



Vijaykant Dairy & Food Products Limited

CIN: U51201KA2004PLC034702

Reg. Office : LIG-159, M.M. Extension, Mahantesh Nagar, Belagavi-590016.

Dairy : Neginhal, Tq : Bailhongal, Dist. Belagavi. Ph : 08288-252516

Email : vijaykantcs@gmail.com, Website : www.adityamilk.com

NOTICE

NOTICE is hereby given that 19th Annual General Meeting of members of the M/S. VIJAYKANT DAIRY AND FOOD PRODUCTS LIMITED will be held at Sankam Hotel, Airport Road, Gandhi Nagar, Belgaum, 590016 on Saturday 30th September 2023 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, 2023 and Statement of Profit & Loss for the year ended 31st March 2023 along with the reports of Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Mahantesh Gadvi (Holding DIN: 03147088), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. To Approve related party transactions under section 188 of Companies Act:

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 188 of the Companies Act, 2013 read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded to revise the remuneration of Mr. Vijaykant Sidnal (son of Mr.Shivkant Sidnal, Managing Director of the Company & Mrs.Deepa Sidnal, Executive Director of the Company) Vice-President of the Company, a related party within the meaning of section 2(76) of the act, holding office or place of profit under section 188(1)(f) of the act, at a remuneration for an amount not exceeding Rs.60,00,000/- p.a with effect from 1 October, 2023.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Board of Directors of the Company, to finalize and decide the change in designation/revisions in the remuneration payable to Mr. Vijaykant Sidnal from time to time in accordance with the Company’s policy on performance measurement and such other applicable/relevant policies and to perform and execute all such acts, deeds, matters and things (including delegating such authority), as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

By order of the Board of Directors
For VIJAYKANT DAIRY AND FOOD PRODUCTS LIMITED

Place: Belagavi
Date: 30/08/2023

Ravi Hegde
Company Secretary
M.No A34058



VIJAYKANT DAIRY & FOOD PRODUCTS LIMITED

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.

By order of the Board of Directors
For VIJAYKANT DAIRY AND FOOD PRODUCTS LIMITED

Place: Belagavi
Date: 30/08/2023

Ravi Hegde
Company Secretary
M.No A34058

Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013

Item 3: Related Party Transaction

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, at their meeting held on 24/10/2022 had appointed Mr. Vijaykant Sidnal, as a Vice President of the company for the salary of Rs.2,00,000/- p.m. w.e.f 01/11/2022.

After Considering performance and work efficiency of Mr. Vijaykant Sidnal, Vice-President of the company, Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, at their meeting held 30/08/2023 had consented for increase of remuneration payable to Mr. Vijaykant Sidnal (related parties holding office or place of profit), upto Rs. 500,000/- per month w.e.f 01/10/2023, subject to approval of the shareholders by way of an ordinary resolution. He is son of Shivkant Sidnal, Managing Director of the Company and Deepa Sidnal, Executive Director of the Company.

As per the provisions of Section 188 (1) of the Companies Act, 2013 “Related Party Transactions” requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015. Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 requires taking prior approval of the Company by Ordinary Resolution where transactions proposed to be entered to falls, in the list of items referred therein and are in excess of threshold limits. above salary cross the threshold limit of office or place of profit under Rules 15(3)(b).

Members are hereby informed that pursuant to second provision of section 188(1) of the Companies Act, 2013 no members of the company shall vote on such resolution to approve any related party transaction which may be entered into by the company, if such member is a related party.

The disclosures under Rule 15(3) (ii) of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended as enumerated herewith:

a) Name of the related party	Mr. Vijaykant Sidnal
b) Name of the Director or Key Managerial Personnel who is related, if any	Mr Shivkant Sidnal, Managing Director Mrs. Deepa Sidnal, Executive Director
c) Nature of Relationship	Mr. Vijaykant Sidnal is son of Mr . Shivkant Sidnal, Managing Director of the Company and Mrs. Deepa Sidnal, Executive Director of the Company
(d) Nature, material terms, monetary value and particulars of the contract or arrangements;	Salary increase of Mr. Vijaykant Sidnal Vice President of the Company upto Rs. 5,00,000/- per month.
e) Any other information relevant or important for the members to take a decision on the proposed resolution.	Nil

Except Mr. Shivkant Sidnal and Mrs. Deepa Sidnal, none of the Directors and Key Managerial Personnel of the Company or his relatives in any way, concerned or interested, financially or otherwise, in the Resolution. The Board recommends the Ordinary Resolution for your approval.

By order of the Board of Directors
For VIJAYKANT DAIRY AND FOOD PRODUCTS LIMITED

Place: Belagavi
Date: 30/08/2023

Ravi Hegde
Company Secretary
M.No A34058



Annexure A
Details of the Directors Seeking Re-Appointment (Pursuant to SS- 2)

Particulars	Mr. Mahantesh Gadvi (DIN: 03147088)
Date of Birth & Age	February 17, 1966 57 Aged
Qualifications	B.Com
Experience	He is working as an Assistant General Manager at VRL, Belagavi Branch since 1987. He has been associated with the Company from 2010 as a Non-Executive Director
Date of First Appointment	01/04/2010
Terms and conditions of appointment and details of remuneration	Nil
Last drawn remuneration	NA
Relationship with Directors, Managers & KMP	Nil
Number of Board Meetings attended during the FY 2022-23	4
Other Directorship	Adityaa Milk Ice Creams Ltd.,
Chairman/ Member of the Committees of Boards of other Companies	Nil
Shareholding	666



VIJAYKANT DIARY & FOOD PRODUCTS LIMITED

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, Belagavi-590016

Name of the Member(s):

Registered address:

E-Mail Id:

Folio No/Client Id:

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 19th Annual General Meeting of the Company, to be held on Saturday 30th September, 2023 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 Ordinary Business	Options*	
		For	Against
1	To receive, consider and adopt Financials Statement and Reports for the financial year 31st March 2023		
2	Re-appointment of Mr. Mahantesh Gadvi(DIN: 03147088)		
	Special Business		
3	To Approve related party transactions under section 188 of Companies Act		

Signed this day of..... 2023

Signature of Shareholder

Signature of Proxy holder(s)

affix
Revenue
Stamp

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 ATTENDANCE 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 19th Annual General Meeting of M/s. VIJAYKANT DAIRY AND FOOD PRODUCTS LIMITED at Sankam Hotel, Airport Road, Gandhi Nagar, Belgaum, 590016 on Saturday 30th September, 2023 At 10:00 AM.

Signature:



Route Map for AGM Place

