
NOTICE TO MEMBERS

Notice is hereby given that the **Sixth (06th) ANNUAL GENERAL MEETING** of the Members of **VELNIK INDIA LIMITED** (formerly Velnik India Private Limited) will be held on Monday, 25th September, 2023 at 03:00 PM at the Registered office of the Company situated at **E-10, Krishi Mandi, Sojat City, Pali-306104 Rajasthan** to discuss the following business:

ORDINARY BUSINESS:

- 1. To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon;**

“RESOLVED THAT the financial statements of the Company for the year ended March 31, 2023, including the audited Balance Sheet as on March 31, 2023, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon be adopted.”

- 2. To appoint a director in place of Mrs. Manju Devi Gehlot (DIN: 07811873), who retires by rotation and is eligible for re-appointment;**

“RESOLVED THAT Mrs. Manju Devi Gehlot (DIN: 07811873) who retires by rotation at the Annual General Meeting be and is hereby reappointed as a Director of the company.”

SPECIAL BUSINESS:

- 3. To consider and approve variation in terms and conditions of Non- Convertible Redeemable Preference Shares issued by the Company.**

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

“RESOLVED THAT pursuant to the provision of Section 2(81), 23, 42, 48, 55 and 62 of Companies Act, 2013 and all other applicable provisions and rules made thereunder (including any statutory modification (s) or re-enactment thereof, for time being in force) and in accordance with the applicable provisions of the Memorandum and Article of Association of the Company and based on the consent of Preference Shareholders, the approval of the Members of the Company be and is hereby accorded for substitution of the Clause as mentioned below with the Existing Clause of the terms and conditions of issue

of the 100,000 (One Lakh Only) Non- Convertible Redeemable Preference Shares (“NCRPS” or Preference Shares) having face value of Rs. 500 (Five Hundred Only) Each issued through Private Placement:

7. *“The Preference Shares shall be redeemed within 7 (Seven) working days from the date of Completion of Lock in Period of such shares i.e. 4 Years from the date of board meeting at which such shares were allotted, at a premium of 100% of its face value out of such sources which is at the discretion of the Board as permissible under the provisions of the Companies Act, 2013;*

Provided that Preference Shareholders can request early redemption of their shares after a minimum of one year has elapsed from the date of allotment of such shares. The value of early redemption will be calculated on a pro-rata basis with the actual redemption value payable upon completion of the Original lock-in period until the actual payment date, out of such sources which is at the discretion of the Board as permissible under the provisions of the Companies Act, 2013.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, desirable, or expedient.”

*By Order of the Board of Directors
For Velnik India Limited*

*Date: 27th July 2023
Place: Indore*

*Chirag Desla
Company Secretary
(Membership No. A68513)*

NOTES:

1. An Explanatory statement in respect of the Item No. 3 as set out in the notice, is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company at least forty-eight (48) hours before the commencement of the Meeting. A person can act as a proxy on behalf of members 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.
3. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case, a proxy is appointed by a member holding more than 10% of the total share capital carrying voting rights, such proxy shall not act as proxy for any other person or member. During the business hours of the Company, proxies are open for inspection for the period beginning before 24 (twenty-four) hours from the commencement of the Meeting and ending with the conclusion of the Meeting provided that an advance notice of not less than 3 (three) days is given to the Company. Members/Proxies are requested to bring their duly filled attendance slip sent herewith at the meeting.
4. Proxy in prescribed Form No. MGT-11 is enclosed. Proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll.
5. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 (“the Act”) are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
Proxy Form(s) and certified copy of Board resolution(s) authorizing representative(s) to attend and vote at the Meeting shall be sent to the registered office of the Company.
6. Pursuant to the provisions of Section 152 of the Companies Act, 2013 (“the Act”) and rules made thereunder and Article of Association of the Company, Mr. Sukhdev Gehlot (DIN:06456150) retiring by rotation and being eligible offers himself for re-appointment. He is not related to any other Director of the Company except Mrs. Manju Devi Gehlot (DIN:07811873).
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements

- in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
8. The route map showing directions to reach the venue of the Sixth (6) Annual General Meeting is annexed.
 9. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
 10. Attendance slip, proxy form MGT-11, and route map of the venue of the Meeting are annexed hereto.
 11. 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 at the Meeting.
 12. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
 13. Members/proxies attending the meeting are requested to bring their duly filled admission/attendance slips sent along with the notice of the annual general meeting at the meeting.
 14. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, 18th September 2023. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to vote at the meeting.
 15. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on the cut-off date, will be entitled to vote at the meeting.

*By Order of the Board of Directors
For Velnik India Limited*

*Date: 27th July 2023
Place: Indore*

*Chirag Desla
Company Secretary
(Membership No. A68513)*

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

Item No. 3.

To consider and approve variation in terms and conditions of Non- Convertible Redeemable Preference Shares issued by the Company.

The Board of Directors, at its Meeting held on 27th July 2023, has subject to the approval of Preference Shareholders and Members of the Company approved the variation in terms and conditions of 100,000 (One Lakh Only) Non- Convertible Redeemable Preference Shares ("NCRPS" or Preference Shares) having a face value of Rs. 500 (Five Hundred Only) Each issued in accordance with the consent of Members through Special Resolution passed at the Extra Ordinary General Meeting of the Company held on 28th June 2023 through Private Placement Offer dated 19th May 2023 redeemable at a premium of 100% of its face value within 7 days of Completion of 4 Years from the date of the board meeting at which such shares were allotted.

Pursuant to Section 48, the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or by means of a special resolution passed at a separate meeting of the holders of the issued shares of that class, accordingly, the Company has received the consent of all the Preference Shareholder holding 100,000 (One Lakh Only) Non- Convertible Redeemable Preference Shares ("NCRPS" or Preference Shares) having a face value of Rs. 500 (Five Hundred Only) for substitution of the below-mentioned clause with the Existing terms of the issue:

7. *"The Preference Shares shall be redeemed within 7 (Seven) working days from the date of Completion of Lock-in Period of such shares i.e. 4 Years from the date of the board meeting at which such shares were allotted, at a premium of 100% of its face value out of such sources which is at the discretion of the Board as permissible under the provisions of the Companies Act, 2013;*

Provided that Preference Shareholders can request early redemption of their shares after a minimum of one year has elapsed from the date of allotment of such shares. The value of early redemption will be calculated on a pro-rata basis with the actual redemption value payable upon completion of the Original lock-in period until the actual payment date, out of such sources which is at the discretion of the Board as permissible under the provisions of the Companies Act, 2013."

Accordingly, consent of the Members is sought for passing a Special Resolution as set out in Item No. 3 of the Notice for substitution of the above-mentioned clause with the Existing terms of the issue.

None of the Directors, Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 3 of the Notice.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

***By Order of the Board of Directors
For Velnik India Limited***

*Date: 27th July 2023
Place: Indore*

***Chirag Desla
Company Secretary
(Membership No. A68513)***

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]

NAME OF THE COMPANY	VELNIK INDIA LIMITED
REGISTERED OFFICE	E-10, KRISHI MANDI, SOJAT CITY, SOJAT PALI RAJASTHAN- 306104
Name of the Member(s)	
Registered Office	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	
Address:	
E-mail Id:	
Signature , or failing him	
Name :	
Address:	
E-mail Id:	
Signature , or failing him	
Name :	
Address:	
E-mail Id:	
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 _____ Annual General Meeting of the company, to be held on the ___ day of ___ at ___ a.m. / p.m. at _____ (place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. _____

2. _____

3. _____

Signed this ____ day of ____ 2023

Affix Revenue Stamps

Signature of Shareholder

ATTENDANCE SLIP

06TH ANNUAL GENERAL MEETING HELD ON MONDAY, 25TH, SEPTEMBER 2023 AT 03.00 P.M.

Regd. Folio No._____/DP ID_____
Client ID/Ben. A/C_____
No. of shares held_____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 06th Annual General Meeting of the Company on Monday, 25th, September 2023 at 03:00 P.M. at the Registered Office of the Company situated at E-10, Krishi Mandi, Sojat City, Sojat Pali Rajasthan- 306104.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill out this attendance slip and hand it over at the entrance of the hall

ROUTE MAP

