



VISHVARAJ ENVIRONMENT PVT. LTD.

CIN : U74999MH2008PTC186950

SHORTER NOTICE

Shorter Notice is hereby given that the 15th Annual General Meeting of the Members of Vishvaraj Environment Private Limited ("the Company") will be held on Monday the 25th day of September 2023 at 3.00 PM at the registered office of the Company situated at 116A, 11th Floor, Makers Chamber VI, 220 Nariman Point, Mumbai-400021 through video conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and Auditors thereon:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. To consider declaration of annual dividend of Rs. 0.6/- per preference shares for the Financial Year 2021-22 and 2022-23 each respectively:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 123 of the Companies Act 2013 and other applicable provisions if any, read with the relevant rules, if any framed thereunder and pursuant to terms of issue of preference shares the consent of the shareholders be and hereby accorded to declare dividend of Rs. 0.6/- (6%) on 3,29,55,521 preference shares of Rs.10 each amounting to Rs. 1,97,73,313 for the Financial Year 2021-22 & 2022-23 respectively out of the surplus available in profit and loss account of the Company for the financial year ended 31st March, 2023 to those preference shareholders whose names appear in the Register of Preference Shareholders as on 12/09/2023, being the Record Date for the payment of annual dividend"

3. To appoint a Director in place of Mr. Suresh Agiwal (DIN: 01660403), who retires by rotation, and being eligible, seeks re-appointment:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provision of section 152 and other applicable provision of Companies Act, 2013, the approval of the member of the company be and is hereby accorded for reappointment of Mr. Suresh Agiwal (DIN: 01660403), as a director, who shall be liable to retire by rotation."

4. **To consider appointment of Statutory Auditor:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of section 139 of the Companies Act, 2013(“Act”) and other applicable provision of the Act, if any and read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the consent of Shareholders of the Company be and are hereby accorded for the appointment of M/s J.P. Joshi & Associates, Chartered Accountants, Nagpur (Firm Reg. No. 116953W), as a Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 20th Annual General Meeting of the Company to be held in calendar year 2028 i.e. for the 5 (Five) financial year at such remuneration plus GST, out of pocket, travelling and living expenses, etc., as may be mutually agreed upon between the Board of Directors of the Company and the Auditor.

FURTHER RESOLVED THAT any Director of the Company be and is hereby authorized on behalf of the Company to certify this resolution and file the necessary returns with Registrar of Companies, Mumbai.”

Special Business:

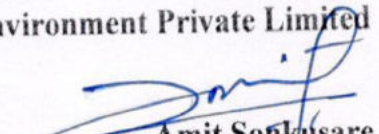
5. **To consider appointment of Mrs. Vandana Lakhani (DIN: 00294736) as director of the Company:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Mrs. Vandana Lakhani (DIN: 00294736), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01st May 2023, pursuant to the provisions of Section 161 of the Act, and who holds office up to the date of the 15th Annual 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 her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

By order of the Board of Directors
For. Vishvaraj Environment Private Limited




Amit Sonkusare
Company Secretary
M. No.: FCS 11853

Date : 21.09.2023
Place : Nagpur

Notes:-

1. In continuation framework prescribed by the ministry of corporate affairs ("MCA") vide general circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, have permitted the holding of the annual general meeting ("AGM") through video conferencing ("VC") / other audio-visual means ("OAVM"), without physical presence of members at a common venue. Hence, the 15th AGM of the Company is being conducted through VC/OAVM.
2. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the link that will be shared to you via email a day before the meeting.
3. Members attending the 15th AGM through VC/OAVM including authorized representative(s)/attorney holder(s) of corporate members etc. shall be counted for the purposes of reckoning the quorum under the provisions of section 103 of the Act.
4. Corporate shareholders (i.e., other than individuals/ HUF/ NRI, etc.) intending to authorize their representatives to attend the AGM through VC/ OAVM on its behalf, are requested to send a duly certified scanned copy (PDF/ JPG Format) of its Board resolution, pursuant to section 113 of the Act, to the Company by e-mail through its registered e-mail address at roc@vishvaraj.in
5. Since AGM is being held pursuant to the MCA circular through VC/OAVM and physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the proxy Form and Attendance Slip are not annexed to this Notice.
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
7. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 1:00 p.m. up to the date of the Annual General Meeting.
8. Any query relating to financial statements must be sent to the Company's Registered Office at least 48hrs before the date of the Annual General Meeting.
9. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company. Blank forms will be supplied on request.
10. The explanatory statement pursuant to section 102 of the Companies Act, 2013 ("Act") setting out the material facts concerning the special business in respect of item nos. 5 to 6 of the Notice, are annexed hereto.

11. Dividend related Information

Members may note that the Board, in its meeting held on 20th September, 2023 has declared dividend of Rs. 0.6/- (6%) on 3,29,55,521 preference shares of Rs.10 each amounting to Rs. 1,97,73,313 for the Financial Year 2021-22 & 2022-23 each. The record date for the purpose of final dividend is 12th September, 2023. The annual dividend, once approved by the members in the 15th AGM will be paid within 30 days of AGM through cheque.

12. Deduction of Tax at Source (“TDS”) on Dividend

Pursuant to the Income Tax Act, 1961, (“IT Act”), as amended by the Finance Act, 2020, dividend income is taxable in the hands of the members w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the members at prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. TDS/withholding tax rate would vary depending on the residential status of members and documents submitted by them with the Company and accepted thereof. Members are therefore requested to complete and/ or update their residential status, PAN, category as per the IT Act with the Company on or before 25th September, 2023 to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption.

In the event the benefit of lower tax on dividend cannot be provided by the Company due to non-receipt / late receipt of the tax exemption forms or the forms & documents, members will still have an option to claim appropriate refund, if eligible, at the time of filing their income tax returns. No claim shall lie against the Company for taxes once deducted.

13. Electronic Dispatch of the Notice and Annual Report

In compliance with the Circulars, electronic copies of the Notice of the 15th AGM along with the Annual Report for the financial year 2022-23 is being sent to all members whose e-mail addresses are registered/ available with the Company and whose names appear in the register of members of the Company as on the Monday, September 18, 2023.

Please note that registration of e-mail address and mobile number is mandatory while joining virtual AGM.

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

**Item No. 5 Regularization of Mrs. Vandana Lakhani (DIN: 00294736) as a Director of
the Company:**

Mrs. Vandana Lakhani was appointed as an Additional Director by the Board with effect from 01st May 2023. Further, the Board of Directors of the Company at its Meeting held on 20th September, 2023 has also approved the appointment of Mrs. Vandana Lakhani (DIN: 00294736) as the Director of the Company.

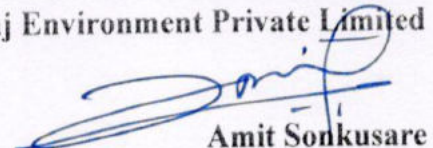
The Company has received notice under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Vandana Lakhani (DIN: 00294736) for the office of the Director under the provisions of Section 160 of the Companies Act, 2013.

The Board considers it's advantageous and in the interest of the Company to have Mrs. Vandana Lakhani on the Board.

Mr. Arun Lakhani, Managing Director, Mr. Sarang Lakhane, Director and Mr. Sidhaartha Lakhane, Directors of the Company are concerned or interested in the Resolutions.

The Board recommends the resolution set forth in Item no.5 for the approval of the members.

By order of the Board of Directors
For. Vishvaraj Environment Private Limited



Amit Sonkusare
Company Secretary
M. No.: FCS 11853

Date : 21.09.2023

Place : Nagpur