

VIJAYKANT DAIRY & FOOD PRODUCTS LIMITED

Reg. office: LIG-159, M.M. Extension, Mahantesh Nagar, Belgaum-590016
Dairy: Neginhal, Tq: Bailhongal, Dist: Belgaum Ph : 08288-252516

www.adityaamilk.com

Email: vijaykantcs@gmail.com

CIN: U51201KA2004PLC034702

NOTICE

NOTICE is hereby given that 17th Annual General Meeting of members of the VIJAYKANT DAIRY AND FOOD PRODUCTS LIMITED will be held at Sankam Hotel, Airport Road, Gandhi Nagar, Belgaum-590016 on Thursday, 30th September 2021 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2021 and Statement of Profit & Loss for the year ended 31st March 2021 along with the reports of Auditors and Directors thereon.
2. To declare a Final dividend of Rs. 4.50 /- per Equity Share of Rs. 10/- each, of the Company for the financial year ended 31st March 2021.
3. To appoint a Director in place of Mrs. Deepa Sidnal (Holding DIN: 00746206) who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:**4. To re-appoint Mr. Deepak Oulkar (DIN: 07633547) as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149,150,152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of Article of Association of the Company, on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. Deepak Oulkar (DIN: 07633547), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years up to October 16,2021, and who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a period of five consecutive years with effect from October 17, 2021 up to October 16, 2026 and whose period of office shall not be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

By order of the Board of Directors

For **VIJAYKANT DAIRY AND FOOD PRODUCTS LIMITED**

Place: Belagavi
Date: 25/08/2021

Ravi Hegde
Company Secretary
M.No A34058



NOTES:

1. **A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.**
2. **Proxies, in order to be valid, duly filled and signed must be received by the Company at the registered office not less than 48 hours before the commencement of meeting. Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered invalid.**
3. **Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.**
Person appointed as the proxy shall prove his/her identity at the time of attending the meeting and for the purpose such person shall carry proof of his/her identity via PAN card, Voter Id, Aadhaar Card, DL or Passport.
4. **Members / Proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting.**
5. **The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.**
6. **Shareholder desiring any information as regards the accounts are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.**
7. **Members are requested to bring the Annual Report for their reference at the meeting.**
8. **Shareholder are requested to immediately notify the Company of any change in their address / Bank details.**
9. **Members are also requested to furnish their Bank details (Copy of Bank Pass Book) in case the same have not been sent earlier.**
10. **Members are requested to note that as per Section 124(5) of the Companies Act, 2013, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account, is liable to be transferred by the Company to the “Investor Education Protection Fund” (IEPF) established by the Central Government under the provisions of Section 125 of the Companies Act, 2013.**
11. **Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with Company.**
12. **Use of face covers/masks and maintaining Social Distance to be mandatory for attending the Meeting.**

Notes on Dividend

1. Pursuant to section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 22nd September 2021 to Thursday, 30th September 2021 (both inclusive)
2. The Dividend, after declaration will be paid to those member of the company whose names stand on the register of members on the record date to be fixed by the Board for this purpose.
3. The final dividend on equity shares as recommended by the Board of Directors for the year ended 31st March 2021, if approved at the ensuing Annual General Meeting, be payable, electronically:
 - a. To those members holding shares in physical form, whose names appear on the Register of Members at the close of business hours on Tuesday, 21st September 2021, after giving effect to all valid transmission and other requests received in physical form lodged with the Company and/or its Registrar and Share Transfer Agent on or before Tuesday, 21st September 2021; and
 - b. In respect of shares held in electronic form, on the basis of beneficial ownership as per the details furnished by National Securities Depository Limited (NSDL) for this purpose at the close of business hours on Tuesday, 21st September 2021.
4. Members are requested to note that the payment of dividend to the shareholders who have not optioned for electronic mode or to whom the said dividend is required to be paid through issuance of Dividend Warrants/Cheque/Demand Drafts (DDs) including the NEFT/RTGS/NACH/NECS return cases, the company shall dispatch the Dividend Warrants/Cheque/Demand Drafts (DDs) through post or other permitted dispatch options.
5. As per the Income Tax Act, 1961 ("Income Tax Act"), as amended by the Finance Act, 2020, dividend distribution tax has been abolished with effect from 1st April 2020. Accordingly, dividend income is taxable in the hands of the members. The Company shall therefore deduct tax at source at the time of making the payment of dividend at the prescribed rates.

However, no tax shall be deducted on the dividend payable to a resident individual shareholder, if the total dividend to be received by them during Financial Year ("FY") 2021-22 does not exceed Rs. 5,000 in aggregate across all holdings in the Company.

By order of the Board of Directors

For **VIJAYKANT DAIRY AND FOOD PRODUCTS LIMITED**

Place: Belagavi
Date: 25/08/2021

Ravi Hegde
Company Secretary
M.No A34058

**Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013****Item No. 4 Re-appointment of Mr. Deepak Oulkar (DIN: 07633547) as an Independent Director of the Company**

As per the Provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Deepak Oulkar was appointed as an Additional Independent Director of the Company at Board Meeting held on October 17, 2016 and re-appointed as an Independent Director on Next Annual General Meeting held on September 29, 2017 for the term of five consecutive years up to October 16, 2021. Mr. Deepak Oulkar Independent Director of the Company have Completed one term, he is further eligible for re-appointment for one more term. Such re-appointment would be subject to an approval of the shareholders by way of Special Resolution

The Performance evaluation of the Independent Directors was conducted by the entire Board (excluding the Director being evaluated) on the basis of several criteria such as Transparency, Analytical Capabilities, Performance, leadership, Ethics and ability to take balanced decisions regarding stakeholders, etc. Accordingly, Based on the outcome of performance evaluation process and on recommendation of the Nomination and Remuneration Committee (NRC), The Board has re-appointed Mr. Deepak Oulkar as an Independent Director on the Board of the Company at its meeting held on August 25, 2021, not liable to retire by rotation, for a second term of five years w.e.f. October 17, 2021, subject to the approval of shareholders of the Company.

The Company has received a declaration from Mr. Deepak Oulkar to the effect that he is not disqualified from being appointed as Director in terms of Provision of Section 164 of the Companies Act, 2013 and who has also furnished a declaration of Independence under sub-section (6) of section 149 of Companies Act, 2013. He has passed the online proficiency self-assessment test as per section 150 of the Companies Act, 2013.

The Company has received a notice in writing from a member proposing Mr. Deepak Oulkar candidature for the office of Director under Section 160 of the Companies Act, 2013.

In the opinion of the Board, Mr. Deepak Oulkar, fulfils the conditions for re-appointment as Independent Director, as specified under section 149(6) and Schedule IV of the Companies Act, 2013 and he is Independent of the management.

The Board of Directors of the Company proposed the re-appointment of Mr. Deepak Oulkar as an Independent Director for the approval of Members by way of Special Resolution, for second term of 5 (five) consecutive years not liable to retire by rotation, from October 17, 2021 to October 16, 2026.

Copy of the draft appointment letter of as an Independent Director setting out the terms and conditions is available for inspection, without any fee, by the shareholders at the registered office of the Company during normal hours on working days up to the date of the AGM and will also be kept open at the venue of the AGM.

Expect Mr. Deepak Oulkar, being appointee, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution. The Directors recommend the Special resolution for your approval.

Information pursuant to the Secretarial Standard attached hereunder as **Annexure I**

Annexure I
Details of the Director Seeking Re-Appointment
(Pursuant to Secretarial Standard - 2)

Particulars	Deepa Sidnal Executive Director (DIN: 00746206)	Deepak Oulkar Independent Director (DIN: 07633547)
Date of Birth & Age	August 28, 1981 40 Aged	November 10, 1977 44 Aged
Qualifications	B. Com	Bachelor of Business Administration (BBA) and Postgraduate Diploma in Family Business Management (FBM),
Experience	15 years of experience in Dairy Industry	21 years of experience in the field of Photo Studio Business.
Date of First Appointment	16/09/2004	17/10/2016
Terms and conditions of appointment and details of remuneration	Available in Register Office	As Specified above
Last drawn remuneration	Rs. 8,00,000/- Per Month	NA
Relationship with Directors, Managers & KMP	Related to Mr. Shivkant Sidnal (Spouse)	Nil
Number of Board Meetings attended during the FY 2020-21	4	3
Other Directorship	Adityaa Milk Ice Creams Ltd.,	Nil
Chairman/ Member of the Committees of Boards of other Companies	Nil	Nil
Shareholding	53,14,801	222



**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: U51201KA2004PLC034702
Name of the Company: **VIJAYKANT DAIRY AND FOOD PRODUCTS LTD.,**
Registered office: LIG-159, M.M. Extension, Mahantesh Nagar, Belgaum-590016

Name of the Member(s): Registered address: E-Mail Id: Folio No/Client Id:
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I /We, being the member(s) of shares of M/s Vijaykant Dairy and Food Products Ltd, hereby appoint

- | | | |
|--------------------------------|--------------------------------|--------------------------------|
| 1. Name: | 2. Name: | 3. Name: |
| Address: | Address | Address: |
| E-Mail Id: | E-Mail Id: | E-Mail Id: |
| Signature:..... or failing him | Signature:..... or failing him | Signature:..... or failing him |

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the Company, to be held on Thursday, 30th September 2021 At 10:00 AM at Sankam Hotel, Airport Road, Gandhi Nagar, Belgaum-590016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No	Resolutions	Options*	
		For	Against
	Ordinary Business		
1	To receive, consider and adopt Financials Statement and Reports for the financial year 31st March 2021		
2	To declare a Final dividend		
3	Re-appointment of Mrs. Deepa Sidnal (DIN: 00746206)		
	Special Business		
4	Re-appointment of Mr. Deepak Oulkar (DIN: 07633547) as an Independent Director of the Company		

Signed this day of..... 2021

Signature of Shareholder

Signature of Proxy holder(s)



Note: 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 the commencement of the Meeting.



Note:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT(48) HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. The form of Proxy confers authority to demand or join in demanding a poll.
4. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
5. * In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.



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ATTENDANCE SLIP

(PLEASE FILL IN THE ATTENDENCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL)

Full Name and address of the shareholder: _____

No. of shares held:

Folio No :

DP ID :

Client ID :

I hereby record my presence at the 17th Annual General Meeting of M/s. VIJAYKANT DAIRY AND FOOD PRODUCTS LIMITED at Sankam Hotel, Airport Road, Gandhi Nagar, Belgaum-590016 on Thursday, 30th September 2021 At 10:00 AM.

Signature:

Route Map For AGM

