



**SHRI VENKATESH  
REFINERIES LIMITED**



Shri Venkatesh Refineries Limited  
Address: GAT NO. 16, Umarde, Erandol,  
Jalgaon, Maharashtra, 425109, India.

Email : corporate@richsoya.in  
Website: www.richsoya.in  
Phone no.: (+ 91) 2588-245451

CIN: U15140MH2003PLC139397  
GST:27AABCV6437G1Z7

**SVRL/BSE/2024-25/029**

**Date: 06/09/2024**

**To,**  
**The Listing Department**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Samachar Marg,  
Mumbai – 400001, India

Dear Sir/Madam,

**Sub: Notice of the 22<sup>nd</sup> Annual General Meeting along with Annual Report of Shri Venkatesh Refineries Limited (“the Company”) for the Financial Year 2023-24.**

**Ref: Scrip Code: 543373.**

This is to inform that the 22<sup>nd</sup> Annual General Meeting (“AGM”) of the Company will be held on Monday, 30<sup>th</sup> September 2024 at 10.30 A.M. through Video Conferencing / Other Audio Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2023-24 which is being sent through electronic mode to the Members. The Annual Report containing the Notice is also uploaded on the Company’s website and can be accessed at [www.richsoya.in](http://www.richsoya.in).

We would further like to inform that the Company has fixed Monday, 23<sup>rd</sup> September, 2024 as the cut-off date for ascertaining the names of the members holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM.

You are requested to take the same on your records.

**For Shri Venkatesh Refineries Limited**

**Prasad Kabre**  
**Whole Time Director**  
**DIN: 06646431**



## NOTICE

Notice is hereby given that the Annual General Meeting of the Members of Shri Venkatesh Refineries Limited will be held on Monday, September 30, 2024 at 10:30 AM through Video Conferencing/ Other Audio Visual Means to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company to transact the following businesses:

### Ordinary Business :

#### 1. Adoption of Audited Financial Statements

To receive, consider and adopt Audited Balance Sheet as on March 31, 2024, the Statement of Profit and Loss for the year ended on that date and Reports of the Board of Directors and the Auditors thereon.

#### 2. Reappointment of Statutory Auditor of the Company

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution for re-appointment of M/s Joshi and Shah, Chartered Accountants as the Statutory Auditors of the Company:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Joshi and Shah, Chartered Accountants (ICAI Firm Registration No144627W) be re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 22nd Annual General Meeting until the conclusion of the 27th Annual General Meeting of the Company at such remuneration as may be determined by the Board of Directors.”

#### 3. Appointment of Director

To appoint a director in place of Shri Prasad Dinesh Kabre (DIN: 06646431) who, retires by rotation and being eligible, offers himself for re-appointment.

#### 4. Declaration of Dividend

To Declare final dividend for Financial Year 2023-24.

### Special Business :

5. To approve Material Related Party Transaction(s) by a special resolution.

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

**RESOLVED THAT** pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013, and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the Board, for entering into any contract(s)/arrangement(s)/ transaction(s) with the following Related Parties for an amount not exceeding the limits as detailed below, on an arm's length basis and in the ordinary course of business of the Company as detailed in the Explanatory Statement annexed;

Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any
1	2	3	4
M/s Shri Balaji Oil Mills ( a partnership firm in which directors are partners)	Sales of Refined Oil	2025-26	10000 Lakhs
M/s Sanjay Traders Erandol	Sales of Refined Oil	2025-26	3000 Lakhs
M/s Shri Balaji Oil Mills ( a partnership firm in which directors are partners)	Corporate Guarantee/ Security	Till loan repayment	3000 Lakhs
Shrikrupa Ginners Pvt Ltd (Directors are interested)	Corporate Guarantee/ Security	Till loan repayment	4400 Lakhs
Shrikrupa Ginners Pvt Ltd (Directors are interested)	Inter Corporate Loan	2025-26	Upto 2000 Lakhs
Kailaswasi Ramesh Ganpati Kabre Charitable Trust (Directors are trustees)	CSR payment	2025-26	Upto 2% of Net profit (Utilised towards Social responsibility & follow terms & condition of Section 135 of Companies Act 2013)

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board/Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby ratified, approved, and confirmed in all respects.

**6. Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder and considering the earlier approved sub-division of the shares, by the Members of the Company, consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing 25,00,00,000 (Rupees Twenty Five crore) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- each to 60,00,00,000 (Rupees Sixty crores) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:-

“V. The Authorized Share Capital of the Company 60,00,00,000 (Rupees Sixty crores) divided into 6,00,00,000 (Six Crores) Equity Shares of 10/- (Rupees Ten) each ranking pari passu with the existing equity shares of the Company.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, any of the directors of the company be and is hereby authorised to take such steps and actions and give such directions as may be deemed necessary and to file the requisite e-form with the Registrar.”

**7. Approval for Shifting of Registered Office of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for shifting the Registered Office of the Company from GAT NO. 16, Umarde Erandol Jalgaon Maharashtra 425109 to Runwal R Square Office no. 1109, Floor 11, Lal Bahadur Shastri Road, Vardhaman Nagar, Mulund West Mumbai 400080.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board which may have been constituted or hereinafter constitute to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**By order of the Board of Directors**  
**Dinesh Ganpati Kabre**  
**Managing Director**  
**(DIN:0031601)**

**Date : 06/09/2024**

**Place : Erandol**

**NOTES :**

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated 5th May 2022 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 issued by the Securities Exchange Board of India (“SEBI Circular”) prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circulars, the 20th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is given below.

2. The helpline number regarding any query / assistance for participation in the AGM through VC/OAVM is 022-23058542/43.
3. Information regarding appointment/ reappointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 (the Act) and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) is annexed hereto.
4. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In line with the aforesaid MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [www.richsoya.in](http://www.richsoya.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The Register of members and share transfer books of the Company will remain closed from Monday, 23rd September, 2024 to Monday, 30th September, 2024 (both days inclusive) for the purpose of Annual General Meeting.
8. Members seeking any information with regard to accounts are requested to write to the Company atleast 10 days before the meeting so as to enable the management to keep the information ready.
9. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R&T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
10. In terms of Section 72 of the Act, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders who are desirous of availing this facility, may kindly write to Company's R&T Agent for nomination form by quoting their folio number.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice will be available for inspection in electronic mode.

12. Green Initiative: In compliance of the provision of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Company has sent Annual Reports in Electronic Mode to the Members who have registered their E-mail IDs either with the Registrar and Transfer Agents or with their respective Depositories. However, an option is available to the Members to continue to receive the physical copies of the documents/Annual Reports by making a specific request quoting their Folio No./Client ID & DP ID to Company or to R & T Agents.
13. The Members can join the AGM through the VC/ OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
14. Process and manner for members opting for voting through Electronic means:
  - I. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021 14th December, 2021 and 5th May 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.
  - II. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday 23rd September, 2024, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
  - III. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. i.e. Monday 23rd September, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.

- IV. The remote e-voting will commence on Friday, 27th September, 2024 at 9.00 a.m. and will end on Sunday, 29th September, 2024 at 5.00 p.m. During this period, the Members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Monday 23rd September, 2024 may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- V. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again..
- VI. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut off date i.e. Monday 23rd September, 2024.
- VII. The Company has appointed CA Nitin Sharma, Practising Chaterded Accountant (Membership No. FCA: 107155 )to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

**15. Process for those shareholders whose email ids are not registered:**

- a) For Demat shareholders -, Please update your e-mail id and mobile no. with your respective Depository Participant (DP).

**16. THE INSTRUCTIONS FOR SHAREHOLDRES FOR REMOTE VOTING ARE AS UNDER:**

- I. The voting period begins on Friday, 27th September, 2024 at 9.00 a.m. and will end on Sunday, 29th September, 2024 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday 23rd September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- III. Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.



Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- IV. In terms of SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access the e-Voting facility. Pursuant to the abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="662 1245 1490 1591">1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li data-bbox="662 1665 1490 2011">2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ Purva as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> </ol>

	<p>3) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</p>
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<b>Type of Shareholders</b>	<b>Login Method</b>
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ Purva as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting</p>

	<p>menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</p>
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<b>Type of Shareholders</b>	<b>Login Method</b>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</p>

	<p>Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/ecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/ecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL : <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- I. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.
  1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  2. Click on Shareholders.
  3. Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Members holding shares in Physical Form should enter Folio Number registered with the Company.
  4. Next enter the Image Verification as displayed and Click on Login.
  5. 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.
  6. If you are a first time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- II. After entering these details appropriately, click on “SUBMIT” tab.
- III. 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.
- IV. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- V. Click on the EVSN of the Company – SHRI VENKATESH REFINERIES LIMITED on which you choose to vote.
- VI. 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.

- VII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- VIII. 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.
- IX. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote
- X. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XI. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XII. There is also an optional provision to upload Board Resolution/Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- XIII. Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- XIV. Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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 a Compliance User 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 linked in the login 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.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

17. The instructions for shareholders attending the AGM through VC/OAVM & e-voting during meeting are as under:

- (i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting
- (iii) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
- (iv) If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- (v) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.



18. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.richsoya.in](http://www.richsoya.in) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com) within two days of the passing of the Resolutions at the 21st Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

**19. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders'/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.
- (ii) Members are encouraged to join the Meeting through Laptops / iPads for better experience.
- (iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) For ease of conduct, members who would like to ask questions may send their questions in advance atleast (7) days before AGM mentioning their name, demat account number / folio number, email id, mobile number at [info@richsoya.in](mailto:info@richsoya.in) and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

(vi) Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

**Contact Details:**

<b>Company</b>	<p>Prasad Kabre Wholetime Director Shri Venkatesh Refineries Limited CIN : U15140MH2003PLC139397</p> <p>GAT NO. 16, Umarde, Erandol, Jalgaon MH 425109 IN</p> <p>E-mail: info@richsoya.in</p>
<b>Registrar &amp; Transfer Agents :</b>	<p>Purva Sharegistry (India) Pvt. Ltd Unit No. 9, Shiv Shakti, Industrial Estate, J. R. Boricha Marg, Lower Parel East, Mumbai, Maharashtra,400011</p> <p>Email: support@purvashare.com</p>
<b>e-Voting Agency</b>	<p>Central Depository Services (India) Limited E-mail: helpdesk.evoting@cdslindia.com Phone: 022- 22723333 / 8588</p>
<b>Scrutinizer</b>	<p>CA Nitin Sharma Practising Chartered Accountant E-mail: nitinsharmaca1973@gmail.com</p>

**ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”) AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

**Note no. 4**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective 1st April, 2022, mandates prior approval of the Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. A transaction with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs 1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

To facilitate un-interrupted business, prior approval of the Members is being sought to enable the Company to enter into transaction(s) (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) either individually or together being a related party of the Company, during the financial year 2025-2026, which, considering the existing and projected trends, are likely to exceed the materiality threshold as per the SEBI Listing Regulations. The Audit Committee has reviewed and approved the proposed material related party transactions to be entered into by the Company during the FY 2025-2026.

All the related party transaction(s) as mentioned hereunder, proposed to be entered into by the Company during the FY 2025-2026 would be in the ordinary course of business of the Company and on an arm’s length basis.

All the related party transaction(s) as mentioned hereunder, proposed to be entered into by the Company during the FY 2024-2025 would be in the ordinary course of business of the Company and on an arm's length basis.

The Board recommends passing of the Special Resolution as set out in Item no. 4 of this Notice, for approval by the by the Members of the Company.

Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22nd November, 2021 is provided herewith:

<b>A Shri Balaji Oil Mills (SBOM)</b>		
i	Name of the Related Party	Shri Balaji Oil Mills
ii	Type of transaction	Sales of Refined Oil
iii	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing market price and commercial terms as on the date of entering into the contract.
iv	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	a partnership firm in which directors are partners
v	Tenure of the proposed transaction	2025-26
vi	Value of the proposed transaction	10000 Lakhs
vii	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	16.90%
viii	If the transaction relates to any loans, inter-corporate deposits, advances, Guarantee or investments made or given by the listed entity or its subsidiary:	Corporate Guarantee Given vice versa
	i) Details of financial indebtedness Incurred	SVRL has given Corporate Guarantee of Rs 3000 Lakhs where as SBOM has given Corporate Guarantee vice versa.
	ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	NA
	iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Ordinary Course of Business
ix	Justification as to why the RPT is in the interest of the Company	SVRL is one of the leading Oil Company under the Brand Name Rich Soya, Rich Sun. The Company supplies best quality of oil. These transactions are in the normal course of business of the Company and at an arms' length basis
x	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
xi	Any other information relevant or important for the members to take a decision on the proposed transaction.	Nil

<b>B</b>	<b>Shrikrupa Ginners Pvt Ltd</b>	
i	Name of the Related Party	Shrikrupa Ginners Pvt Ltd
ii	Type of transaction	Intercorporate Loans & Corporate Guarantee
iii	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing market price and commercial terms as on the date of entering into the contract
iv	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Directors are interested
v	Tenure of the proposed transaction	2025-26
vi	Value of the proposed transaction	6400 Lakhs
vii	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	NA
viii	If the transaction relates to any loans, inter-corporate deposits, advances, Guarantee or investments made or given by the listed entity or its subsidiary:	
	i) Details of financial indebtedness Incurred	6400 Lakhs
	ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Secured Corporate Guarantee & Unsecured intercorporate loans
	iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Ordinary Course of Business
ix	Justification as to why the RPT is in the interest of the Company	Not Applicable
x	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
xi	Any other information relevant or important for the members to take a decision on the proposed transaction.	Nil

<b>C</b>	<b>Sanjay Traders</b>	
i	Name of the Related Party	Sanjay Traders
ii	Type of transaction	Sales of Refined Oil
iii	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing market price and commercial terms as on the date of entering into the contract.
iv	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	a proprietorship firm in which director's brother is proprietor.
v	Tenure of the proposed transaction	2025-26
vi	Value of the proposed transaction	3000 Lakhs
vii	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	4.77%
viii	If the transaction relates to any loans, inter-corporate deposits, advances, Guarantee or investments made or given by the listed entity or its subsidiary:	
	i) Details of financial indebtedness Incurred	Not Applicable
	ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Not Applicable
ix	Justification as to why the RPT is in the interest of the Company	SVRL is one of the leading Oil Company under the Brand Name Rich Soya, Rich Sun. The Company supplies best quality of oil. These transactions are in the normal course of business of the Company and at an arms' length basis
x	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
xi	Any other information relevant or important for the members to take a decision on the proposed transaction.	Nil

<b>D Kailaswasi Ramesh Ganpati Kabre Charitable Trust</b>		
i	Name of the Related Party	Kailaswasi Ramesh Ganpati Kabre Charitable Trust
ii	Type of transaction	CSR payment
iii	Material terms and particulars of the proposed transaction	Utilised towards Social responsibility & follow terms & condition of Section 135 of Companies Act 2013
iv	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Directors are trustees
v	Tenure of the proposed transaction	2025-26
vi	Value of the proposed transaction	Upto 2% of Net profit
vii	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	2%
viii	If the transaction relates to any loans, inter- corporate deposits, advances, Guarantee or investments made or given by the listed entity or its subsidiary:	
	i) Details of financial indebtedness Incurred	NotApplicable
	ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	NotApplicable
	iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	NotApplicable
ix	Justification as to why the RPT is in the interest of the Company	Trust is managed by trustee where directors are interested. Trust incorporated for social purpose towards charity
x	Copy of the valuation or other external party report, if any such report has been relied upon.	NotApplicable
xi	Any other information relevant or important for the members to take a decision on the proposed transaction.	Nil

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.

The Members may please note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not) shall not vote to approve the Ordinary Resolution, as set out in Item no. 4 of this Notice.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolution, as set out in Item no. 4 of this Notice.

#### **Note no. 5**

The present Authorised Share Capital of the Company is 25,00,00,000 (Rupees Twenty Five crore) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of 10/- (Rupees Ten) each and Paid-up Share Capital of the Company is Rs. 22,11,93,280/- (Rupees Twenty Two Crores Eleven Lakhs Ninety-Three Thousand Two Hundred and Eighty only) comprising of 2,21,19,328 (One Crore Ten Lakhs Fifty Nine Thousand Six Hundred and Sixty Four) Equity Shares of Rs. 10/- each.

In this regard, the Board has also accorded its approval for increasing the Authorised Share Capital of Company from existing 25,00,00,000 (Rupees Twenty Five crore) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs.10/- each to 60,00,00,000 (Rupees Sixty crores) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 10/- each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company., subject to shareholders approval.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association and Articles of Association of the Company.

Accordingly, the Board recommends the resolutions set out at Item No. 5 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association and Articles of Association of the Company. None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.



**Note no. 6**

Approval of issue of Bonus Shares to the Shareholders of the Company

Presently, the Company's Registered Office is located at GAT NO. 16, Umarde Erandol Jalgaon Maharashtra 425109. The Board of Directors of your Company at their meeting held on 29th May 2024 has decided to shift the Registered Office of the Company from the GAT NO. 16, Umarde Erandol Jalgaon Maharashtra 425109 to Runwal R Square Office no. 1109, Floor 11, Lal Bahadur Shastri Road, Vardhaman Nagar, Mulund West Mumbai 400080 to carry on the business of the Company more economically and efficiently and with better operational convenience. Majority of public shareholders of the Company including Financial Institutional Investors and Financial Investors are based at Mumbai and therefore shifting of Registered Office to Mumbai shall facilitate better coordination and interaction with shareholders, FIIs, Mutual Funds, Financial Investors and leading to improve investors' relationship. As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits but within the same State requires approval of the Members by way of Special Resolution. Company pass the resolution for shifting of registered office outside the local limits of any city, town or village at the Annual General Meeting.

Therefore the Board recommends the Resolution as set out in Item No. 6 for approval of the Members as Special Resolution. None of the Directors, Key Managerial Personnels or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 6 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

**By order of the Board of Directors**  
**Dinesh Ganpati Kabre**  
**Managing Director (DIN:0031601)**

**Date : 06/09/2024**

**Place : Erandol**

Details of the Director seeking appointment/re-appointment in the Annual General Meeting as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

<b>Name of Director</b>	<b>Mr. Prasad Dinesh Kabre</b>
Date of Birth	27/08/1989
Qualification	MBA
Expertise in specific Functional Area	Finance, Accounts, Business Development
Executive / Non Executive Director	Whole Time Director, Executive Director
Promoter Group	Yes
Chairman/Member of Committees of the Board of which he/she is a Director	-
No. of Shares held	34,62,892
List of Directorship in other Companies	<ol style="list-style-type: none"> <li>1) Shrikrupa Ginners Private Limited</li> <li>2) Shree Laxmipati Refineries Private Limited</li> <li>3) Shri Padmaraj Agro Foods Private Limited</li> <li>4) Venkatesh Academy Private Limited</li> <li>5) ShreebalajiAgrocare Hub Private Limited</li> <li>6) Balaji Packing &amp; Trading (Proprietorship)</li> </ol>