

VISISTH CHAY VYAPAR LTD.

REGD. OFFICE: A-446, BASEMENT DEFENCE COLONY, NEW DELHI-110024

Email Id: visisthcvl17@gmail.com, Phone No: 033-66133300

CIN: L15491DL1985PLC019848

Website: <https://vcvl.in/>

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the members of **VISISTH CHAY VYAPAR LTD.** will be held on Thursday, 27th June, 2024 at 11:00 A.M. at the registered office at A-446, Basement Defence Colony, New Delhi- 110024 to transact the following business:

Special Business:

1. APPOINTMENT OF NON- EXECUTIVE INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following as Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152, 161 (4) read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Jayanta Chowdhury (DIN: 010597724) (IICA Cert. No.: IDDB-NR-202404-058502), be appointed as an Non-executive Independent Director of the Company from the conclusion of Extra Ordinary General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office from date 27th June 2024 for 5 consecutive years, up to the conclusion of Annual General Meeting of the Company to be held in the calendar year 2029."

FURTHER RESOLVED THAT any Director of the company be and is hereby authorized to sign and file all the necessary papers and forms with the Registrar of Companies, in connection with appointment and also authorised to do all acts, things and deeds necessary to give effect to the said resolution."

By Order of the Board of Directors

For Visisth Chay Vyapar Limited



Champa Lal Pareek
Director
DIN: 00030815



Place: Kolkata

Date: 29.05.2024

NOTES:

1. A Member entitled to attend and vote at the Extra Ordinary General Meeting ('EGM') may appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company.

Proxies, in order to be effective, must be received at the Registered Office of the Company at A-446, Basement Defence Colony, New Delhi- 110024 , not less than forty- eight hours before the commencement of the EGM.

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

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

2. Pursuant to Section 113 of the Companies Act, 2013, corporate members are requested to send a certified copy of the Board Resolution/Authorization together with specimen signature authorizing their representative, intending to attend and vote at the EGM.
3. Members are requested to register the attendance, at the venue of the Extra Ordinary General Meeting, members are requested to bring their folio number/demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. In case any member is desirous to receive communication from the Company in electronic form, they may register their email address with Company or with their depository participant or send their consent at the Registered Office of the Company along with their folio no. and valid email address for registration.
6. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Resolutions proposed at this EGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the EGM) and for which purpose the
7. Company has engaged the services of CDSL. The Board of Directors of the Company has appointed Ms. Priya Mankani, Practicing Company Secretary (Certificate of Practice Number- 17947), as the Scrutinizer for this purpose. The detailed instructions for e-voting are given as a separate attachment to this notice. The e-voting period begins on date 24.06.2024 at 9.00 AM and ends on date 26.06.2024 at 5.00 PM.
8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on date 20.06.2024 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting.
9. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Company at its Registered Office.

By Order of the Board of Directors
For Visisth Chay Vyapar Limited

Champa Lal Pareek
Director
DIN: 00030815



Place: Kolkata
Date: 29.05.2024

Explanatory Statement pursuant to section 102 of Companies Act, 2013

Item No.: 1.

In accordance with the provisions sec. 149, 150, 152 and 161 (4) read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] appointment of Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that

Mr. Jayanta Chowdhury be appointed as Non-Executive Independent Director on the Board, whose office is not liable to retire by rotation.

The appointment of Mr. Jayanta Chowdhury shall be effective upon approval by the members in the Meeting. The appointment is being done to fill the casual vacancy caused by death of Mr. Avi Lunia {(DIN No.: 07687360), past non-executive independent director till date 28.03.2024}.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Jayanta Chowdhury for the office of Director of the Company. Mr. Jayanta Chowdhury is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The process and manner for remote e-voting are as under:

- i. The remote e-voting period commences on 24.06.2024(9:00 am) and ends on 26.06.2024 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20.06.2024, may cast their vote by remote e-voting.
The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- iii. Click on "Shareholders" tab.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant Company Name on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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.

- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xviii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

GENERAL INSTRUCTIONS:

1. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at mankani.pria@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before date 26.06.2024, up to 5:00 pm without which the vote shall not be treated as valid.

2. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 20.06.2024. A person who is not a member as on cut-off date should treat this notice for information purpose only.
3. The notice of the Extra Ordinary General Meeting will be sent to the members, whose names appear in the register of members / Depositories as at closing hours of business on date 24.05.2024.
4. The shareholders shall have one vote per equity share held by them as on the cut-off date 20.06.2024. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
5. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20.06.2024 and not casting their vote electronically, may only cast their vote at the Extra Ordinary General Meeting.
6. Notice of the EGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
7. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 18.06.2024 requested to send the written / email communication to the Company at visisthcvl17@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
8. Ms. Priya Mankani, Practicing Company Secretary (Certificate of Practice Number-17947) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the EGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 working days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
9. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL. The same will be communicated to the listed stock exchanges viz. Metropolitan Stock Exchange of India.

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ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Folio No.: _____ DP-ID No.: _____ Client ID No. _____

Name of Member(s): _____

Name of the Proxy holder: _____

Registered Address: _____

Number of Shares Held _____

*I, hereby record my presence of the **EXTRA ORDINARY GENERAL MEETING** of the Company held on Thursday the 27th day of June, 2024 at 11.00 a.m. at A-446 , Basement defence colony, New Delhi- 110024.*

Signature of the Member / Representative / Proxy Holder*

* Strike out whichever is not applicable

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FORM OF PROXY

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Folio No.: _____ DP-ID No.: _____ Client ID No.: _____

Name of the Member(s): _____ Email Id: _____

Registered Address: _____

I/We, being members, holding shares of VISISTH CHAY VYAPAR LIMITED hereby appoint:

1. Name: _____ E-mail Id _____
Address: _____ or failing him/her

2. Name: _____ Email Id _____
Address: _____ or failing him/her

3. Name: _____ E-mail Id _____
Address: _____

as my / our Proxy to vote for me / us, on my / our behalf at the **EXTRA ORDINARY GENERAL MEETING** of the Company held on 27TH June 2024 and at any adjournment thereof in respect of the following resolutions:

1. To approve the appointment of Non- executive Independent Director.

Revenue

Signed this _____ day of _____ 2024. Signature of Member _____

Signature of Proxy holder(s): 1. _____

2. _____

3. _____

NOTE: The Form of Proxy duly completed must be deposited at the Registered Office of the Company, not later than 48 hours before the time for holding the meeting.

**ANNEXURE TO THE NOTICE FOR THE EXTRA ORDINARY GENERAL MEETING OF
THE COMPANY TO BE HELD ON 27th JUNE 2024 AT 11:00 AM**

Name & Registered Address of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID:

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) to be held on Thursday, 27.06.2024 at 11.00 A.M. at A-446, basement Defence Colony, New Delhi-110024 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
240515002		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
24.06.2024 at 9:00 A.M. (IST)	26.06.2024 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of EGM before exercising your vote.

For Visisth Chay Vyapar Limited

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Champa Lal Pareek
Director
DIN: 00030815

Place: Kolkata
Date: 29.05.2024



VISISTH CHAY VYAPAR LTD.

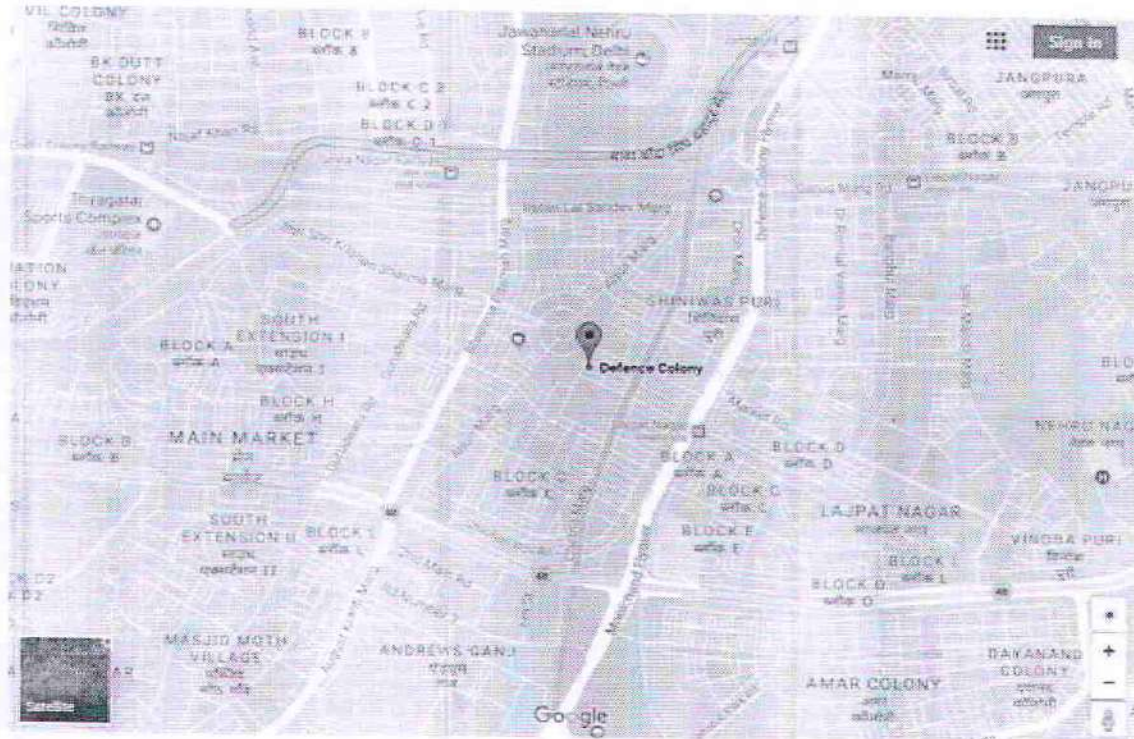
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Route Map for the location of the venue of the Extra Ordinary General Meeting



Additional Information on Director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Name of the Director	Mr. Jayanta Chowdhury
Date of Birth	15/05/1969
Date of Appointment	27/06/2024
Relationship with Directors	NA
Expertise in Specific functional area	Graduate in Journalism and experienced in business
Qualification	Graduate
Board Membership of Companies	N.A.
Chairman/Member of the Committees of the Board of Directors as on date	N.A.
Number of Shares held in the Company as on March 31, 2023	-

