, 9929103729  
email: cs\_lodha@dataoils.com  
Website: www.vijaysolvex.com

**(Jay Prakash Lodha)**  
Company Secretary  
Membership No. F4714  
Flat No. O – 3, The Govt. EMP. Co-op. GHS Ltd.,  
Sector – 3, Part – II, Rewari – 123401 (Haryana).



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

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

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

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

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

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

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37<sup>th</sup> Annual General Meeting of the Company to be held on Monday the 22<sup>nd</sup> day of September, 2025 at 11:30 A.M. at Bhagwati Sadan, Swami Dayanand Marg, Alwar-301001 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*		
		For	Against	Abstain
Ordinary Business:				
1.	To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2025, and the report of Board of Directors and Auditor’s thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2025 and the report of Auditor’s thereon.			
2.	To appoint a Director in place of Mr. Saurabh Data (DIN: 00286331), who retires by rotation and being eligible, offers himself for re-appointment.			
Special Business:				
3.	To consider and approve continuation of Mr. Vijay Data (DIN: 00286492) as Managing Director of the Company after attaining the age of 70 years.			
4.	To consider and approve the re-appointment of Mr. Vijay Data (DIN: 00286492) as Managing Director of the Company and fixation of his remuneration.			

5.	To consider and approve the re-appointment of Mr. Daya Kishan Data (DIN: 01504570) as Whole Time Director of the Company and fixation of his remuneration.			
6.	To consider and approve the material related party transactions with Deepak Vegpro Private Limited.			
7.	To consider and approve the material related party transactions with Raghuvar (India) Limited.			
8.	To consider and approve the material related party transactions with VDSD Foods Private Limited.			
9.	To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2026.			
10.	To consider and approve appointment of M/s Arun Jain & Associates as the Secretarial Auditor of the Company.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025.

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

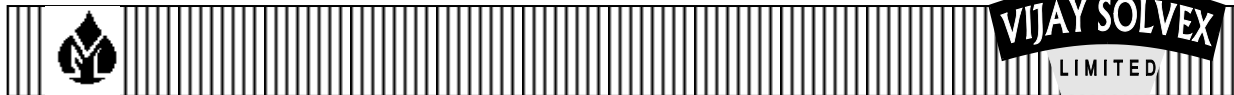
Signature of Proxy holder(s) \_\_\_\_\_

Please affix  
Rs.1/-  
Revenue  
Stamp here

**Notes:**

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





**VIJAY SOLVEX LIMITED**

**CIN: L15142RJ1987PLC004232**

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

**ATTENDANCE SLIP**

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

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

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

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

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

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

I hereby record my presence at the 37<sup>th</sup> Annual General Meeting of the Company held on Monday the 22<sup>nd</sup> day of September, 2025 at 11:30 A.M. at registered office of the Company at Bhagwati Sadan, Swami Dayanand Marg, Alwar-301001 (Rajasthan).

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

**Notes:**

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

## ROUTE MAP OF AGM VENUE

