

**VISISTH CHAY VYAPAR LIMITED**

A - 446, BASEMENT, DEFENCE COLONY, NEW DELHI - 110024

Email Id: [visisthcv117@gmail.com](mailto:visisthcv117@gmail.com), Phone No: 033-66133300

CIN: L15491DL1985PLC019848

Website: [www.vcvl.in](http://www.vcvl.in)

**NOTICE**

Notice is hereby given that the next Annual General Meeting of the members of **VISISTH CHAY VYAPAR LIMITED** will be held on Monday, 31<sup>st</sup> July, 2017 at 2:00 P.M. at the registered office at A-446 Basement, Defence Colony, and New Delhi 110024 to transact the following business:

**Ordinary Business:**

**1. Adoption of Account:**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution

“RESOLVED THAT the Audited Balance Sheet and statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2017 along with the Auditor’s Report and the Director’s Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.”

**2. Ratification of Auditor:**

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, as amended from time to time, the Company do hereby ratifies the appointment of M/s. S. Mandal & Co. (Firm Registration No: 314188E), Chartered Accountants,, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company to be held in the year 2018 at a remuneration to be fixed by the Board of Directors in consultation with the Auditors.”

3. To appoint a director in place of Mrs. Chanchal Rungta (DIN: 07590027), who retires by rotation and being eligible, offers herself for re-appointment.

By Order of the Board of Directors  
For **Visisth Chay Vyapar Limited**  
Sd/-

Place: Kolkata  
Date: 30.05.2017

Tarak Nath Dey  
Director  
DIN: 00343396

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**NOTES:**

1. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting, instead of himself/ herself and the proxy need not be a member of the company.
2. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before commencement of the meeting. A proxy form for AGM is enclosed.
3. 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 total share capital of the Company carrying voting rights. A member holding more than ten percentage of the company carrying voting right may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
4. Members/ Proxies should bring the Attendance Slip duly filled, enclosed herewith to attend the meeting.
5. The register and share transfer books will remain closed from 25<sup>th</sup> July, 2017 to 31<sup>st</sup> July, 2017 (both days inclusive) for the year ended 31<sup>st</sup> March, 2017 and the AGM.
6. Members holding shares in the electronic mode are requested to direct change of necessary details to their respective Depository Participant(s).
7. Members holding shares in the physical form are requested to address all correspondences to the Registrar and Transfer Agents, Niche Technologies Private Limited., D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata - 700001.
8. **VOTING THROUGH ELECTRONIC MEANS**
  - I. In compliance with 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 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

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**II.** The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

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

- (i) The remote e-voting period commences on 28<sup>th</sup> July, 2017 (9:00 am) and ends on 30<sup>th</sup> July, 2017 (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 24<sup>th</sup> July, 2017, 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](http://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 pwith 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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• 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.</li><li>• 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</li></ul>

**Corporate Office: 5, Gorky Terrace, 2<sup>nd</sup> Floor, Kolkata - 700 017  
Tel (STD Code): 033 66133300, Fax: 033-66133303**

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	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. <ul style="list-style-type: none"><li>• Please Enter the DOB or Bank Account Number in order to Login.</li><li>• 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).</li></ul>

- (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 i.e. **VISISTH CHAY VYAPAR LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

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- (xvii) 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.
- (xviii) 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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
- (xx) 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. I-Phone 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.
- 9.** 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](mailto:mankani.pria@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 30<sup>th</sup> July, 2017, up to 5:00 pm without which the vote shall not be treated as valid.
- 10.** 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 of 24<sup>th</sup> July, 2017. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- 11.** The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / Depositories as at closing hours of business on 9<sup>th</sup> June, 2017.

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- 12.** The shareholders shall have one vote per equity share held by them as on the cut-off date of 24th July, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- 13.** 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 of 24<sup>th</sup> July, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- 14.** Notice of the AGM 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.
- 15.** 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.24th July, 2017 are requested to send the written / email communication to the Company at [visisthcvl17@gmail.com](mailto:visisthcvl17@gmail.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- 16.** 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 AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, 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.
- 17.** 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 Limited.

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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 ensuing **ANNUAL GENERAL MEETING** of the Company held on Monday the 31st day of July, 2017 at 2.00 p.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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*Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014*

**FORM OF PROXY**

FolioNo.: \_\_\_\_\_ DPIDNo.: \_\_\_\_\_ Client-ID No.: \_\_\_\_\_

NameoftheMember(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: \_\_\_\_\_ E-mail 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 ensuing **ANNUAL GENERAL MEETING** of the Company held on Monday, the **31<sup>st</sup> day of July, 2017** and at any adjournment thereof in respect of the following resolutions:

1. Adoption of Balance Sheet, Statement of Profit & Loss, Report of Auditors and Board of Directors for the year ended 31<sup>st</sup> March, 2017.
2. Re-Appointment of Mrs. Chanchal Rungta as Director who is retiring by rotation.
3. Ratification of appointment of Auditors.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017. Signature of Member \_\_\_\_\_

Revenue  
Stamp

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, A - 446, basement, Defence Colony, New Delhi - 110024 not later than 48 hours before the time for holding the meeting.



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**ANNEXURE TO THE NOTICE FOR THE ENSUING ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 31<sup>st</sup> JULY, 2017**

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 44 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 Annual General Meeting (AGM) to be held on Monday, 31<sup>st</sup> July, 2017 at 2.00 P.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:**

<b>EVSN (Electronic Voting Sequence Number)</b>	<b>User ID</b>	<b>PAN / Sequence No.</b>
<b>170621004</b>		

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

<b>Remote e-Voting Start On</b>	<b>Remote e-Voting End On</b>
<b>28<sup>th</sup> July, 2017 at 9:00 A.M. (IST)</b>	<b>30<sup>th</sup> July, 2017 at 5:00 P.M. (IST)</b>

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

By Order of the Board  
For Visisth Chay Vyapar Limited  
Sd/-  
Tarak Nath Dey  
Director  
(0034336)

Place: Kolkata

Date: 24.06.2017

Encl: AGM Notice / Attendance Slip / Proxy Form

## VISISTH CHAY VYAPAR LIMITED

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### Route Map for Visisth Chay Vyapar Limited



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